



國泰君安國際
GUOTAI JUNAN INTERNATIONAL

Stock Code 股份代號 : 1788.HK

STEADY
穩 AND
健 LEADING
領先

2024 年報
ANNUAL REPORT

STEADY 穩 AND 健 LEADING 領先

持續強化核心業務能力，
鑄造綜合性金融服務平台

Continuously Enhancing Core
Business Capabilities,
Forging Integrated Financial
Service Platform

數智化財富管理
Digital Intelligent Wealth
Management

高質量機構服務
High-Quality Institutional
Services

全週期企業融資
Full-Cycle Corporate Finance

多元化產品創新
Diversified Products
Innovation

個性化區域聯動
Featured Regional
Collaboration

可持續綠色金融
Sustainable and Green
Finance

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Awards



The Asset

The Asset Triple A Sustainable Finance Awards 2024 :

- Best Biodiversity-Themed Bond – Provincial Government
- Best Sustainability Bond – Local Government
- Best Green Bond – Financial Institution
- Best Green Bond – Free Trade Zone
- Best IPO

- February 2024



香港交易所

HKEX

- 2023 Outstanding Chinese Futures Broker
- April 2024



Corporate Governance Asia

14th Asian Excellence Awards:

- Best Investor Relations Company
- Sustainable Asia Award

- June 2024



HR ASIA

- Best Companies to Work For In Asia 2024 - HONG KONG Region
- Diversity, Equity, and Inclusion Awards

- June 2024



Gelonghui

Jinge Award :

- ESG Investment Excellence Securities Company
- June 2024



China Financial Market

China Financial Market Awards :

- Star Chinese Investment Bank in Capital Market
- July 2024

Hong Kong Commercial Daily

Professional Financial Institutions Service Awards 2024 :

- Professional Wealth Management Award
- July 2024



Institutional Investor

2024 All-Asia Executive Team :

- Most Honored Company in Asia
- Best ESG (Overall) (2nd)
- Best ESG (Buyer's side) (2nd)
- Best Board (Overall) (3rd)
- Best Board (Buyer's side) (2nd)

- August 2024



Bond Connect

Bond Connect Outstanding Participants 2024 :

- Primary Market Pioneer (Underwriter)
- Northbound Outstanding Investment Bank

- September 2024



HKQAA

2024 Green and Sustainable Finance Award:

- Outstanding Award for Green and Sustainable Loan Issuer (Securities Financial Services Industry) - Visionary Sustainability-linked Loan Performance Metrics

- October 2024



Bloomberg Businessweek

- ESG Leading Enterprises
 - ESG Leading Initiatives - Sustainable Finance
- October 2024



Wind

2023 Best Investment Bank of Wind :

- Best Sponsor for Hong Kong Stock IPO
- Best Global Coordinator for Hong Kong Stock IPO
- Best Bookrunner for Hong Kong Stock IPO
- Best Underwriter of Chinese USD Bonds – Securities Firm

- November 2024

Hong Kong Ta Kung Wen Wei Media Group

5th Leading “9+2” Greater Bay Area Awards :

- Best Cross-border Wealth Management Award in the Greater Bay Area

- November 2024

AM730

- ListCo Excellence Award 2024
- December 2024



Hong Kong Economic Journal

- Listed Company Awards of Excellence 2024 - December 2024



Gelonghui

Jinge Award :

- The Most Popular Enterprise in the Stock Connect in 2024 - December 2024



Zhitong Caijing

2024 Golden Central Financial Institution List :

- Wealth Management Best Performance Award - December 2024

Xinzhi Fund

Overseas Private Equity Xinzhi Awards :

- Xinzhi Family Office Service Award - December 2024

Corporate Profile

Based in Hong Kong, serving the world

As one of the leading international financial centres, Hong Kong is a prime location for financial services and home to many large financial institutions. Strategically located in the heart of Asia, Hong Kong is closely integrated with the Mainland China and well-connected globally. Its robust legal system, straightforward and low tax regime, free flow of capital, comprehensive range of financial products and services, and abundant financial expertise contribute to long-term competitiveness of Hong Kong as a financial hub.

Guotai Junan International group has been established in Hong Kong for over 30 years. In 2010, it became the first Chinese securities company approved by the China Securities Regulatory Commission for listing its Shares on the Main Board of the Stock Exchange through an IPO. Based in Hong Kong, the Company expands its footprint in the Greater Bay Area and Southeast Asia through subsidiaries in Singapore, Vietnam and Macao, covering major markets worldwide, and serving as a conduit linking high-quality enterprises with capital markets in China and the world. The Company offers a diverse range of innovative and professional financial products and services that cater to the investment and financing needs of high-net-worth individuals, corporate issuers and financial institutions from the Mainland China, Hong Kong and overseas. It assists clients in seizing market opportunities across different market cycles, aiming to achieve asset preservation and appreciation.

An integrated financial service provider with diversified businesses

In recent years, the Company has fully implemented its diversified development strategy, successfully transforming from a “brokerage oriented” securities firm into a large “integrated financial services provider” with a broad range of business, its core businesses now encompass brokerage, corporate finance, asset management, loans and financing, as well as various financial products, which cover three dimensions including individual finance (wealth management), institutional finance (institutional investor services and corporate finance services) and investment management.

Risk management as the competitive edge

The Company firmly believes that risk management constitutes the primary competitive advantage for securities companies. By implementing an effective risk management system, the Company has ingrained its culture and principles of risk management into all business lines and daily operations, aiming to achieve optimal risk-adjusted investment returns for Shareholders and investors. The Company has received ratings of “Baa2/Prime-2” and “BBB+/A-2” from Moody’s and Standard & Poor’s respectively, both with a “stable” outlook for nine consecutive years.

Strong controlling shareholder

GTJA, the controlling shareholder of the Company, is a long-standing, consistent and comprehensive leading integrated financial services provider in the Chinese securities industry. Leveraging the strong brand advantage of the parent company, its extensive customer base, and robust capital support, the Company plays a pivotal role in the parent company’s international development strategy and paves the way for its global expansion.

The Company’s professional team possesses deep knowledge and understanding of the capital market and has established a solid reputation. Armed with an effective risk management system and a broad array of financial services and innovative products, the Company remains committed to its pledge of “integrity, responsibility, amicability, professionalism and innovation” and is dedicated to providing clients with quality services and creating values for its investors.

Financial Highlights

	2024	2023	Change
Results			
Revenue (HK\$'000)	4,421,609	3,217,372	37%
– Commission and fee income	871,755	689,574	26%
– Interest income	2,314,006	1,810,154	28%
– Net trading and investment income	1,235,848	717,644	72%
Profit attributable to ordinary equity holders (HK\$'000)	347,783	201,261	73%
Dividend (HK\$'000)	305,260*	191,078	60%
Payout ratio	88%	95%	(7p.p)
Return on equity	2.3%	1.4%	0.9p.p
Per Share			
Basic earnings per Share (HK cents)	3.6	2.1	71%
Diluted earnings per Share (HK cents)	3.6	2.1	71%
Dividend per Share (HK cents)	3.2	2.0	60%
Financial position			
Total assets (HK\$'000)	130,173,149	107,535,153	21%
Shareholders' equity (HK\$'000)	14,914,657	14,839,473	0.5%
Number of issued Shares	9,539,503,707	9,553,994,707	(0.2%)
Equity per Share (HK\$)	1.56	1.55	0.7%

* It was calculated based on 9,539,503,707 Shares in issue less 2,954,000 repurchased Shares but not yet cancelled as at 31 December 2024. If excluding 500,000 Shares repurchased in January 2025, the dividend amount will be HK\$305,250,000.

CHAIRMAN'S STATEMENT

Dear Shareholders,

In 2024, the global situation was complex and volatile, with major power struggles and geopolitical risks bringing many uncertainties to the economy. However, the financial market environment has notably improved with the support of a series of incremental policies, effectively boosting investors' confidence. The Hong Kong market delivered an outstanding performance, with notable growth in the Hang Seng benchmark indices, IPO fundraising scale, and bonds issued in Asian (ex-Japan) G3 currencies (US dollar, Euro, and Yen). The central government's frequent initiatives to cooperate with Hong Kong's capital market have consolidated Hong Kong's status as an international financial center, bringing us new missions and opportunities.

Rooted in Hong Kong for over three decades, the Company has been upholding to a professional, steady, and pragmatic approach, adhering to take financial services for the real economy as its fundamental direction, and create a comprehensive financial service platform to assist in the development of the financial market. In 2024, the Company achieved outstanding operating results, with a net profit after tax significantly increased by 73% YOY, revenues across all segments achieved balanced growth. At the same time, we have continuously strengthened market capitalization management to maintain the stability and growth of the Company's market value, thereby creating value for Shareholders, clients and society.

Steady Progress, Enhanced Quality, Outstanding Performance

We firmly believe that risk management is the core competitive advantage of financial institutions. The Company integrates compliance operation and risk management principles into every aspect of its operations, optimizing asset structure and enhancing performance resilience. This has enabled us to withstand market volatility and solidify the foundation for sustainable development. Standard & Poor's and Moody's have rated the long-term issuer rating of the Company as "BBB+" and "Baa2", respectively, for nine consecutive years, with a "stable" outlook, showcasing its leading position and creditworthiness in the international financial market.

In recent years, the Company has fully unleashed its core competitiveness, achieving substantial profit growth. The wealth management platform has diversified products, leading to a notable increase in client base, the scale of assets under custody, and income. Income from client-driven financial products business has grown over years, while institutional investor services have continuously optimized. The corporate finance business ranks among the top, supporting the development of innovative and productive enterprises. Moreover, we have strategically and prudently increased holding of fixed-income assets with high ratings and liquidity, solidifying our financial foundation while providing high quality assets for our client-driven businesses, setting the stage for future development.

Anchoring Directions, Inspiring New Momentum

The Company maintains strategic focus, steadily working towards the goal of building a financial service platform of international competitiveness and market leadership. Based in Hong Kong, and leverage our subsidiaries in Macao, Singapore, and Vietnam, we extend our business to the Southeast Asian markets, and precisely focus on the regions along the “Greater Bay Area” and the “Belt and Road” initiative, offering clients with global asset allocation services, establishing a strong competitive edge.

Over the past year, the Company has actively pursued innovation and obtained permission from the Hong Kong SFC to act as an introducing agent for virtual asset trading business. The Company deepens its collaboration with the parent company, with synergistic effects becoming prominent, further enhancing its cross-border financial service capabilities. In November, the Company became one of the first batch of eligible overseas securities firms for the “Cross-boundary Wealth Management Connect Scheme”, and in December, it provided one-stop services for investors in the Greater Bay Area, creating new cross-border wealth management channels. During the year, the Company won multiple awards from the Bond Connect as well as the “Best Cross-border Wealth Management Award” in the Greater Bay Area, showcasing its leading position in the cross-border financial service.

Action in Responsibility, Excellence in Commitment

The Company upholds the belief of “Finance for the Country, Finance for the People, Finance for Good”, and integrates ESG into our operations and management. The Company has achieved remarkable results in green operations, with total greenhouse gas emissions declining for four consecutive years, and realized carbon neutrality at operational level for two consecutive years by purchasing carbon credit assets, setting a model of low-carbon in the industry. We vigorously develop green finance, with the scale of green finance projects surged significantly, and we implemented the first multi-currency sustainability-linked loan in the securities industry in Hong Kong and the Mainland China, setting a benchmark in the sector. At the same time, the Company actively participates in public welfare, fulfilling its social responsibilities through caring activities, donating materials, and volunteer services, etc..

In 2024, several rating agencies, including MSCI, upgraded the Company's ESG rating, while Standard & Poor's raised the Company's ESG score, leading approximately 84% of the global peers. Our achievements in sustainable development are widely recognized.

Approaching Diligently, Striving for New Heights

In the year of 2025, the global economy remains uncertain. However, the Company will maintain our convictions and seize strategic development opportunities. With robust risk management as our shield, we will implement pragmatic business strategies, serve the real economy, address client needs, and drive the growth of all businesses, thereby rewarding our Shareholders and investors with outstanding business performance and scientific market value management, and contributing to social and economic development.

Dr. YIM Fung, ^{JP}
Chairman of the Board

Hong Kong, 26 March 2025

MANAGEMENT DISCUSSION AND ANALYSIS

I. Market Review

In 2024, the global economy showed signs of recovery, and the financial market environment has also improved to a certain extent. However, affected by uncertainties such as geopolitical situations and global trade frictions, the overall Hong Kong capital market exhibited a trend of recovery alongside volatility. As the US Federal Reserve gradually entered its interest rate cut cycle, the liquidity pressure on the Hong Kong market eased. Meanwhile, the continuous deepening of financial market connect between the Mainland China and Hong Kong injected new vitality into the integration and development of the two markets. The Hong Kong government and the Stock Exchange were proactive and vigorously promoting a series of innovations and reforms in the listing system, which enhanced the attractiveness and competitiveness of Hong Kong capital market.

In the stock market, the Hang Seng Index reversed its four-year consecutive decline from 2020 to 2023 and cumulatively rose by 17.67% for the year, closing at 20,059.95 points; the Hang Seng TECH Index also performed impressively and cumulatively rose by 18.70% for the year. Market activity significantly increased, with the average daily trading turnover of the Hong Kong stock market growing by more than 25% YOY. The fundraising amount from IPOs in the Hong Kong stock market also significantly rebounded, and the optimization of the listing mechanism of the Stock Exchange accelerated the pace of the mainland enterprises going public in Hong Kong, with a total of 71 companies listed during the year, raising a total of approximately HK\$87.5 billion, representing a significant increase of nearly 90% compared to 2023.

In the bond market, as global monetary policies changed, especially influenced by the anticipated adjustments in the US Federal Reserve's policies, the pressure on primary market issuance of offshore bonds in Asia eased. The total amount of bonds issued in Asian (ex-Japan) G3 currencies (US dollar, Euro, and Yen) increased by approximately 37% YOY. In the secondary bond market, investors' risk appetite improved, and the divergence between investment-grade and high-yield sectors narrowed. According to the data from the Bank of America Merrill Lynch Chinese-issued US dollar-denominated bond indices, in 2024, the high-yield bond issuance price index increased by 13.21% as compared to the beginning of the year, and the investment-grade bond issuance price index increased by 1.47% as compared to the beginning of the year.

II. Results Review

During the year, the Group, leveraging keen market insight and a stable, pragmatic operating style, enhanced its diversified business capabilities and actively promoted business innovation while strictly controlling risks, thereby realizing collaborative progress and high-quality development across various businesses. The profit attributable to ordinary equity holders has been significantly increased by 73% YOY. All business segments recorded remarkable revenue growth, maintaining a leading position in the industry. The Group will continue to maintain a high dividend payout ratio to reward investors for their long-term recognition and support.

The Group's annual results for 2024 (during the year or as at 31 December 2024) are summarized as follows:

- Revenue increased by 37% YOY to HK\$4,422 million (corresponding period in 2023: HK\$3,217 million) and profit attributable to ordinary equity holders increased by 73% YOY to HK\$348 million (corresponding period in 2023: HK\$201 million), with all sections (by nature of income and by business segment) achieving a revenue growth.

By nature of income:

Commission and fee income	up 26% to HK\$872 million	commission from brokerage business increased by 17% to HK\$512 million, commission from placing, underwriting and sub-underwriting increased by 80% to HK\$255 million
Interest income	up 28% to HK\$2,314 million	interest income from fixed income securities increased by 188% to HK\$553 million
Net trading and investment income	up 72% to HK\$1,236 million	net income from financial products increased by 20% to HK\$912 million, trading and investment business showed outstanding performance with net income of HK\$324 million

By business segment:

Wealth management	up 3% to HK\$1,919 million	assets under custody and commission income both increased significantly
Institutional investor services	up 90% to HK\$1,921 million	interest income and net income from financial products increased
Corporate finance services	up 61% to HK\$319 million	commission from placing, underwriting and sub-underwriting increased
Investment management	up 72% to HK\$264 million	increased the holdings in fixed income securities with low risk, high ratings and liquidity, resulting in a net investment income of HK\$221 million, an increase of 60% YOY

Management Discussion and Analysis

- Total assets increased by 21% to HK\$130.17 billion as compared to that as at the end of 2023, mainly due to the Group seized market opportunities by continuously increasing the holdings in fixed income securities with low risk, high ratings and liquidity, resulting in an increase of 96% in balance of financial assets at fair value through profit or loss – financial assets held for trading and investments, and financial assets at fair value through other comprehensive income as compared to that as at the end of 2023.
- Recommended a final dividend for the year ended 31 December 2024 of HK\$0.020 per Share, together with an interim dividend of HK\$0.012 per Share paid on 30 September 2024, the total dividends for the year amounting to HK\$0.032 per Share (dividend payout ratio reaching 88%).

III. Operation Development

(I) Diversities drive wealth management excellence

Facing the ever-changing market environment, the Group has been dedicated to helping clients preserve and enhance their wealth through a rich and diverse range of products and services. In 2024, the Group vigorously expanded its high-quality client base and established a balanced and solid diversified product matrix. The wealth management platform maintained the synergistic development of various products such as stocks, bonds, funds and derivatives, propelling the wealth management platform to new heights. During the year, the commission and fee income from the wealth management business reached HK\$439 million, an increase of 13% YOY. At the same time, the Group precisely seized market opportunities and continuously increased the holdings in fixed income assets with low risk, high ratings and liquidity to solidify the foundation of wealth management products and enhance market competitiveness.

The Group actively explored new business territories. The Group obtained permission from the SFC in Hong Kong during the year to act as an introducing agent for virtual asset trading business, providing clients with virtual asset trading services. In November 2024, the Group became one of the first batch of eligible overseas securities firms for the “Cross-boundary Wealth Management Connect Scheme”, and in December, it took the lead in providing one-stop cross-boundary wealth management connect scheme services to investors located in the Greater Bay Area with diversified products and services such as stocks, bonds, and financial products. In terms of asset management, following the strong demand of investors for its Hong Kong dollar and US dollar money market funds, the Group launched the Guotai Junan Investment Grade Bond Fund in 2024, precisely catering to the needs of investors with different risk preferences and investment objectives. As at the end of 2024, the Group’s assets under management surged by 178% YOY to HK\$11.77 billion, demonstrating a good momentum of prosperous development.

(II) With client-oriented approach, cross-border financial services win acclaim

The Group has consistently adhered to a client-demand-driven business development approach, and is committed to providing comprehensive and personalized financial products to clients. During the year, net income from financial products increased by 20% YOY to HK\$912 million. At the same time, the Group fully seized the strategic opportunities of the deepening interconnectivity between the Mainland China and Hong Kong, closely collaborated with its parent company, GTJA, and integrated resources, channels and professional advantages of both parties in domestic and overseas markets, providing institutional clients with a one-stop, seamless cross-border financial service experience. In August 2024, the Group was awarded three honors by Bond Connect, namely “Primary Market Pioneer (Underwriter)”, “Northbound Outstanding Investment Bank”, and “Northbound Outstanding Individual”. In December, the Group won the “Best Cross-border Wealth Management Award” at the 5th Leading “9+2” Greater Bay Area Awards for its outstanding contributions in the financial services field of the Greater Bay Area.

(III) Quantity and quality rise together, corporate finance business shows its edge

In 2024, the Group participated in the issuance and underwriting of 232 bonds, representing a YOY increase of 59%, with a total issuance amount of approximately HK\$389.1 billion, representing a YOY increase of 85%. According to data from the bond platform of Dealing Matrix International (DMI) of CSCI Technology Co., Limited, the Group ranked second among Chinese securities firms in terms of both the number of offshore bond primary underwritings and the underwriting scale (as a lead underwriter). The Group assisted in bond issuance for issuers including local governments, large state-owned enterprises, and financial enterprises. In April 2024, the Group, as the only Chinese global coordinator, assisted Far East Horizon Limited in issuing US\$500 million bonds, one of the largest scale issuances in the Chinese offshore bond market since 2023 in the leasing industry. In July, the Group, as the sole global coordinator, assisted Jinan City Construction Group Co., Ltd. in issuing the first 5-year dim sum bond of local state-owned enterprise in the state. In September, the Group assisted AVIC International Leasing Co., Ltd. in issuing US\$300 million bonds, achieving the lowest pricing spread for US dollar-denominated issuances by that company.

In the equity business, the Group strengthened collaboration with its parent company, focusing on sectors such as new energy and robotics. Throughout the year, it completed three IPO sponsorship projects, including the first stock of collaborative robots, Shenzhen Dobot Corp Ltd (2432.HK), and the first A+H stock of new energy battery cathode materials, Jiangsu Lopal Tech. Co., Ltd. (2465.HK), with a total fundraising amount of approximately HK\$1.7 billion. In the secondary market, the Group acted as the placing agent and lead underwriter for 10 refinancing projects in the Hong Kong stock market, with a scale of HK\$6.575 billion, ranking first in the market in terms of the number of project. These included assisting SenseTime Group Inc. (0020.HK) in completing the largest placement project in the field of artificial intelligence in the Hong Kong stock market, with a fundraising scale of HK\$4.8 billion, and assisting the first stock of humanoid robots, UBTECH Robotics Corp Ltd (9880.HK), in three consecutive refinancing projects within a year after its listing.

(IV) ESG leads the way, setting the model in green finance

The Group has always adhered to the sublime belief of “Finance for the Country, Finance for the People, Finance for the Good”, deeply integrating ESG concepts into every aspect of corporate operations and management, striving to create a responsible comprehensive financial service platform. In 2024, the Group completed 78 ESG bond issuance projects, representing a YOY increase of 123%, with an issuance scale of nearly HK\$163.6 billion, representing a YOY increase of 125%, leading the green finance services. In terms of low-carbon operations, the Group has been committing to energy conservation and emission reduction, achieving a continuous decrease in total greenhouse gas emissions for four consecutive years, and achieving carbon neutrality at operational-level for the second consecutive year by purchasing carbon credit assets of the verified carbon standard forestry projects, demonstrating the Group’s professional capability in carbon management and firm commitment in addressing climate change issues. Additionally, the Group actively explored green financial innovation, and has completed the Hong Kong and the Mainland China’s first multi-currency sustainability-linked loan in the securities industry, and the first green deposit of the Group, injecting new momentum into the sustainable development for itself and the industry. The Company’s achievements in sustainable development have been highly acclaimed by an international rating agency, MSCI, upgrading the Company’s ESG rating to A grade, and domestic well-known institutions such as Wind and SynTao Green Finance, also upgrading the Company’s rating to A grade, while Standard & Poor’s raised the Company’s ESG score, leading approximately 84% of global peers.

IV. Analysis of Operating Results

(I) Revenue analysis

1. By nature

Commission and fee income increased by 26% YOY to HK\$872 million (2023: HK\$690 million), mainly due to the recovery in the equity capital market and debt capital market in 2024 as compared to last year. The Group’s commission income from placing, underwriting and sub-underwriting increased significantly by 80% to HK\$255 million, driven by the growth of the debt capital market and the scale of funds raised from IPOs in the Hong Kong stock market rising to the fourth largest in the world. Moreover, the commission from brokerage business of the Group increased by 17% to HK\$512 million as the Hong Kong stock market rebounded and the turnover increased.

Interest income increased by 28% YOY to HK\$2,314 million (2023: HK\$1,810 million), mainly due to the Group seized market opportunities and gradually increased its asset allocation to fixed income securities with low risk, high ratings and liquidity, resulting in a sharp increase in interest income from fixed income securities of 188% to HK\$553 million.

Net trading and investment income increased significantly by 72% to HK\$1,236 million (2023: HK\$718 million). The Group’s trading and investment business mainly supports the development of businesses such as wealth management, institutional investor services, corporate finance and asset management. During the year, the Group vigorously developed its financial products business and actively increased its holdings in fixed income securities with low risk, high ratings and liquidity to enhance asset quality, among which, the net income from financial products increased by 20% YOY to HK\$912 million, and the trading of fixed income securities, unconsolidated investment funds, derivatives and equity investments showed a turn from losses to profits, with net income of HK\$324 million (2023: loss of HK\$43 million).

2. *By segment*

Income from wealth management segment increased by 3% YOY to HK\$1,919 million (2023: HK\$1,856 million), benefiting from the rebound in Hong Kong stock trading volume and the Group's vigorous development of the US stock trading market, which led to an increase in commission and fee income. On the other hand, interest income decreased YOY due to a decrease in client trust bank balances and the initiation of an interest rate cut cycle by the US Federal Reserve.

Income from institutional investor services segment increased significantly by 90% YOY to HK\$1,921 million (2023: HK\$1,010 million). The Group vigorously developed its financial products business, resulting in an increase in net income from financial products. At the same time, the Group optimized its asset allocation by increasing its holdings in fixed income securities with low risk, high ratings and liquidity, which resulted in an increase in related interest income, bringing stable cash flow to the Group and an overall increase in income from institutional investor services segment.

Income from corporate finance services segment increased significantly by 61% YOY to HK\$319 million (2023: HK\$198 million). Benefiting from factors such as market recovery and rising financing willingness of corporate clients, underwriting commission income from both debt and equity capital market increased, resulting in an overall YOY increase in income from corporate finance services segment.

Income from investment management segment increased significantly by 72% YOY to HK\$264 million (2023: HK\$153 million), mainly due to the Group actively seized market opportunities to increase its holdings in fixed income securities with low risk, high ratings and liquidity, earning stable interest income and cash flow, which drove an increase in the revenue of the investment management segment.

(II) **Cost analysis**

During the year, total costs of the Group increased by 34% YOY to HK\$4,060 million, mainly due to the increase in financing costs. During the year, the Group increased the allocation of fixed income assets with low risk, high ratings and liquidity, and the financing needs and the scale of interest bearing liabilities (including obligations under repurchase agreements) also increased correspondingly, which led to an overall rise in financing costs.

V. **Financial Position Analysis**

(I) **Balance sheet summary**

1. *General*

As at 31 December 2024, total assets of the Group were HK\$130.17 billion, representing an increase of 21% as compared to that as at the end of 2023, while total liabilities of the Group were HK\$115.15 billion, representing an increase of 24% as compared to that as at the end of 2023. The total equity amounted to HK\$15.02 billion, representing an increase of 0.4% as compared to that as at the end of 2023.

Management Discussion and Analysis

The Group has been devoting every effort to optimizing the structure of the balance sheet and improving the quality of the assets. As at 31 December 2024, the Group's current assets accounted for a reasonable proportion with sufficient liquidity reserve. In addition, the Group's financial position structure remained healthy, with assets and liabilities well-matched. Assets of client-driven financial products are supported by note issues, driving net income from financial products. Financial assets held for trading and investments are financed by obligations under repurchase agreements, earning stable interest spreads. During the year, the Group increased its holdings in fixed income securities with low risk, high ratings and liquidity, thereby optimizing asset quality and enhancing Shareholder returns.

2. Assets

As at 31 December 2024, the Group's total assets increased by 21% as compared to that as at the end of 2023 to HK\$130.17 billion (as at the end of 2023: HK\$107.53 billion), mainly due to the Group seized market opportunities and optimized asset allocation by increasing its investment holdings, resulting in the increase in the balance of financial assets at fair value through profit or loss – financial assets held for trading and investments and financial assets at fair value through other comprehensive income.

3. Liabilities

As at 31 December 2024, the Group's total liabilities increased by 24% as compared to that as at the end of 2023 to HK\$115.15 billion (as at the end of 2023: HK\$92.57 billion), mainly due to the increase in debt securities in issue – at amortized cost and obligations under repurchase agreements in order to support the financing needs of the Group's investment positions.

4. Financial ratios

As at 31 December 2024, the Group's nominal leverage ratio (defined as total assets less accounts payable to clients divided by total equity) was 7.77 times (as at the end of 2023: 6.39 times). If excluding the financial assets from the financial products held on behalf of the clients, the leverage ratio was 5.09 times (as at the end of 2023: 3.14 times). The gearing ratio (defined as the sum of bank borrowings and debt securities in issue at amortised cost divided by total equity) was 1.10 times (as at the end of 2023: 1.06 times). The Group's current ratio was 1.15 times (as at the end of 2023: 1.15 times).

(II) Charges on the Group's assets

No asset has been pledged by the Group to secure banking facilities. The Group has assets where charges have been granted to secure liabilities on legal and contractual basis in the normal course of derivative transactions. Details of pledges of assets are set out in note 20 to the financial statements of this report.

(III) Capital commitments, other commitments and contingent liabilities

Details of capital commitments and other commitments of the Group are set out in note 33 to the financial statements of this report. The Group did not have any contingent liabilities as at 31 December 2024.

(IV) Liquidity and financial resources

As at 31 December 2024, the current assets of the Group were HK\$123.55 billion, increased by 38% as compared to that as at the end of 2023. The balance of cash and cash equivalents of the Group was HK\$7,204 million (as at the end of 2023: HK\$7,408 million). Net cash outflow of the Group was HK\$204 million (2023: outflow of HK\$349 million).

The Company maintained a MTN Programme of up to HK\$35.0 billion for financing purposes, under which listed and unlisted notes denominated in any currency may be issued from time to time. On 17 July 2024, the Company successfully renewed the MTN Programme of up to HK\$35.0 billion and its listing with a period of 12 months. In addition, the Company, through its subsidiary, also maintained a GSN Programme of up to US\$15.0 billion, under which unlisted notes denominated in any currency may be issued from time to time.

As at 31 December 2024, the medium term notes and structured notes issued and outstanding amounted to HK\$11,200 million (as at the end of 2023: HK\$7,900 million) and US\$5,200 million (as at the end of 2023: US\$6,000 million), respectively.

Save as disclosed above, there were no other debt instruments issued by the Group during the year.

Taking into account the position of liquidity and financial resources of the Group, the Group believes that its operating cash flows are adequate and sufficient to finance the recurring working capital requirements and meet any investment opportunities that may arise in the future.

(V) Material acquisitions and disposals

For the year ended 31 December 2024, the Group had no material acquisition and disposal of subsidiaries, associated companies and joint ventures.

(VI) Significant investment held

The Group did not hold any significant investment with a value greater than 5% of its total assets as at 31 December 2024.

(VII) Capital structure and regulatory capital

For the year ended 31 December 2024, the Company bought back a total of 17,445,000 Shares on the Stock Exchange. Please refer to the paragraph headed “Purchase, Sale or Redemption of the Company’s Listed Securities” under the section of the “Report of the Directors” of this report for details. As at 31 December 2024, there were 9,539,503,707 Shares in issue.

The Group monitors its capital structure regularly to ensure the compliance of the capital requirements set by the SFC of Hong Kong, the Monetary Authority of Singapore, the State Securities Commission under the Ministry of Finance of Vietnam and the Monetary Authority of Macao for the licensed subsidiaries of the Company in respective jurisdictions and to support the development needs of new businesses. All licensed subsidiaries within the Group have complied with respective applicable capital requirements during the year.

(VIII) Foreign exchange risk

Foreign exchange risk refers to the risk that movements in foreign currency exchange rates will affect the Group's financial results and its cash flows.

The Group's foreign exchange risk principally arises from its leveraged foreign exchange dealing and broking business as well as the Group's transactions which are denominated in currencies other than Hong Kong dollars. For the leveraged foreign exchange brokerage business, the Group hedges the fluctuation arising from the majority of the client positions through back-to-back transactions with external counterparties. The Group adopts a stringent control over its positions to minimize its exposure to foreign exchange risk.

The Group's principal operations are transacted and recorded in Hong Kong dollar, US dollar and Renminbi. The Group is not exposed to material foreign exchange risk as HK dollar is pegged with US dollar. When the exchange rate of Renminbi or other currencies fluctuates, the Group will take appropriate hedging measures if necessary. The impact of other foreign currency exposure is relatively minimal to its total assets and liabilities.

VI. Human Capital Diversity and Remuneration Policies

Competitive remuneration packages are offered to employees with reference to prevailing market levels and individual merits. As at 31 December 2024, the Group had a total of 623 employees in Hong Kong, Singapore and Macao. Salaries are reviewed on an annual basis, and discretionary bonuses are paid with reference to the Group's performance and individual contributions. Other benefits offered by the Group include MPF Scheme, medical and dental insurance, etc.

Currently, the Company's female employees accounted for 45% of total workforce (including senior management), which is nearly half of all employees. Therefore, there is no specific target for the proportion of male and female employees at this time, but the Company will endeavour to maintain the proportion of female employees at the current level with the ultimate goal of achieving gender equality. In the future, the Company will continue to strive to create an inclusive environment for all employees, encourage and advocate equal opportunity and gender diversity, and expand the inclusivity of the Company. When recruiting new employees, the Human Resources Department will also remind the business units to consider diversity factors (including but not limited to gender) in addition to the competency and work experience of the candidates. The Company aims to achieve the diversity more effectively under the goal of building an inclusive corporate culture and applying the principle of meritocracy.

VII. Prospects

Looking ahead to 2025, the global economic recovery process continues to face challenges. Factors such as China-US trade relations and geopolitical situations may bring uncertainties to global economic growth, which will inevitably affect Hong Kong capital market. On the other hand, according to the deployment of the Central Economic Work Conference, China will adopt a series of robust policy measures to stabilize economic growth in 2025, which is expected to support and promote economic development in multiple dimensions. The Mainland China and Hong Kong are also actively introducing policies and measures to promote the development of the capital market, such as the optimization of the listing approval process by the SFC and the Stock Exchange in Hong Kong, the implementation of severe weather trading arrangements by the Stock Exchange, and the support of the leading mainland enterprises to list in Hong Kong from the China Securities Regulatory Commission. These initiatives have injected vitality into Hong Kong capital market. At the same time, the continuous deepening of the interconnectivity between the capital markets of the Mainland China and Hong Kong, from the ongoing expansion of Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect to the continuous improvement of Bond Connect, will undoubtedly help enhance the overall competitiveness, and further promote the prosperous development of the capital markets.

In the complex and ever-changing financial market, the Group will precisely seize the market opportunities and adhere to a stable and pragmatic business development strategy. On one hand, the Group will continue to deepen the expansion of diversified businesses, and leverage synergies with its parent company to comprehensively enhance core competitiveness, on the other hand, it will proactively optimize its revenue structure to lay a solid foundation for achieving high-quality sustainability. The Group will adhere to take financial services for the real economy as its fundamental direction, with meeting clients' needs as the strategy for business development, spare no effort to build a leading wealth management platform in the industry, comprehensively enhance cross-border financial service capabilities, assist high-net-worth clients in achieving global asset allocation and wealth preservation and appreciation goals, provide one-stop investment solutions for institutional clients, and serve the overseas financing needs of high-quality enterprises. At the same time, the Group will fully tap the great potential of regional collaboration by harnessing the unique strengths of its subsidiaries in Singapore, Vietnam, and Macao to continuously enhance professional competence in international business development and strengthen its influence in the global financial market, thereby providing more comprehensive and high-quality integrated financial services to clients.

On the basis of enhancing operating efficiency and profitability, the Group will continuously strengthen market value management, maintain the stability and growth of the Company's market value through reasonable capital operations, transparent and efficient information disclosure, and proactive interaction with investors, thereby creating greater value for investors.

CORPORATE GOVERNANCE REPORT

The Directors firmly believe that good corporate governance is crucial for maintaining effective corporate operations, establishing a comprehensive corporate culture, realizing sound business development and protecting long-term Shareholders' value. Therefore, the Company has been practicing high standards of corporate governance. The Company adopted all principles and code provisions of the CG Code of the Listing Rules as its own code of corporate governance. The Company has complied with all principles and code provisions of the CG Code throughout the year 2024.

The Board will keep the corporate governance practices of the Group under continual review to ensure consistent application, and will make updates and improvements in line with the developments of the CG Code.

Corporate Culture

The Company continues to cultivate the cultural philosophy of "Compliance, Integrity, Professionalism, and Stability" by accelerating its development and business strategies, compliance and risk control measures, talent acquisitions and professional integrity, etc. practically. It plays a pivotal role by instilling its culture across the development of the Company, meanwhile enhancing its media platform and strengthening the corporate culture education.

Taking into account the corporate culture in a range of contexts, the Board considers that the culture and the purpose, value and strategy of the Group are aligned. More information about the Company's corporate culture is available on the website of the Company.

Board of Directors

Board Composition

The Board currently comprises eight Directors, of whom two are Executive Directors, three are Non-executive Directors and three are Independent Non-executive Directors. There is a strong independent element on the Board to ensure the independence and objectivity of the Board's decision-making process as well as the thoroughness and impartiality of the Board's oversight of the management. The Board diversity matrix as at 31 December 2024 is set out below. For detailed information about the change of the Board composition during the year, please refer to the section headed "Corporate Information" of this report. Brief biographical particulars of the Directors are set out from pages 88 to 91 of this report.

As at 31 December 2024

Designation	Executive Director 2 Directors	Non-executive Director 3 Directors	Independent Non-executive Director 3 Directors
Age Group	41 – 50 3 Directors	51 – 60 2 Directors	61 – 70 3 Directors
Gender	Male 6 Directors		Female 2 Directors
Education Background*	Doctorate degree 3 Directors	Master's degree 3 Directors	Bachelor's degree 2 Directors
Ethnicity	Chinese 8 Directors		
Year of service	Below 5 4 Directors	5 – 10 2 Directors	Above 10 2 Directors
Other Public Company Directorship(s) (Number of Companies)	0 Co. 4 Directors	1 Co. 1 Director	2 Co. 1 Director
			4 Co. 2 Directors

* Including Economics, Engineering, Business and Administration, Finance, Law, Commerce, Accounting and Management

Responsibilities and Delegation

Under the leadership of the Chairman, the Board is accountable to Shareholders and the Company as a whole, and primarily responsible for formulating overall strategic plans and key policies of the Group, supervising business and financial performance, and ensuring effective corporate governance practices with appropriate risks (including ESG risks) management system and control measures in place so as to enhance Shareholders' value. The Board has delegated certain of the functions to its committees, while the duties of managing daily operations of the Group are vested in Executive Directors and senior management. Matters such as approval of financial statements, declaration of dividends, capital restructure and issuance of securities, mergers and acquisitions, major investments, connected transactions, appointment and removal of auditors, remuneration policies, etc. are specifically reserved to the Board.

The Company has arranged directors' and officers' liability insurance for its directors and officers in respect of possible legal proceedings and other claims against them arising from their office and execution of their powers, duties and responsibilities. The directors and officers shall not be indemnified where there is any negligence, fraud, breach of duty or breach of trust proven against them.

Corporate Governance Report

Board Independence

The Company recognizes that Board independence is key to good corporate governance and it has in place effective mechanisms that underpin a strong independent Board and that independent views and input from Directors are conveyed to the Board.

The current composition of the Board (comprising more than one-third Independent Non-executive Directors) and the Audit Committee (comprising all Independent Non-executive Directors) exceed the minimum independence requirements under the Listing Rules, while all other Board committees (including the Remuneration Committee, the Nomination Committee, the Risk Committee and the ESG Committee) are chaired by Independent Non-executive Directors. The Company has a rigorous nomination process for directors (including independent non-executive directors), details are set out in the paragraph headed “Nomination Policy” of this section.

Moreover, the Independent Non-executive Directors have historically and consistently demonstrated strong commitment, and the ability to devote sufficient time to discharge their responsibilities at the Board. Their commitment is also subject to self-confirmation each year. No Independent Non-executive Director held seven or more listed company directorships during the year.

All Directors (including Independent Non-executive Directors) are entitled to seek independent professional advice on performing their duties at all times whenever deemed necessary at the Company’s expense. In addition, the Chairman had also met with the Independent Non-executive Directors in the absence of other Directors and senior management of the Company during the year. Such meeting(s) provide an effective forum for the Chairman to listen to the views of the Independent Non-executive Directors about the Company they may wish to raise.

Each Independent Non-executive Director has confirmed to the Company his independence this year. The Board has affirmed that all Independent Non-executive Directors continued to be independent based on the assessment made in accordance with the criterion set out in Rule 3.13 of the Listing Rules.

Dr. FU Tingmei, the Independent Non-executive Director, has served the Board for more than nine years. The Board considers that he has continued to exercise independent judgment on the matters of the Company and there is no evidence that the length of tenure is having an adverse impact on his independence. The Board therefore considers that Dr. FU Tingmei remains independent, notwithstanding the length of his tenure. The Company continues to refresh the composition of the Board, other than Dr. FU Tungmei, no Independent Non-executive Directors had served the Board for more than nine years during the year.

None of the Directors has any financial, business, family or other material/relevant relationship with each other.

Appointment and Re-election of Directors

Any appointment of director shall be approved by Shareholders in accordance with the Articles of Association. All Non-executive Directors (including Independent Non-executive Directors) have entered into letters of appointment/renewal letters of appointment (as the case may be) with the Company that specific term is no longer required under the CG Code. Nevertheless, all Directors are subject to retirement by rotation for re-election at the AGM at least once every three years in accordance with the Articles of Association. Moreover, one-third of the Directors (if the number is not three or a multiple of three, then the number nearest to one-third) shall retire from office at each AGM and be eligible for re-election by Shareholders. The retiring Directors should be those who have been the longest in the office since their last re-election.

Chairman and CEO

The role of the Chairman is performed by Dr. YIM Fung, the role of the CEO is performed by Ms. QI Haiying. They are separate with a clear division of responsibilities. The Chairman is responsible for the leadership and effective running of the Board and for ensuring that decisions of the Board are taken on a sound and informed basis and in the best interest of the Company, whereas the CEO is responsible for overseeing overall day-to-day business and operations of the Company.

Board Process

The Board meets at least four times a year and at about quarterly intervals. Notice of at least 14 days is given for a regular Board meeting so as to give all Directors an opportunity to attend. Agenda accompanying board papers are circulated to all Directors normally a week before the meeting and in any event not less than three days before the meeting. Except for the circumstances permitted by the Articles of Association and the Listing Rules, a Director should abstain from voting on resolutions approving any contract, transaction, arrangement or any other kind of proposal put forward to the Board in which he/she or any of his/her close associates is materially interested. Draft and final version of minutes of each Board meeting are circulated to Directors for their comment and record respectively.

All Directors have separate and independent access to management, and are provided with full and timely information about the Group for them to perform their duties and responsibilities. Besides, they are provided with monthly management updates and accounts which contain periodic financial information with summaries of key events, outlook and business-related matters of the Group.

Corporate Governance Report

Attendance Record at Board Meetings, Board Committee Meetings and General Meetings

The number of meetings of the Board, the Board committees and the general meetings held in 2024 and the attendance record of each Director at the meetings are set out below:

	Board Meeting	Audit Committee Meeting	Nomination Committee Meeting	Remuneration Committee Meeting	Risk Committee Meeting	ESG Committee Meeting	AGM	EGM
No. of meetings held	9	3	3	1	2	2	1	2
Executive Directors								
Dr. YIM Fung	9/9	–	3/3	–	2/2	–	1/1	2/2
Ms. QI Haiying	9/9	–	–	–	–	–	1/1	2/2
Non-executive Directors								
Mr. YU Jian ⁽¹⁾	1/1	–	0/1	–	–	–	0/1	0/0
Dr. HU Xupeng ⁽²⁾	1/1	–	–	–	0/0	–	0/1	0/0
Ms. YU Xuping	9/9	–	–	1/1	–	–	1/1	2/2
Dr. XIE Lebin ⁽³⁾	4/4	–	1/1	–	–	–	0/0	0/0
Mr. DONG Boyang ⁽⁴⁾	6/6	–	–	–	1/1	–	0/0	1/1
Mr. HAN Zhida ⁽⁵⁾	2/2	–	0/0	–	–	–	0/0	0/0
Independent Non-executive Directors								
Dr. FU Tingmei	9/9	3/3	3/3	1/1	2/2	2/2	1/1	2/2
Professor CHAN Ka Keung Ceajer	9/9	3/3	3/3	1/1	2/2	–	1/1	2/2
Mr. LIU Chung Mun	9/9	3/3	3/3	–	–	–	1/1	2/2
Other ESG Committee Members								
Mr. WANG Junhong	–	–	–	–	–	1/2	–	–
Ms. FENG Zheng Yao Helen	–	–	–	–	–	2/2	–	–
Ms. ZHAO Tong	–	–	–	–	–	0/2	–	–
Mr. WONG George Ka Kui	–	–	–	–	–	2/2	–	–
Ms. DAI Yu Hong Daisy	–	–	–	–	–	2/2	–	–
Ms. XUE Yan	–	–	–	–	–	0/2	–	–

Notes:

- (1) Ceased to be a Director and a member of the Nomination Committee on 24 May 2024.
- (2) Ceased to be a Director and a member of the Risk Committee on 22 May 2024.
- (3) Appointed as a Director and a member of the Nomination Committee on 5 July 2024 and ceased to be a Director and a member of the Nomination Committee on 19 November 2024.
- (4) Appointed as a Director and a member of the Risk Committee on 5 July 2024.
- (5) Appointed as a Director and a member of the Nomination Committee on 19 November 2024.

Directors' Training and Professional Development

Each newly appointed Director shall be provided with a comprehensive and tailored induction training which covers, among others, information about the Group's operations and business, the roles and responsibilities of the Board and its key committees, the Company's governance structure and practices, and relevant rules and regulations. Mr. DONG Boyang and Dr. XIE Lebin have obtained legal advice referred to in Rule 3.09D of the Listing Rules on 2 July 2024 and Mr. HAN Zhida has obtained the same legal advice on 6 November 2024. All of them confirmed that they understood their obligations as Non-executive Directors.

On an ongoing basis, all Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company also updates the Directors from time to time on the development of the Listing Rules and other applicable laws, rules and regulations, news on corporate governance issues and development trend of corporate governance, in order to enhance their awareness of good corporate governance practices. During the year, the Company has arranged in-house training sessions for the Directors on topics including data risk governance, new ESG Reporting Code (including climate-related matters) set out in Appendix C2 of the Listing Rules, and anti-corruption.

A summary of the training record received from each Director for the year ended 31 December 2024 is set out below:

Name of Directors	Type of training	
	Reading materials ⁽⁶⁾	Attending seminars/ workshops/forums/ conferences ⁽⁷⁾
Executive Directors		
Dr. YIM Fung	✓	✓
Ms. QI Haiying	✓	✓
Non-executive Directors		
Mr. YU Jian ⁽¹⁾	✓	✓
Dr. HU Xupeng ⁽²⁾	✓	✓
Ms. YU Xuping	✓	✓
Dr. XIE Lebin ⁽³⁾	✓	✓
Mr. DONG Boyang ⁽⁴⁾	✓	✓
Mr. HAN Zhida ⁽⁵⁾	✓	✓
Independent Non-executive Directors		
Dr. FU Tingmei	✓	✓
Professor CHAN Ka Keung Ceajer	✓	✓
Mr. LIU Chung Mun	✓	✓

Notes:

- (1) Ceased to be a Director and a member of the Nomination Committee on 24 May 2024.
- (2) Ceased to be a Director and a member of the Risk Committee on 22 May 2024.
- (3) Appointed as a Director and a member of the Nomination Committee on 5 July 2024 and ceased to be a Director and a member of the Nomination Committee on 19 November 2024.
- (4) Appointed as a Director and a member of the Risk Committee on 5 July 2024.
- (5) Appointed as a Director and a member of the Nomination Committee on 19 November 2024.
- (6) Reading materials relevant to the industry, regulatory updates and monthly management reports, etc.
- (7) Attending seminars/workshops/forums/conferences relevant to the industry, business and directors' duties.

Corporate Governance Report

Corporate Governance Functions

The Board, directly and indirectly through its committees, is responsible for, and has reviewed and performed during the year, the corporate governance duties, including:

- (a) to develop and review the Company's policies and practice on corporate governance;
- (b) to review and monitor internal control and risk management framework and system;
- (c) to review and monitor the training and continuous professional development of directors and senior management;
- (d) to review and monitor the Company's policies and practice on compliance with legal and regulatory requirements;
- (e) to develop, review and monitor the code of conduct and the Compliance Manual which applicable to employees and directors; and
- (f) to review the Company's compliance with the CG Code and disclosure in this report.

Board Committees

Under the Board, there are Board committees, namely Audit Committee, Remuneration Committee, Nomination Committee and Risk Committee as well as a functional committee, namely ESG Committee. All these committees perform their distinct roles in accordance with their respective terms of reference.

Nomination Committee

The Nomination Committee currently comprises five Directors, including one Executive Director, being Dr. YIM Fung and three Independent Non-executive Directors, being Professor CHAN Ka Keung Ceajer (chairman), Dr. FU Tingmei and Mr. LIU Chung Mun, and one Non-executive Director, being Mr. HAN Zhida. For the change of its composition during the year, please refer to the section headed "Corporate Information" of this report.

Under its terms of reference, the duties of the Nomination Committee include, but not limited to, setting out the nomination procedures and the process and criteria to select and recommend candidates for directorship, reviewing the structure and size and composition of the Board, assessing the independence of independent non-executive directors, making recommendations to the Board on the selection of individuals nominated for directorships, and reviewing the implementation and effectiveness of the mechanism of ensuring independent views and input are available to the Board. The full terms of reference of the Nomination Committee are available on the websites of both the Company and the Stock Exchange.

The meeting attendance of each member of the Nomination Committee is set out in the paragraph headed "Attendance Record at Board Meetings, Board Committee Meetings and General Meetings" of this section.

During the year, the Nomination Committee reviewed the structure, size and composition of the Board and opined that the Board has the skills, experience and diversity perspective appropriate to the requirements of the Company's business, reviewed and recommended to the Board in relation to the re-election of the retiring Directors and proposed appointment of three Non-executive Directors as well as assessed the independence of the Independent Non-executive Directors. The Nomination Committee also reviewed the implementation and effectiveness of the mechanism of ensuring independent views and input are available to the Board, details are set out in the paragraph headed "Board Independence" in this section.

Nomination Policy

The Board has adopted the Nomination Policy, with a view to give an adequate consideration on a balanced composition of the Board, the policy sets out the ways to identify potential candidates, selection criteria, selection process and appointment or re-appointment procedures with regard to the nomination and appointment of directors. The selection criteria in assessing the suitability of potential candidates includes, but not limited to, their professionalism and personal ethics, board experience, expertise, time commitment and measurable objectives set out in the Board Diversity Policy. The Nomination Committee may use any process it considers appropriate for evaluating and shortlisting candidates, which may include, personal interviews, background checks, written submission by the candidates and third-party references.

The selection process for each of their appointments shall be evaluated using a substantially similar process and shall be fair and transparent. The Nomination Committee is responsible for reviewing this policy to ensure the effectiveness of this policy.

Board Diversity

The Board has adopted the Board Diversity Policy, which is available on the Company's website. The Company recognizes the benefits of having a diverse Board to enhance the standards of corporate governance and to realize a sustainable and balanced development. The Company seeks to achieve Board diversity with a number of aspects includes, but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments shall be based on meritocracy, and candidates shall be considered against objective criteria, having due regard for the benefits of diversity of the Board. The Nomination Committee is responsible for reviewing this policy to ensure the effectiveness of this policy. During the year, the Nomination Committee has reviewed the Board diversity based on these aspects and considered that it has a balanced diversity. The Board diversity matrix as at 31 December 2024 is set out in the paragraph headed "Board Composition" of this section.

As at 31 December 2024, there were 2 female Directors among the Board (representing 25% of the Board), the proportion was higher than the average of companies listed on the Stock Exchange in financial sector (according to the data from the website of the Stock Exchange). In considering the Board's succession, the Nomination Committee will deploy multiple channels for identifying suitable director candidates, including referral from Directors, Shareholders, management, advisors of the Company and external executive search firms, etc. The Board targets to maintain at least the current proportion level of female Directors, and will continue to take opportunities to increase the proportion of female board members over time when suitable candidates are identified with an ultimate goal of achieving gender parity.

For details of human capital diversity, please refer to the paragraph headed "Human Capital Diversity and Remuneration Policies" under the section of "Management Discussion and Analysis" of this report.

Corporate Governance Report

Remuneration Committee

The Remuneration Committee currently comprises three Directors, including two Independent Non-executive Directors, being Dr. FU Tingmei (chairman) and Professor CHAN Ka Keung Ceajer and one Non-executive Director, being Ms. YU Xuping.

The Company adopted the model whereby the Remuneration Committee is responsible for determining, with delegated responsibility, the remuneration package of individual executive director and senior management according to its terms of reference. Under its terms of reference, the duties of the Remuneration Committee also include, but not limited to, making recommendation to the Board on the remuneration matters for non-executive directors, setting up of formal and transparent procedure for developing remuneration policy, and considering the matters relating to any share schemes. The full terms of reference of the Remuneration Committee are available on the websites of both the Company and the Stock Exchange.

No director or any of his/her associates is allowed to determine his/her own remuneration. In determining the remuneration of executive director and senior management, the Remuneration Committee shall consider factors such as salaries paid by comparable companies, time commitment and their responsibilities, employment conditions, desirability of performance-based remuneration and the performance of the Company as well as the individual executive director or senior management according to relevant remuneration policy of the Company.

The meeting attendance of each member of the Remuneration Committee is set out in the paragraph headed "Attendance Record at Board Meetings, Board Committee Meetings and General Meetings" of this section.

During the year, the Remuneration Committee assessed the performance of Executive Directors, reviewed and approved the proposal for the remuneration of Executive Directors and senior management.

The remuneration by band of the senior management for the year ended 31 December 2024 is set out below:

Remuneration bands	Number of individuals
HK\$9,000,000 or below	2
HK\$9,000,001 to HK\$12,000,000	1
HK\$12,000,001 to HK\$14,000,000	1

The particulars regarding Directors' and chief executive(s)' emoluments are set out in note 34 to the financial statements of this report.

Audit Committee

The Audit Committee currently comprises three Independent Non-executive Directors, being Mr. LIU Chung Mun (chairman), Dr. FU Tingmei, and Professor CHAN Ka Keung Ceajer, all of them are equipped with commercial and financial skills and experiences required for understanding of accounting information. The chairman of the Audit Committee has professional accounting qualification.

Under its terms of reference, the duties of the Audit Committee include, but not limited to, making recommendations on the appointment of external auditor and monitoring the independence and objectivity of external audit, overseeing the integrity of financial information and financial reporting system, supervising the internal control system and internal audit functions and ensuring such functions are adequately resourced. The full terms of reference of the Audit Committee are available on the websites of both the Company and the Stock Exchange.

The meeting attendance of each member of the Audit Committee is set out in the paragraph headed “Attendance Record at Board Meetings, Board Committee Meetings and General Meetings” of this section.

The major work performed by the Audit Committee during the year included:

- (a) reviewed the 2023 annual results (including annual financial statements, annual report and final results announcement) and 2024 interim results (including interim financial statements, interim report and interim results announcement) and recommended the same to the Board for approval;
- (b) reviewed reports submitted by external auditor on its statutory audit of the 2023 annual financial statements and its review of the 2024 interim financial statements, and made recommendations on the control matters in relation to accounting, internal audit and financial reporting functions;
- (c) reviewed the external auditor’s statutory audit plan for 2024, reporting obligations and the terms of engagement;
- (d) reviewed the independence and objectivity of the external auditor, the scope and nature of audit and non-audit services and audit-related and non-audit fees;
- (e) reviewed the representation letters submitted by each of relevant departments on its effectiveness of internal control functions;
- (f) reviewed reports submitted by internal auditor on the efficiency of internal control system of the Group, including the audit findings and recommendations, and the implementation status of audit-related recommendations;
- (g) reviewed the adequacy on staffing and resources of the internal audit function and the internal audit plan for 2025;
- (h) reviewed the adequacy on staffing and resources, staff qualifications and experience, training programmes and budget of the accounting and financial reporting function; and
- (i) reviewed the continuing connected transactions undertaken by the Group and the letter on continuing connected transactions issued by the external auditor.

Corporate Governance Report

Internal Control

The Board acknowledges its responsibility of overseeing the Group's systems on risk management and internal control and reviews their effectiveness through meetings of the Risk Committee and the Audit Committee at least twice a year and at least three times a year respectively. To facilitate the effective and efficient operations and to ensure compliance with relevant laws and regulations, the Group emphasizes the importance of a sound internal control system which is also indispensable for mitigating the Group's risk (including ESG risks) exposures. The Group's system of internal control is designed to provide a reasonable, but not absolute, assurance against material misstatement or loss and to manage and eliminate risks of failure in operational systems and fulfilment of the business objectives. The internal control system is reviewed on an ongoing basis by the Board in order to make it practical and effective in providing reasonable assurance in relation to protection of material assets and identification of business risks. The Group is committed to the identification, monitoring and management of risks associated with business activities and has implemented a practical and effective control system which includes a defined management structure with limits of authority, a sound risk management system and periodic review of the Group's performance by the Audit Committee and the Risk Committee.

Internal Audit

The Company has an independent internal audit team, which plays an important role in providing objective assurance to the Board that a sound internal control system is maintained and operated by management. The head of the internal audit team directly reports to the Audit Committee on audit matters. By adopting a risk-based approach to evaluate risk level on control environment, the internal audit team makes their audit schedules annually in consultation with, but independent of, the management, and the audit plan is submitted to the Audit Committee for approval. The head of the internal audit team shall periodically present audit reports and express opinion to the Audit Committee on the internal control of the audit units. All business units and support functions are subject to audit on an internal audit cycle at least once every three years while high-risk functions are subject to annual internal audit. Moreover, special reviews shall be conducted on request of the Audit Committee or the management.

The Audit Committee has reviewed the adequacy of resources, qualifications and experience of staff of the internal audit functions, and their training programmes and budget, and considered that the staffing is adequate and the staffs are competent to carry out their roles and responsibilities, and the performance of the internal audit functions for the year under review was efficient.

External Auditor

For the year ended 31 December 2024, KPMG, Certified Public Accountants, was re-appointed as the external auditor of the Company. The external auditors' fees incurred by the Group in 2024 are set out as follows:

Services rendered	KPMG HK\$'000	Other external auditors HK\$'000	Total HK\$'000
Audit services – financial statements of the Group	3,642	51	3,693
Interim review services	1,010	–	1,010
Audit services – consolidated investment funds	–	685	685
Compliance and other consultancy services	658	–	658
Total	5,310	736	6,046

Risk Committee

The Risk Committee currently comprises four Directors, including one Executive Director, being Dr. YIM Fung, and two Independent Non-executive Directors, being Professor CHAN Ka Keung Ceajer (chairman) and Dr. FU Tingmei and one Non-executive Director, being Mr. DONG Boyang. For the change of its composition during the year, please refer to the section headed “Corporate Information” of this report.

Under its terms of reference, the duties of the Risk Committee include, but not limited to, overseeing management in design, implementation and monitoring of risk management system and ensuring it has an effective system, advising the Board on the Group’s overall risk appetite and principles, approving the Group’s risk policies and risk tolerance, and reviewing major investigation findings on risk management matters as well as significant risk control failings or weaknesses where identified. The full terms of reference of the Risk Committee are available on the website of the Company.

The meeting attendance of each member of the Risk Committee is set out in the paragraph headed “Attendance Record at Board meetings, Board Committee Meetings and General Meetings” of this section.

During the year, the Risk Committee has discussed with the management to ensure that the management has performed its duty to have effective risk management system, including the changes, since last review, the nature and extent of significant risks faced by the Group and its ability to respond to the changes.

Risk Management

The Board has overall responsibility of evaluating and determining the risk appetite and risk tolerance (including ESG risks) that the Group is willing to take in achieving its strategic objectives, maintaining a sound risk management system and reviewing its effectiveness on a regular basis.

The Risk Framework, and the Compliance Charter and Framework are approved by the Board. The Risk Framework sets out the risk culture and governance, defining the risk appetite and risk limit, key risk types and overall risk management process. The Risk Framework serves as an outline of the Group’s overall risk management system and process, which facilitates the Board to identify and assess the nature and extent of significant risks (including ESG risks), the Group’s ability to respond to changes in its business and the external environment, as well as the scope and quality of management’s ongoing risk (including ESG risks) monitoring and related internal control measures. On the other hand, the Compliance Charter and Framework aims to uphold the core values of the Group by managing compliance risk, up keeping the Group’s legal and regulatory standards, and protecting the Company’s reputation. It includes a three lines of defense model that helps mitigate and minimize compliance risk through processes such as identification of compliance obligations, risk assessment, compliance risk mitigation, compliance risk monitoring, and compliance risk reporting.

The Group’s risk management framework is embodied by the three-tier system, the Risk Committee, which delegated by the Board, being the first-tier level, whereas the Risk Management Committee, consists of senior management and management members from internal control functions, being the second-tier level, along with the third-tier level under the Risk Management Committee, i.e. Risk Management Department, other risk control departments and working groups, which manage day-to-day specific risks. All significant risks (including ESG risks), material changes and the associated mitigating actions to maintain accountability and enhance quality of risk management process shall be reported to the Risk Committee through the CRO and the chief compliance officer of the Group, and the ESG Committee through a designated person in charge (as the case may be).

For further details about the risk management of the Group, please refer to the 2024 ESG Report of the Company.

Corporate Governance Report

Review of Risk Management and Internal Control Effectiveness

For the year ended 31 December 2024, the Board has reviewed the effectiveness of the Group's risk (including ESG risks) management and internal control systems through two meetings of the Risk Committee, three meetings of the Audit Committee and two meetings of the ESG Committee, respectively, covering all material controls, including financial, operational, and legal and compliance controls, and is of the view that the Group's risk (including ESG risks) management and internal control systems are effective and adequate to safeguard the interests of Shareholders and the Company as a whole.

ESG Committee

The ESG Committee currently comprises seven members, including one Independent Non-executive Director, being Dr. FU Tingmei (chairman), together with other management members and persons in charge of relevant departments, including corporate governance, legal and compliance, risk management and human resources functions as well as asset management and investment businesses. The list of its members is set out in the section headed "Corporate Information" of this report. The ESG Committee is a functional committee established by the Board and assists the Board to oversee matters relating to sustainability development and ESG (including climate change issues) of the Group, covering governance, policies, objectives and strategy, performance and reporting, and reports to the Board regularly, according to its terms of reference.

The meeting attendance of each member of the ESG Committee is set out in the paragraph headed "Attendance Record at Board Meetings, Board Committee Meetings and General Meetings" of this section.

The major work performed by the ESG Committee during the year included:

- (a) recommended to the Board for the adoption of the amendments to Climate Change Policy;
- (b) scrutinized the performance of environmental division, social division and sustainable finance division and approved the carbon reduction target plan, the community investment plan and sustainable finance plan for ensuing year;
- (c) reviewed the adequacy of resources, personnel qualifications and experience, training programmes and budgets relating to its ESG performance and reporting;
- (d) reviewed the climate-related risk and opportunities inventory;
- (e) considered and confirmed the stakeholder materiality assessment results, and monitored the ESG-related trends and issues in understanding emerging ESG matters that affected or may affect the Group's operations and made recommendations to the Board on areas for improvement; and
- (f) endorsed the ESG report for 2023.

For further details, please refer to the 2024 ESG Report of the Company.

Anti-bribery and Corruption

The Group attaches great importance to integrity and anti-corruption and is committed to the highest standard of business ethics, with zero tolerance against bribery and corruption activities. The Group has Anti-bribery and Corruption Policy in place, which sets the 'Tone from the Top' message from senior management stance against all bribery and corruption behaviors and full compliance with all applicable laws and regulations. All staff must be familiar with the Anti-bribery and Corruption Policy as well as the relevant laws and regulations when conducting business. A summary of the Anti-bribery and Corruption Policy is available on the website of the Company. For further details, please refer to the 2024 ESG Report of Company.

Anti-money Laundering and Counter Financing of Terrorism

The Group pledges to actively prevent money laundering and terrorist financing and comply with applicable laws and regulations in respect of anti-money laundering and counter-terrorist financing in relevant jurisdictions during the course of business, such as the Anti-Money Laundering and Counter-Terrorist Financing Ordinance, and continuously to assume its anti-money laundering obligations. For further details, please refer to the 2024 ESG Report of Company.

Whistleblowing

The Group upholds the principles of openness, probity and accountability and has its whistleblowing mechanism and complaint handling procedure in place, employees and those who deal with the Group (e.g. customers, suppliers, creditors and debtors) are encouraged to report to the Company, in confidence and anonymity, any suspected impropriety, misconduct or malpractice within the Group. The Whistleblowing Policy is available on the website of the Company. For further details, please refer to the 2024 ESG Report of Company.

Handling and Dissemination of Inside Information

For the purpose of handling and disseminating inside information in accordance with the Listing Rules, and the SFO and other relevant regulatory requirements, the Group has put in place proper control and measures, including but not limited to implementing policies and procedures to preserve confidentiality of inside information within the Group, segregating departments based on business nature, implementing Chinese Wall control on information flow, notifying directors and relevant employees of the blackout period and relevant securities dealing restriction and disseminating information only to persons on a need-to-know basis. In all cases, great care must be taken to ensure that inside information will not be disclosed to outsiders in violation of regulatory requirements.

Directors' Securities Transactions

The Company has adopted the Model Code as its code of conduct regarding securities transactions by the directors and employees. On specific enquiry made by the Company, all Directors confirmed that they have complied with the required standards as set out in the Model Code throughout the year of 2024.

Directors' Responsibilities on Financial Statements

The Directors acknowledge their responsibilities of supervising the preparation of financial statements of each financial period which shall consistently adopt suitable accounting policies and to comply with the accounting standards issued by the HKICPA and to reflect the financial position, the results and cash flows of the Company during the year in a true and fair manner.

Company Secretary

The Company Secretary, Ms. FENG Zheng Yao Helen was appointed by the Board. She is an employee of the Company and responsible for facilitating the Board's processes and communications among Board members, Shareholders and management. She has confirmed her compliance with the requirements of at least 15 hours of relevant professional training under Rule 3.29 of the Listing Rules during the year of 2024.

Dividend Policy

The Company endeavors to reward Shareholders with stable dividend income while retaining adequate reserves for its future development. The Company aims to distribute to Shareholders with regular dividends semi-annually with a certain percentage of attributable profit and may also distribute special dividends from special income. The Board adopted a Dividend Policy with a target payout ratio of not less than 30% of profit attributable to Shareholders, subject to the economic conditions as well as the Company's position. The summary of the Dividend Policy and the dividend statistics are available on the website of the Company.

Constitutional Documents

There was no change to the constitutional documents of the Company during the year 2024.

Communication with Shareholders

Effective Communication

The Board recognizes the importance of effective communication with Shareholders and other stakeholders and maintains an ongoing dialogue through various means to ensure Shareholders and other stakeholders are provided with balanced, clear, transparent and timely information about the Company to facilitate their understanding of the Group's performance, strategic plan, ESG related initiatives and growth prospects, etc. Different communication channels for Shareholders and other stakeholders to communicate their views on various matters affecting the Group are set out in the Shareholders Communication Policy, and based on the steps taken in 2024, the Board is of the view that the shareholders' communication mechanism is effective, a summary of which is disclosed as follows. The Shareholders Communication Policy is available on the website of the Company.

- Website (www.gtjai.com). Corporate communications such as annual and interim reports, ESG report, announcements, circulars and notices of general meetings as well as other information such as press releases, business development and operations are available on the website of the Company. All publications made on the website of the Stock Exchange during the year had been synchronized on the website of the Company simultaneously.
- General Meetings. General meetings have always been the most traditional platform for face-to-face communication between the Board and Shareholders, where separate resolutions are proposed on each motion at the general meetings. An AGM and two EGM were held on 22 May 2024, 5 July 2024 and 19 November 2024, respectively.
- Investor Relations. The Company held two live webcasts of analyst briefing conference after its results announcement in 2024. The webcast replays of the last two years' results announcement conferences are available on the website of the Company. Besides, IR team, under the supervision of the Company Secretary, is designated to receive and respond to the inquiries from, and arrange meetings with, investors and media community. The IR team can be reached at ir@gtjas.com.hk. Stakeholders may also at any time send their enquiries to the Board in writing through the Company Secretary (contact information as shown below).
- Social Media Platforms. Marketing and business activities related information is made regularly on the social platforms, such as WeChat, LinkedIn, Facebook as well as YouTube, while the Company is able to solicit and receive feedback from Shareholders and other stakeholders through these platforms.

Further information about the Company's stakeholder engagement activities during the year is set out in the 2024 ESG Report of the Company.

Shareholders' Rights

Subject to the applicable laws and regulations, including but not limited to, the CO, the Listing Rules and the Articles of Association as amended from time to time, Shareholder(s) may call general meeting, put forward proposals at AGM and direct enquiries to the Board in accordance with the following procedures:

Convening EGM by Shareholders

Shareholder(s) holding at the date of the deposit of the requisition not less than one-twentieth of the paid-up capital of the Company may request the Directors to convene an EGM pursuant to Section 566 to 568 of the CO.

In accordance with sections 566 of the CO, the Directors are required to call a general meeting if the Company has received requests to do so from Shareholder(s) representing at least 5% of the total voting rights of all the Shareholders having a right to vote at general meeting. Such requests must state the general nature of the business to be dealt with at the meeting; and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting. Such requests may be sent to the Company and attention to the Board or the Company Secretary in hard copy form (by depositing at the registered office of the Company at 27/F., Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong) or in electronic form (by fax: 2509-0030); and must be authenticated by the person or persons making it. In accordance with Section 567 of the CO, the Directors must call a meeting within 21 days after the date on which they become subject to the requirement under Section 566 of the CO and such meeting must be held on a date not more than 28 days after the date of the notice convening the meeting.

Putting Forward Proposals at AGM

To put forward a resolution at AGM, Shareholder(s) is/are requested to follow the requirements and procedures set out in Section 615 and 616 of the CO.

Section 615 of the CO provides that the Company must give notice of a resolution if it has received requested to do so from (a) the Shareholder(s) representing at least 2.5% of the total voting rights of all the Shareholders who have a right to vote on the resolution at the AGM to which the requests relate; or (b) at least 50 Shareholders who have the rights to vote on the resolution at the AGM to which the requests relate.

Such requests (a) may be sent to the Company and attention to the Board or the Company Secretary in hard copy form (by depositing at the registered office of the Company at 27/F., Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong) or in electronic form (by fax: 2509-0030); (b) must identify the resolution of which notice is to be given; (c) must be authenticated by the person or persons making it; and (d) must be received by the Company not later than (i) 6 weeks before the AGM to which the requests relate; or (ii) if later, the time at which notice is given of that meeting. Section 616 of the CO provides that the Company that is required under Section 615 of the CO to give notice of a resolution must send a copy of it at the Company's own expense to each Shareholder entitled to receive notice of the AGM (a) in the same manner as the notice of the meeting; and (b) at the same time as, or as soon as reasonably practicable after, it gives notice of the meeting.

The procedures for Shareholders to propose a person for election as a director can be found on the website of the Company at www.gtjai.com.

Procedures for Directing Enquiries to the Board

Enquiries to the Board

The Board is grateful to Shareholders and other stakeholders for their continued support and welcomes their views as well as any questions they may have about the management and governance of the Company. Shareholders and stakeholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary at the contact details below:

Registered office: 27/F., Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong

Email: comsec@gtjas.com.hk

Tel: (852) 2509-9118

Fax: (852) 2509-0030

Share Registration Related Matters

For share registration related matters, such as share transfer and registration, change of name or address, loss of share certificates or dividend warrants, Shareholders can contact the share registrar of the Company, at the contact details below:

Name: Computershare Hong Kong Investor Services Limited

Address: Shops 1712–1716, 17th Floor, Hopewell Centre, No. 183 Queen's Road East, Wanchai, Hong Kong

Website: <https://www.computershare.com/hk/en/contact-us>

Tel: (852) 2862-8555

Fax: (852) 2865-0990

BIOGRAPHIES OF THE DIRECTORS **AND SENIOR** **MANAGEMENT**

Executive Directors

Dr. YIM Fung, *JP*, aged 62, the Chairman since August 2012 and an Executive Director since March 2010. Dr. YIM is concurrently a member of the Risk Committee and the Nomination Committee of the Company, and a director of various subsidiaries of the Company, including GTJA Vietnam. In addition, he is also a director and the general manager of GTJA Financial, the controlling shareholder of the Company, and a director of its subsidiary. He acted as the Vice-chairman of the Company and the CEO during the period from March 2010 to August 2012 and during the period from March 2010 to 13 December 2021, respectively. Dr. YIM joined the Group in 1993, he has over 30 years of experience in the securities industry. Dr. YIM is a Senior Economist and holds a doctorate degree in Economics from the Graduate School of the Chinese Academy of Social Sciences and a bachelor's degree in Environmental Engineering from the Tsinghua University.

At present, Dr. YIM is a member of the 14th National Committee of the Chinese People's Political Consultative Conference, a director and vice chairman of the Hong Kong Chinese Enterprises Association, the honorary life president of Chinese Securities Association of Hong Kong Company Limited, a director and standing committee member of the Chinese General Chamber of Commerce and the life president of the Tsinghua Alumni Association of Hong Kong.

Ms. QI Haiying, aged 43, an Executive Director since March 2015 and the CEO since 14 December 2021 and is responsible for the overall business management of the Group. Ms. QI is concurrently a director of various subsidiaries of the Company. Ms. QI was the Deputy Chief Executive Officer of the Company during the period from March 2015 to 13 December 2021. From 2004 to 2012, Ms. QI worked for Shenzhen Supervision Bureau of the China Securities Regulatory Commission and was responsible for regulatory supervision of securities companies and listed companies. In 2012, Ms. QI joined GTJA, the parent company, and held the positions as deputy general manager in compliance department and strategic management department, respectively. Ms. QI holds a master's degree in Financial Economics from the London School of Economics and Political Science (LSE) and a bachelor's degree in International Economics and Trade from the University of International Business and Economics (UIBE) in China.

At present, Ms. QI is a member of All-China Youth Federation, a member of All-China Financial Youth Federation, a member of Mainland Opportunities Committee of Financial Services Development Council, a deputy director of International Cooperation Committee of Securities Association of China, a director and vice president of Chinese Asset Management Association of Hong Kong Limited and the vice president of Chinese Financial Association of Hong Kong.

Non-executive Directors

Ms. YU Xuping, aged 44, a Non-executive Director since 16 February 2022. Ms. YU is also a member of the Remuneration Committee of the Company. Ms. YU joined GTJA, the parent company, in 2007, and held various positions in different departments, including the audit department, retail customer department, integrated management team for committee of economic affairs and treasury department. Ms. YU is currently the general manager of asset and liability department and the general manager of risk management department of GTJA. Prior to her current role, Ms. YU worked for Shanghai Mingpin Shangsha Co., Ltd. (上海名品商厦有限公司). Ms. YU has over 16 years of experience in the securities industry. Ms. YU obtained a master's degree in Business Administration from the Shanghai University of Finance and Economics, she is a member of the Chinese Institute of Certified Public Accountants and holds the Certificate of Certified Internal Auditor.

Mr. DONG Boyang, aged 52, a Non-executive Director since 5 July 2024. Mr. DONG is also a member of the Risk Committee of the Company. Mr. DONG is currently the general manager of the planning and finance department and the general manager of the strategic development department of GTJA, the parent company, and a supervisor of its various subsidiaries, and a director of GTJA Financial Holdings, the controlling shareholder of the Company. Mr. DONG joined the group of GTJA in 1995, and held various important positions in different departments, including the audit department, risk management department, and planning and finance department, and held the position as the chief risk officer of GTJA Financial Holdings. Mr. DONG has over 29 years of experience in the securities industry. Mr. DONG obtained a bachelor's degree in Accounting from the Tianjin University of Finance and Economics, and is accredited the Accountant qualification by the Ministry of Human Resources and Social Security in China.

Mr. HAN Zhida, aged 42, a Non-executive Director since 19 November 2024. Mr. HAN is also a member of the Nomination Committee of the Company. Mr. HAN is currently the vice president of GTJA, the parent company, the chairman of the board of GTJA Financial Holdings, the controlling shareholder of the Company, and the chairman of the board and the chairman of the executive committee of Guotai Junan Innovation Investment Co., Ltd., a fellow subsidiary of the Company. Mr. HAN joined GTJA in 2005 and held various important positions in different departments, including fixed income securities headquarter, acquisition and merger headquarter, merger and acquisition financing department, the investment banking department I (Beijing), the strategic development department-digital transformation office and the policy research institute, as well as a deputy chairman of the board and the general manager of Guotai Junan Zhengyu Investment Co., Ltd., a fellow subsidiary of the Company. Mr. HAN obtained a master degree in management from the Beijing University.

Biographies of the Directors and Senior Management

Independent Non-executive Directors

Dr. FU Tingmei, aged 58, an Independent Non-executive Director since June 2010. Dr. FU is currently the chairman of the Remuneration Committee and the ESG Committee as well as a member of the Audit Committee, the Risk Committee and the Nomination Committee of the Company. Dr. FU has extensive experiences in investment, finance, law and business management. Between 1992 and 2003, he successively held important positions in several investment banking firms in Hong Kong, including serving as a director of Peregrine Capital Limited, and a deputy managing director and subsequently a managing director of BNP Paribas Peregrine Capital Limited. Dr. FU is currently engaged in private investment business. Presently, he is also an independent non-executive director of China Resources Pharmaceutical Group Limited (stock code: 3320.HK), China Resources Medical Holdings Company Limited (stock code: 1515.HK), COFCO Joycome Foods Limited (formerly known as COFCO Meat Holdings Limited) (stock code: 1610.HK) and China Zheshang Bank Co., Ltd. (stock code: 2016.HK; 601916.SH). He was an independent non-executive director of CPMC Holdings Limited (stock code: 906.HK) and Beijing Enterprises Holdings Limited (stock code: 392.HK). Dr. FU was also an independent non-executive director of Postal Savings Bank of China Co., Ltd (stock code: 1658.HK) during the period from 2016 to 10 March 2023. Dr. FU graduated from the University of London with a doctorate degree and a master's degree in Law in 1993 and 1989, respectively.

Professor CHAN Ka Keung Ceajer, *GBS, SBS, JP*, aged 68, an Independent Non-executive Director since August 2018. Professor CHAN is concurrently the chairman of the Risk Committee and the Nomination Committee and a member of the Audit Committee and the Remuneration Committee of the Company. At present, he is also an adjunct professor of the Business School of the HKUST. He was appointed as the secretary for Financial Services and the Treasury of the Government of Hong Kong from 2007 to 2017. Prior to that, he was the dean of the HKUST Business School. Before joining the HKUST in 1993, Professor CHAN taught for nine years at the Ohio State University in the US. Professor CHAN was a non-executive director of MTR Corporation Limited (stock code: 66.HK) and The Hong Kong Mortgage Corporation Limited. He was an independent non-executive director of USPACE Technology Group Limited (formerly known as "Hong Kong Aerospace Technology Group Limited") (stock code: 1725.HK) for the period from January 2022 to 28 November 2023. He is currently an independent non-executive director of Langham Hospitality Investments and Langham Hospitality Investments Limited (stock code: 1270.HK), China Overseas Land & Investment Ltd. (stock code: 688.HK), CTF Services Limited (formerly known as "NWS Holdings Limited") (stock code: 659.HK) and Champion Real Estate Investment Trust (stock code: 2778.HK). He is also a chairman of WeLab Bank Limited (formerly known as "WeLab Digital Limited"), a senior advisor of WeLab Holdings Limited, an independent non-executive director of Greater Bay Area Homeland Investments Limited, a director of Institute of Web 3.0 Hong Kong Limited, a director and member of One Country Two Systems Research Institute and a member of the Competition Commission of Hong Kong. Professor CHAN holds a bachelor's degree in Economics from the Wesleyan University and followed by M.B.A. and Ph.D. in Finance from the University of Chicago. He specialized in assets pricing, evaluation of trading strategies and market efficiency and has published numerous articles on these topics.

Biographies of the Directors and Senior Management

Mr. LIU Chung Mun, aged 65, an Independent Non-executive Director since October 2023. Mr. LIU is currently the chairman of the Audit Committee and a member of Nomination Committee of the Company. Mr. LIU has over 30 years of professional experience in providing audit and business advisory services in the Mainland China, Hong Kong and Australia. Mr. LIU started his professional career with PricewaterhouseCoopers in Hong Kong and Melbourne in the 1980s. Mr. LIU joined PricewaterhouseCoopers Zhong Tian LLP in 1995, and he was admitted as partner in 1997 and retired in 2020. During his years with PricewaterhouseCoopers Zhong Tian LLP, Mr. LIU was a core member in the China assurance leadership team and was a long-standing human capital partner in the assurance practice for over 10 years, and he was also the Greater China automotive industry leader as well as Japanese business network leader. Currently, Mr. LIU is an independent non-executive director of Foran Energy Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange, Stock Code: 002911.SZ) and Valuetronics Holdings Limited (a company listed on the Singapore Stock Exchange, Stock Code: BN2.SI).

Mr. LIU received his bachelor's degree in Commerce from the University of Western Australia in 1983. He is a member of the Chartered Accountants Australia and New Zealand (previously the Institute of Chartered Accountants Australia), a fellow member of CPA Australia and a fellow member of the HKICPA. He was the president of CPA Australia North China Committee from 2005 to 2006 and is currently its council member.

Senior Management

Mr. LAI Changhua, aged 58, CRO since December 2017 and responsible for overall risk management of the Group. He joined the Group in October 2015. Before that, Mr. LAI held a management role in the risk management departments of several international investment banks, with over 26 years of experience in financial markets and risk management. Mr. LAI holds a master's degree in Economics from the Nankai University, a master's degree in Business Administration from the Western Sydney University and a bachelor's degree in Engineering from the Sichuan University. He is also a certified FRM (Financial Risk Manager) and PRM (Professional Risk Manager).

Mr. ZHANG Xueming, aged 53, CFO since 5 November 2024. He joined GTJA, the parent company, in 1999 and served as a general planning manager of the planning and finance department, and held various important positions such as the chief financial officer, a general manager of the planning and finance department, a deputy finance manager and a general manager of treasury department in Guotai Junan Futures Co., Limited, a fellow subsidiary of the Company, respectively. Mr. ZHANG has over 30 years of experience in accounting and finance. Mr. ZHANG obtained a bachelor's degree in Economics with major in International Accounting from the Renmin University of China, and has the qualification of accountant issued by the Ministry of Finance of the PRC.

REPORT OF THE DIRECTORS

The Directors have the pleasure in presenting to Shareholders this annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2024.

Principal Activities and Business Review

The Company is an investment holding company and its subsidiaries are principally engaged in brokerage, corporate finance, asset management, loans and financing, financial products, market making and investments. There were no significant changes in the nature of the Group's principal activities during the year.

Further discussion and analysis of the business review as required by Schedule 5 of the CO, including a description of the principal risks and uncertainties facing the Group, important events affecting the Group that have occurred since the end of this financial year and an indication of likely future development in the Group's business are set out in the sections of "Chairman's Statement", "Management Discussion and Analysis" and "Notes to the Financial Statements" in this report and the sub-section of "ESG Risk Management and Internal Controls" in the 2024 ESG Report of the Company.

Results and Dividends

The results of the Group for the year ended 31 December 2024 are set out in the consolidated statement of profit or loss and other comprehensive income on page 119 of this report.

The Board recommended a final dividend of HK\$0.020 per Share for the year ended 31 December 2024, subject to the approval by Shareholders at the forthcoming AGM, and will be payable on or about Tuesday, 17 June 2025 to Shareholders. Together with an interim dividend of HK\$0.012 per Share which was paid on 30 September 2024, the total dividends for the year ended 31 December 2024 will amount to HK\$0.032 per Share (2023: an interim dividend of HK\$0.010 per Share and a final dividend of HK\$0.010 per Share, total dividends for the year amounted to HK\$0.020 per Share). Details of the dividend amount are set out in note 10 to the financial statements of this report.

Segment Information

Detailed segment information of the Group's revenue and segment results is showed in note 4 to the financial statements of this report.

Summary of Financial Information

A summary of the published results, assets, liabilities and non-controlling interests of the Group for the last five financial years, as extract from the audited financial statements as appropriate, is set out on page 263 of this report. This summary is not part of the audited financial statements.

Distributable Reserves

As at 31 December 2024, the Company's reserves available for distribution, calculated in accordance with the provisions of Sections 291, 297 and 299 of the CO, amounted to HK\$5,220,644,000. Details of movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 123.

Donations

During the year, charitable donations made by the Group amounted to HK\$108,000.

Particulars of Subsidiaries

Particulars of the Company's subsidiaries as of 31 December 2024 are set out in note 1 to the financial statements of this report.

Shares/Debentures Issued

Details of movements in share capital of the Company during the year are set out in note 30 to the financial statements of this report. No new Shares were issued by the Company during 2024. For the year ended 31 December 2024, the Company bought back a total of 17,445,000 Shares on the Stock Exchange. Please refer to the following paragraph headed "Purchase, Sale or Redemption of the Company's Listed Securities" for details. As at 31 December 2024, there were 9,539,503,707 Shares in issue.

Details of issued debentures of the Company during the year are set out in note 27 to the financial statements and the section headed "Financial Position Analysis" under "Management Discussion and Analysis" of this report.

Purchase, Sale or Redemption of the Company's Listed Securities

During the year, the Company bought back a total of 17,445,000 Shares on the Stock Exchange at an aggregate consideration of HK\$14,725,267 (inclusive all expenses) under the general mandate granted by the Shareholders at the AGM to buy back Shares. Among which, 14,491,000 Shares were cancelled during the year, and the remaining 2,954,000 Shares were subsequently cancelled in January 2025.

Details of the Shares bought back during the year are as follows:

Month	Number of Shares bought back	Price paid per Share		Aggregate consideration (inclusive of transaction costs) HK\$
		Highest HK\$	Lowest HK\$	
July 2024	6,019,000	0.63	0.60	3,718,780
August 2024	1,860,000	0.64	0.62	1,171,008
September 2024	1,996,000	0.63	0.61	1,245,036
October 2024	4,616,000	1.19	1.05	5,276,925
November 2024	1,000,000	1.08	1.03	1,060,871
December 2024	1,954,000	1.22	1.11	2,252,647

The Board considered that the current Share price did not reflect the Company's intrinsic value. The Board believed that the Shares buy-back showed the Company's confidence in its long term business prospects and would ultimately benefit the Company and create value for the Shareholders.

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2024.

Report of the Directors

Major Customers and Suppliers

During the year, both the aggregate sales attributable to the Group's five largest customers and the aggregate purchases attributable to the Group's five largest suppliers were less than 30% of the Group's total sales and purchases respectively.

Directors

Mr. HU Xupeng retired as a Non-executive Director at AGM held on 22 May 2024 due to work arrangement of the group. Mr. YU Jian resigned as a Non-executive Director on 24 May 2024 due to retirement. Dr. XIE Lebin and Mr. DONG Boyang have been appointed as Non-executive Directors at EGM held on 5 July 2024. Mr. HAN Zhida has been appointed as a Non-executive Director at EGM held on 19 November 2024. Dr. XIE Lebin resigned as a Non-executive Director on 19 November 2024 due to work arrangement of the group. The list of the Directors during 2024 and up to the date of this report is set out under the section of "Corporate Information" on page 104 of this report.

In accordance with the Articles of Association, Ms. QI Haiying, Dr. FU Tingmei and Professor CHAN Ka Keung Ceajer will retire by rotation at the forthcoming AGM, being eligible, and have offered themselves for re-election.

Biographies of the Directors and Senior Management

Biographical details of the Directors and senior management of the Company are set out on pages 88 to 91 of this report.

Emoluments of Directors, Chief Executive(s) and the Five Highest Paid Employees

Details of the Directors', chief executive(s)' emoluments and the five highest paid employees of the Group are set out in notes 34 and 37 to the financial statements of this report, respectively.

Directors of Subsidiaries

The names of directors who have served on the boards of the subsidiaries of the Company for the year ended 31 December 2024 and up to the date of this report (unless otherwise stated) are set out below:

(in alphabetical order)

AO Qishun
CHIU Simon Siu Hung*
HO Bik Yiu Joyce
HUANG Bo
LAI Changhua
LAM Kin Kwok Ken
LAM Veng Tim
LAO Chak Kuong
LEI Qiang
LEUNG Yuen Kwan

LI Guangjie
LI Xining
NGUYỄN Thanh Ký
ONG Wei Hiam
OUYANG Shu
QI Haiying
TAN Kian Yew Kenneth
TAN Su Hoon Matilda Irene
TANG Siu Kei
TAY Shu Wei Yvonne

WANG Junhong
WEI Xi
WONG George Ka Kui
WONG Tak Shing
XUE Yan
YEUNG Tze Fung
YIM Fung
YU Ka Fai
ZHANG Xueming
ZHAO Tong

* no longer the director(s) of the subsidiaries of the Company as at 31 December 2024.

** no longer the director(s) of the subsidiaries of the Company up to the date of this report.

Change of Information of Directors

There is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since last published report.

Directors' Service Contracts

None of the Directors has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

Directors' Material Interests in Transaction, Arrangement and Contract

None of the Directors or his/her connected entity had a material interest, whether directly or indirectly, in any transactions, arrangements, or contracts of significance in relation to the business of the Group where were entered into by the Group and subsisting during, or at the end of, the year.

Directors' Interest in Competing Businesses

None of the Directors had any direct or indirect interest in a business which competes or may compete with the Group's business during the year as required to be disclosed under the Listing Rules.

Update on the Non-competition Undertakings

Prior to the listing of the Company on the Stock Exchange, GTJA, along with two of its wholly-owned subsidiaries, entered into a deed of non-competition undertakings with the Company dated 19 June 2010, pursuant to which GTJA and the two subsidiaries have undertaken not to compete with the Group's brokerage business in Hong Kong and/or any other jurisdictions (excluding Mainland China) and other regulated businesses in Hong Kong.

References are made to the announcements of the Company dated 9 October 2024 and 21 November 2024 in relation to the proposed merger of GTJA by way of absorption of Haitong that, among the others, upon the proposed merger becomes materialized, Haitong Group's business may overlap with the Group's business. Therefore, on 21 November 2024, GTJA issued a non-competition undertaking letter in favor of the Company undertaking that it shall, within five years from the closing of the proposed merger, resolve any competition concerns between relevant subsidiaries of the post-merger company and the Group through methods in compliance with the applicable laws and regulations and permitted by regulatory authorities, including but not limited to asset restructuring and business consolidation. GTJA further undertakes that, following the closing of the proposed merger, the post-merger company shall not operate the overlapping businesses in a matter that would be less favorable to the Group than under the current conditions. The above-mentioned proposed merger has been completed on 14 March 2025.

In order to keep Shareholders informed and updated on the progress of the discussions on and resolution of such matter, the Company will disclose relevant information in forthcoming interim reports/annual reports within such five-year period according to the above undertakings until the competition issue is resolved. For details, please refer to the announcement dated 21 November 2024.

Report of the Directors

Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of business of the Company or its subsidiaries were entered into or existed during the year.

Directors' and Chief Executive(s)' Interests in Shares and Underlying Shares of the Company or Any Associated Corporation

As at 31 December 2024, the interests and short positions of the Directors and chief executive(s) of the Company in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Long position in Shares and underlying shares of the Company

Name of Directors	Capacity	Number of Shares	Number of underlying shares in relation to share options	Total	Percentage of Shares in issue ⁽¹⁾
YIM Fung	Personal interest	68,546,955	2,300,000	70,846,955	0.74%
QI Haiying	Personal interest	6,012,000	2,300,000	8,312,000	0.09%
FU Tingmei	Personal interest	1,512,096	–	1,512,096	0.02%

Note:

(1) The percentage was calculated based on 9,539,503,707 Shares in issue on 31 December 2024.

As at 31 December 2024, Mr. HAN Zhida in his capacity as a beneficial owner, had personal interests in 71,400 A shares in GJTA, representing approximately 0.0010% of the issued shares in the same class of GTJA.

Save as disclosed above, as at 31 December 2024, none of the Directors or chief executive(s) of the Company had any interests or short positions in Shares, underlying shares or debentures of the Company or any of its associated corporations which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

Share-based Compensation Scheme

The Company adopted an equity-settled share-based compensation scheme, details are set out as follows.

Share Option Scheme

The Company adopted the Share Option Scheme on 19 June 2010. The Share Option Scheme was valid for a period of 10 years from the date of adoption and expired on 19 June 2020. No further share options shall be granted after it expired, but all granted and outstanding share options remain exercisable for a period of 10 years after the respective dates of grant, the provisions of the Share Option Scheme thereof remain in full force and effect.

The purpose of the Share Option Scheme was to provide the people working for the interests of the Group with an opportunity to obtain equity interest in the Company, thus linking their interests of the Group and thereby providing them with an incentive to work better for the interests of the Group.

The participants of the Share Option Scheme were the directors (whether executive or non-executive and whether independent or not) and employees of the Group who, in the absolute opinion of the Board, had contributed to the Company or the Group.

The maximum number of Shares issued and to be issued upon exercise of share options granted and to be granted (including both exercised, cancelled and outstanding options) pursuant to the Share Option Scheme and any other share option schemes to: (A) each participant in the 12-month period up to and including the date of grant, shall not exceed 1% of the total number of Shares in issue; and (B) a participant of a substantial shareholder or an independent non-executive director, or any of their respective associates in the 12-month period up to and including the date of grant (i) representing in aggregate shall not exceed 0.1% of the total number of Shares in issue; and (ii) having an aggregate value, based on the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of each grant, shall not in excess of HK\$5,000,000. Any further grant of share options in excess of the above limits is subject to Shareholders' approval in general meeting.

The exercise period of share option granted under the Share Option Scheme was determined by the Board at its absolute discretion, and shall expire no later than the 10th anniversary of date on which the share option was granted.

There was neither any minimum period for which a share option must be held, nor any performance target which needed to be achieved before the share option could be exercised unless otherwise determined by the Board and specified at the time of the offer. The vesting periods of options granted are set out in note (2) to the table in respect of the movement of share options below.

The consideration of HK\$1 for the acceptance of the grant shall be remitted in favour of the Company within 28 days from the date of offer or other period as may be determined by the Board.

The exercise price of share options was determined by the Board in its absolute discretion, and shall be at least the higher of (i) the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of offer; and (ii) the average closing price of the Shares as stated in the daily quotation sheets issued by the Stock Exchange for the five consecutive days on which Shares are traded on the Stock Exchange immediately preceding the date of offer.

Report of the Directors

The total number of Shares that may be issued upon exercise of all share options granted and to be granted must not in aggregate exceed 10% of the Shares in issue on the date of adoption of the Share Option Scheme (i.e. 164,000,000 Shares). As at the date of this report, a total number of Shares available for issue in respect of the share options which had been granted and were outstanding under the Share Option Scheme were 18,300,000 representing approximately 0.19% of the Shares in issue.

Movements of the share options under the Share Option Scheme for the year ended 31 December 2024 are set out as follows, details of which are set out in note 31 of the financial statements of this report:

Name of participants	Number of share options					On 31 December 2024	Exercise price HK\$	Date of grant ⁽²⁾	Exercise period ⁽²⁾
	On 1 January 2024	Granted during the year	Exercised during the year	Cancelled during the year	Lapsed during the year				
<i>Directors</i>									
YIM Fung	800,000	-	-	-	-	800,000	2.440	13/07/2017	13/07/2018-12/07/2027
	500,000	-	-	-	-	500,000	1.720	04/07/2018	04/07/2019-03/07/2028
	1,000,000	-	-	-	-	1,000,000	1.450	11/09/2019	11/09/2020-10/09/2029
QI Haiying	800,000	-	-	-	-	800,000	2.440	13/07/2017	13/07/2018-12/07/2027
	500,000	-	-	-	-	500,000	1.720	04/07/2018	04/07/2019-03/07/2028
	1,000,000	-	-	-	-	1,000,000	1.450	11/09/2019	11/09/2020-10/09/2029
Sub-total	4,600,000	-	-	-	-	4,600,000			
<i>Employees (in aggregate)</i>									
	13,198,806 ⁽¹⁾	-	-	-	(13,198,806)	-	1.264 ⁽¹⁾	10/01/2014	10/01/2015-09/01/2024
	3,600,000	-	-	-	(400,000)	3,200,000	2.440	13/07/2017	13/07/2018-12/07/2027
	4,150,000	-	-	-	(600,000)	3,550,000	1.720	04/07/2018	04/07/2019-03/07/2028
	8,500,000	-	-	-	(1,250,000)	7,250,000	1.450	11/09/2019	11/09/2020-10/09/2029
Sub-total	29,448,806	-	-	-	(15,448,806)	14,000,000			
Total	34,048,806	-	-	-	(15,448,806)	18,600,000			

Notes:

(1) The number of outstanding share options and the exercise price may be subject to adjustment in case of reorganization of the capital structure of the Company. Pursuant to the announcements dated 29 September 2014 and 9 July 2015, the Company adjusted respectively the number of outstanding share options and the exercise price with reference to the terms of the Share Option Scheme and the supplementary guidance attached to the letter of the Stock Exchange relating to share option scheme dated 5 September 2005.

(2) In respect of the share options granted on 10 January 2014, one-third of the share options had been vested evenly on 10 January 2015, 10 January 2016 and 10 January 2017 and were exercisable until 9 January 2024.

In respect of the share options granted on 13 July 2017, one-third of the share options has been vested evenly on 13 July 2018, 13 July 2019 and 13 July 2020 and shall be exercisable until 12 July 2027.

In respect of the share options granted on 4 July 2018, one-third of the share options has been vested evenly on 4 July 2019, 4 July 2020 and 4 July 2021 and shall be exercisable until 3 July 2028.

In respect of the share options granted on 11 September 2019, one-third of the share options has been vested evenly on 11 September 2020, 11 September 2021 and 11 September 2022 and shall be exercisable until 10 September 2029.

Equity-linked Agreements

Save as the Share Option Scheme disclosed above, no equity-linked agreements that will or may result in the Company issuing Shares or that require the Company to enter into any agreements that will or may result in the Company issuing Shares were entered into by the Company during the year or subsisted at the end of the year.

Directors' Rights to Acquire Shares or Debentures

Save as the Share Option Scheme disclosed above, for the year ended 31 December 2024, none of the Company or any of its subsidiaries was a party to any arrangement to enable Directors to acquire benefits by means of acquisition of Shares in, or debt securities (including debentures) of, the Company or its associated corporations and none of the Directors, their spouses or children under the age of 18 had any rights to subscribe for equity or debt securities of the Company or its associated corporations, or had exercised any such rights.

Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares

So far as is known to any Director or chief executive(s) of the Company, as at 31 December 2024, the following persons (not being a Director or the chief executive(s) of the Company) who had interests or short positions in the Shares or underlying shares of the Company which had been disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Name of Shareholders	Capacity	Number of Shares (Long positions)	Percentage of Shares in issue ⁽²⁾
GTJA Financial Holdings	Beneficial owner	7,044,877,066	73.85%
GTJA ⁽¹⁾	Interested in controlled corporation	7,044,877,066	73.85%

Notes:

(1) GTJA Financial Holdings is a wholly-owned subsidiary of GTJA and accordingly, GTJA is deemed to be interested in these 7,044,877,066 Shares.

(2) The percentage was calculated based on 9,539,503,707 Shares in issue on 31 December 2024.

Save as disclosed above, as at 31 December 2024, the Company has not been notified by any persons (other than the Directors or the chief executive(s) of the Company) who had interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

Report of the Directors

Continuing Connected Transactions

On 3 November 2023, the Company and GTJA entered into the Master Agreement, pursuant to which both parties conditionally agreed that each of them would, and would procure members of their respective groups to, provide 1) brokerage services, 2) investment management, advisory and business collaboration services, 3) corporate finance services, and 4) consulting and operational support services to, and engage in 5) investment and finance transactions with, the other for a term of three years from 1 January 2024 to 31 December 2026. As GTJA is the ultimate controlling shareholder of the Company and therefore is a connected person of the Company, the transactions contemplated under the Master Agreement constitute continuing connected transactions of the Company and are expected to be of a recurrent nature and may occur on a regular and continuous basis in the ordinary and usual course of business of the Group. The transactions contemplated under the Master Agreement are subject to reporting, announcement, annual review and independent Shareholders' approval requirement as part of the applicable percentage ratios exceeds 5% under the Listing Rules. The Master Agreement and the transactions contemplated thereunder have been approved by the independent Shareholders on 20 December 2023. For further details, please refer to the circular dated 30 November 2023.

The Group and GTJA Group shall, from time to time during the term of the Master Agreement, enter into separate operational agreements in respect of the provision of any services and transactions, provided that such operational agreements and their terms shall be subject to and shall not exceed the terms of the Master Agreement.

The annual caps in respect of continuing connected transactions contemplated under the Master Agreement for three years ended 31 December 2024, ending 31 December 2025 and 2026 are shown as below:

	For the year ended 31 December 2024 HK\$ million	For the year ending 31 December 2025 HK\$ million	For the year ending 31 December 2026 HK\$ million
Category 1 Transactions			
(a) Income (to be) received by the Group for services provided to the GTJA Group	201.0	236.0	276.0
(b) Fees (to be) paid by the Group for services received from the GTJA Group	244.0	283.0	327.0
	HK\$ billion	HK\$ billion	HK\$ billion
Category 2 Transactions			
Principal-to-principal transactions between the Group and the GTJA Group	263.4	315.6	378.0

Details of the related party transactions undertaken by the Group in the normal course of business are set out in note 38 to the financial statements of this report, some of those transactions constituted non-exempted continuing connected transactions under the Listing Rules, for which the Company has complied with applicable disclosure requirements in accordance with Chapter 14A of the Listing Rules in above.

The Independent Non-executive Directors have reviewed and confirmed that the aforesaid continuing connected transactions were entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

According to the internal control measures set out in the Connected Transaction Management Policy of the Company, the responsible business units must ensure that the pricing of the continuing connected transactions follow the pricing policies which should be the same as, or within the price range of, comparable transactions carried out by independent third parties in the market (where such transactions are available for references). Relevant business units are also required to consult and obtain pre-approvals from the relevant departments for each continuing connected transaction (except for brokerage transactions where standard brokerage rate applies). Each of the legal and compliance, risk management, finance departments and office of the board of the Company is assigned to review each of the continuing connected transactions from their respective expertise and responsible aspect with reference to applicable rules and requirements. The Group regularly monitors transactions between the Group and the GTJA Group as to whether such transactions fall within the scope of the Master Agreement, whether the relevant annual caps have nearly been fully utilised, and issues reminders to the responsible business units where necessary. The Group also conducts sampling tests based on the internal audit plan so as to ensure the appropriateness and effectiveness of its internal control procedures.

The Directors has engaged the auditor of the Company to report on the abovementioned continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagement 3000 (Revised) “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” and with reference to Practice Note 740 “Auditor’s letter on Continuing Connected Transactions under the Hong Kong Listing Rules” issued by the HKICPA.

The auditor has reported to the Directors in accordance with the aforesaid requirements that the continuing connected transactions (i) had been approved by the Board; (ii) were in accordance with the pricing policies of the Company; (iii) were entered into in accordance with the relevant agreements governing such transactions; and (iv) had not exceeded the relevant annual caps.

Disclosure Pursuant to Rule 13.21 of the Listing Rules

On 4 September 2023, the Company (as borrower) entered into several committed facility agreements with certain banks in Hong Kong (as lender(s)) in relation to the committed revolving facilities with an aggregate amount of up to HK\$1,600,000,000 with the final repayment dates falling 12 months after the dates of respective facility agreements.

On 22 November 2023, the Company (as borrower) entered into several committed facility agreements with certain banks in Hong Kong (as lender(s)) in relation to the committed revolving facilities with an aggregate amount of up to HK\$2,150,000,000 with the final repayment dates falling 12 months after the dates of respective facility agreements.

On 4 September 2024, the Company (as borrower) entered into several committed facility agreements with certain banks in Hong Kong (as lender(s)) in relation to the committed revolving facilities with an aggregate amount of up to HK\$1,600,000,000 with the final repayment dates falling 12 months after the dates of respective facility agreements.

Report of the Directors

On 25 November 2024, the Company (as borrower) entered into several committed facility agreements with certain banks in Hong Kong (as lender(s)) in relation to the committed revolving facilities with an aggregate amount of up to HK\$2,150,000,000 with the final repayment dates falling 12 months after the dates of respective facility agreements.

Under the abovementioned facility agreement(s), it will be an event of default if GTJA is not, or ceases (directly or indirectly) to be the single largest legal and beneficial holder of shares in the Company or does not, or cease to, control the Company. In case of the occurrence of an event of default, the lender(s) may, by notice to borrower(s), (i) cancel all or part of the commitment(s); and/or (ii) declare all or part of the loan(s), together with accrued interest, and all other amounts accrued or outstanding under the facility agreement(s) be immediately due and payable; and/or (iii) declare that all or part of the loan(s) be payable on demand.

The facility agreements entered on 4 September 2023 had been expired on 4 September 2024 and the facility agreements entered on 22 November 2023 had been expired on 22 November 2024.

Permitted Indemnity

Subject to the CO and under the Articles of Association, every Director is entitled to be indemnified out of the assets of the Company against all losses and liabilities which he or she may sustain or incur in or about the execution or discharge of his or her duties and/or the exercise of his or her powers and/or otherwise in connection with his or her duties, powers or office. In addition, the Company has maintained appropriate directors' and officers' liability insurance in respect of relevant legal actions against the directors and officers.

Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the total number of issued Shares was held by the public throughout the year ended 31 December 2024 and up to the date of this report.

Corporate Governance

The Company's corporate governance principles and practices are set out in the "Corporate Governance Report" on pages 70 to 87 of this report.

Compliance with Laws and Regulations

The major laws and regulations that have a significant impact on the Group's business include the CO, the SFO, the Anti-Money Laundering and Counter-Terrorist Financing Ordinance and the Listing Rules. Throughout the year of 2024 and as at the date of this report, as far as the Board and management are aware, there was no material breach of, or non-compliance with, the applicable laws and regulations by the Group that has a significant impact on its businesses and operations.

Environmental, Social and Corporate Responsibility

The Company creates sustainable value for its stakeholders by proactively managing risks deriving from ESG conditions. ESG practices are embedded across all operations of the Group and the Board recognizes the different needs in economic, environmental and social by various stakeholder groups. In achieving ESG-related goals, the Company has identified certain ESG areas that present challenges and opportunities for its businesses to operate in a responsible and sustainable manner.

In 2024, the Company received an 'A' rating from MSCI ESG Ratings, Wind ESG Rating and Syntao Green Finance, etc., reflecting our dedication to sustainable practices and responsible operations. These accolades affirm our ongoing efforts to create value for our stakeholders through proactive risk management and adherence to high standards of corporate responsibility. For further details about the ESG performance of the Company, please refer to the 2024 ESG Report of the Company.

Auditor

The consolidated financial statements of the Group for the year ended 31 December 2024 have been audited by KPMG, Certified Public Accountants and Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance, who will retire, being eligible, and has offered itself for the re-appointment at the forthcoming AGM.

By order of the Board

Dr. YIM Fung, *JP*
Chairman of the Board

Hong Kong, 26 March 2025

CORPORATE INFORMATION

Board of Directors

Executive Directors

Dr. YIM Fung (*Chairman*)
Ms. QI Haiying

Non-executive Directors

Mr. YU Jian (*resigned on 24 May 2024*)
Dr. HU Xupeng (*retired on 22 May 2024*)
Ms. YU Xuping
Dr. XIE Lebin (*appointed on 5 July 2024, resigned on 19 November 2024*)
Mr. DONG Boyang (*appointed on 5 July 2024*)
Mr. HAN Zhida (*appointed on 19 November 2024*)

Independent Non-executive Directors

Dr. FU Tingmei
Professor CHAN Ka Keung Ceajer
Mr. LIU Chung Mun

Members of Audit Committee

Mr. LIU Chung Mun (*chairman*)
Dr. FU Tingmei
Professor CHAN Ka Keung Ceajer

Members of Remuneration Committee

Dr. FU Tingmei (*chairman*)
Professor CHAN Ka Keung Ceajer
Ms. YU Xuping

Members of Nomination Committee

Professor CHAN Ka Keung Ceajer (*chairman*)
Dr. YIM Fung
Mr. YU Jian (*resigned on 24 May 2024*)
Dr. FU Tingmei
Mr. LIU Chung Mun
Dr. XIE Lebin (*appointed on 5 July 2024, resigned on 19 November 2024*)
Mr. HAN Zhida (*appointed on 19 November 2024*)

Members of Risk Committee

Professor CHAN Ka Keung Ceajer (*chairman*)
Dr. YIM Fung
Dr. FU Tingmei
Dr. HU Xupeng (*retired on 22 May 2024*)
Mr. DONG Boyang (*appointed on 5 July 2024*)

Member of ESG Committee

Dr. FU Tingmei (*chairman*)
Mr. WANG Junhong
Ms. FENG Zheng Yao Helen
Ms. ZHAO Tong
Mr. WONG George Ka Kui
Ms. DAI Yu Hong Daisy
Ms. XUE Yan

Company Secretary

Ms. FENG Zheng Yao Helen

Registered Office

27/F, Low Block
Grand Millennium Plaza
No. 181 Queen's Road Central
Hong Kong

Auditor

KPMG
Certified Public Accountants

Share Registrar

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

Company's Website

www.gtjai.com

Investor Relations Contact

ir@gtjas.com.hk

FINANCIAL **STATEMENTS** 財務報表



Independent Auditor's Report

獨立核數師報告

TO THE MEMBERS OF
GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED
(incorporated in Hong Kong with limited liability)

Opinion

We have audited the consolidated financial statements of Guotai Junan International Holdings Limited ("the Company") and its subsidiaries (the "Group") set out on pages 119 to 262, which comprise the consolidated statement of financial position as at 31 December 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes, comprising material accounting policy information and other explanatory information.

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 2024 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 ("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.

致國泰君安國際控股有限公司
全體股東
(於香港註冊成立的有限公司)

意見

我們已審計列載於第119頁至第262頁的國泰君安國際控股有限公司(以下統稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於2024年12月31日的綜合財務狀況表、與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及附註(由重大會計政策資料及其他說明資料組成)。

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於2024年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

Independent Auditor's Report

獨立核數師報告

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.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在對綜合財務報表整體進行審計並形成意見的背景處理的，我們不對這些事項提供單獨的意見。

Expected credit loss assessment for loans and advances to customers 給予客戶的貸款及墊款的預期信用損失評估	
Refer to note 16 to the consolidated financial statements and the accounting policies on page 134 to 168. 請參閱綜合財務報表附註16及第134至168頁內會計政策。	
The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 該事項在我們的審計中是如何應對的
<p>Loans and advances to customers constitute a significant portion of the total assets of the Group. As at 31 December 2024, the gross carrying amount of loans and advances to customers and its related expected credit loss ("ECL") allowance amounted to HK\$9,863 million (2023: HK\$7,866 million) and HK\$2,117 million (2023: HK\$2,105 million) respectively. The net carrying amount of HK\$7,746 million (2023: HK\$5,761 million) represented 6% (2023: 5%) of the Group's total assets.</p> <p>給予客戶的貸款及墊款佔 貴集團資產總值的很大一部分。於2024年12月31日，給予客戶的貸款及墊款的賬面總值及其相關預期信用損失撥備分別為9,863百萬港元（2023年：7,866百萬港元）及2,117百萬港元（2023年：2,105百萬港元）。賬面淨值7,746百萬港元（2023年：5,761百萬港元）佔 貴集團總資產6%（2023年：5%）。</p>	<p>Our audit procedures to assess ECL for loans and advances to customers included the following: 我們對給予客戶的貸款及墊款的預期信用損失評估所作審計程序包括下列各項：</p> <ul style="list-style-type: none"> understanding and assessing the design, implementation and operating effectiveness of key internal controls over the credit risk management of loans and advances to customers and the ECL assessment. For the key systems used for the processing of transactions in relation to loans and advances to customers, we involved our information technology specialists to assess the design, implementation and operating effectiveness of a selection of key internal controls over access to these systems and controls over data and change management; 了解及評估給予客戶的貸款及墊款的信貸風險管理的關鍵內部控制及預期信用損失評估的設計、執行及運作成效。對於用於處理給予客戶的貸款及墊款相關的交易的關鍵系統，我們委派我們的資訊科技專家評估針對該等系統使用權限及數據控制及變動管理的經挑選關鍵內部控制的設計、執行及運行成效；

Independent Auditor's Report

獨立核數師報告

Key audit matters (continued)

關鍵審計事項 (續)

Management assesses whether the credit risk of loans and advances to customers has increased significantly since their initial recognition and applies a three-stage impairment model to calculate their ECL. A financial asset is classified as stage 1 when its credit risk has not increased significantly since its initial recognition; otherwise, it is classified as stage 2 or stage 3. Stage 3 applies when a financial asset is credit-impaired. The loss allowance for stage 1 financial assets is measured at an amount equal to a 12-month ECL. The loss allowance for stage 2 and stage 3 financial assets is measured at an amount equal to a lifetime ECL.

管理層會評估給予客戶的貸款及墊款的信貸風險自初始確認以來是否已顯著增加，採用三階段減值模型計算其預期信用損失。當信貸風險自初始確認以來並無顯著增加，則金融資產歸入第一階段，否則歸入第二或第三階段。第三階段適用於信貸減值的金融資產。第一階段金融資產的虧損撥備乃按相等於12個月預期信用損失的金額計量。第二及第三階段金融資產虧損撥備乃按相等於全期預期信用損失的金額計量。

- understanding and assessing the appropriateness of the established policies and procedures for the ECL assessment including the staging criteria, application of assumptions and inputs into the ECL model;
- 了解及評估所制定的預期信用損失評估政策及程序的合適度，包括階段標準、假設運用及預期信用損失模型輸入數據；

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獨立核數師報告

Key audit matters (continued)

關鍵審計事項 (續)

<p>For loans and advances to customers that are categorised as stage 3, management performs individual assessment for each borrower by considering credit enhancements provided to the Group.</p> <p>對於歸入第三階段的給予客戶的貸款及墊款，管理層經考慮提供予 貴集團的信貸提升對每名借款人進行個別評估。</p> <p>As at 31 December 2024, the gross carrying amount of stage 3 loans and advances to customers and its related ECL allowance amounted to HK\$2,104 million and HK\$2,104 million respectively.</p> <p>於2024年12月31日，給予客戶的第三階段貸款及墊款的賬面總值及其相關預期信用損失撥備分別為2,104百萬港元及2,104百萬港元。</p>	<ul style="list-style-type: none"> evaluating the reasonableness and appropriateness of the ECL model by assessing the critical assumptions, inputs and parameters used in the model that has been reviewed by our internal risk modelling specialists. This included the classification of loss stages, probability of default, loss given default, exposure at default, discount rate, adjustments for forward-looking information and other management adjustments. As part of these procedures, we challenged management's revision to estimate and input parameters by comparing with prior period and considered the consistency of judgement; 在我們內部風險模型專家的協助下評估預期信用損失模型的合理性及合適度以及模型採用的關鍵假設、輸入數據及參數，包括虧損階段歸類、違約概率、違約虧損率、違約風險、貼現率、就前瞻性資料所作調整及其他管理調整。作為該等程序的一部分，我們通過與前一期間的比較對管理層的估計及輸入參數的修訂提出質疑，並考慮判斷的一致性； assessing the value of collateral held for a sample of loans and advances to customers with reference to publicly available market prices; 抽樣評估就給予客戶的貸款及墊款所持抵押品的價值，當中參考公開可得市場價格；
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Independent Auditor's Report

獨立核數師報告

Key audit matters (continued)

關鍵審計事項 (續)

The determination of the loss allowance is subject to several key parameters and assumptions, including estimates of probability of default, loss given default, exposures at default and the discount rate, adjustments for forward-looking information and other adjustment factors. Management judgement is involved in the selection of those parameters and the application of the assumptions. 釐定虧損撥備須考慮多項參數及假設，包括估計違約可能性、違約虧損率、違約風險及貼現率、就前瞻性資料及其他調整因素所作調整。於選定該等參數及應用有關假設時，涉及管理層判斷。

In particular, the determination of the loss allowance is heavily dependent on the macro-economic environment and the Group's internal credit risk management strategy. The loss allowance for loans and advances to customers is determined based on estimates whereby management takes into consideration market data, historical overdue data, historical loss experience and other adjustment factors.

尤其是，釐定虧損撥備倚重宏觀經濟環境及 貴集團內部信貸風險管理策略。給予客戶的貸款及墊款的虧損撥備乃根據管理層考慮到市場數據、過往逾期數據、過往虧損經驗及其他調整因素後所作估計釐定。

- assessing the existence of collateral by obtaining independent confirmations or statements from brokers or clearing houses for a sample of securities held as collateral per the Group's records;
- 根據 貴集團記錄就持作抵押品的證券，通過自經紀人或結算所取得獨立確認或聲明，抽樣評估抵押品的真實存在性；

Independent Auditor's Report

獨立核數師報告

Key audit matters (continued)

關鍵審計事項 (續)

<p>Management also exercises judgement in determining the quantum of loss given default based on a range of factors. These include available remedies for recovery, the financial situation of the borrower, the recoverable amount of collateral, the seniority of the claim and existence and cooperativeness of other creditors. When listed stocks are pledged as collateral, the loan balances to collateral ratio, and the stock holding concentration of the borrower, the industry sector and the operation of the issuer, the liquidity restriction on sales of the stock are taken into account in the assessment.</p> <p>管理層亦行使判斷以根據多項因素釐定違約虧損率程度。該等因素包括可用於收回的補救措施、借款人財務狀況、抵押品可收回金額、索償優先次序及其他債權人是否存在及其合作意向。當上市股票作為抵押品予以質押，貸款結餘抵押品比率及借款人持股集中度、發行人所在行業及經營狀況、銷售該股票的流動性限制等因素會被納入評估。</p> <p>The amount of impairment of the loans and advances to customers is significant, and the measurement has a high degree of estimation uncertainty. For measuring ECL, management adopted complex models, employed numerous parameters and data inputs, and applied significant management judgments and assumptions, and involved significant inherent risk. In view of these reasons, we identified this as a key audit matter.</p> <p>給予客戶的貸款及墊款的減值金額重大，且計量具有高度的估計不確定性。就計量預期信用損失而言，管理層採用了複雜的模型，運用了大量的參數及數據，並採用了重大的管理層判斷及假設，涉及重大的固有風險。鑒於該等原因，我們將其確定為關鍵審計事項。</p>	<ul style="list-style-type: none"> • assessing the existence and quality of collateral, guarantees or other forms of credit support such as remedies for recovery in evaluating the adequacy of ECL allowance made by the Group for material loans and advances to customers classified as Stage 3; and • 於評估 貴集團對歸入第三階段的給予客戶的重大貸款及墊款所作預期信用損失撥備充足性時，評估抵押品、擔保或其他形式信貸支持（如收回補救措施）的真實存在性及素質；及 • evaluating whether the disclosures on ECLs for loans and advances to customers meet the disclosure requirements of prevailing accounting standards. • 評估給予客戶的貸款及墊款的預期信用損失披露是否符合現行會計準則披露規定。
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獨立核數師報告

Key audit matters (continued)

關鍵審計事項 (續)

Valuation of Level 3 financial instruments 第三級金融工具估值	
Refer to note 39 to the consolidated financial statements and the accounting policies on page 134 to 168. 請參閱綜合財務報表附註39及第134至168頁內會計政策。	
The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 該事項在我們的審計中是如何應對的
<p>As at 31 December 2024, the fair value of the Group's financial assets and financial liabilities at level 3 amounted to HK\$7,922 million and HK\$6,337 million, presenting 10% and 15% of the Group's financial assets and financial liabilities measured at fair value.</p> <p>於2024年12月31日，貴集團第三級金融資產及金融負債的公平值分別為7,922百萬港元及6,337百萬港元，佔貴集團按公平值計量的金融資產及金融負債的10%及15%。</p> <p>The valuation of the Group's level 3 financial instruments is based on a combination of market data and valuation models which often require judgement.</p> <p>貴集團第三級金融工具估值乃基於對市場數據及估值模型的綜合考慮而定，其通常需要作出判斷。</p> <p>Some of the inputs used in the valuation models are obtained from readily available data in liquid markets. Where such observable data is not readily available, as in the case of level 3 financial instruments, estimates need to be developed which can involve significant management judgement.</p> <p>估值模型所用若干輸入數據乃自流動市場現時可得數據中取得。倘有關可觀察數據並非現時可得，即屬第三級金融工具之情況，則須作出估計，當中會涉及重大管理層判斷。</p>	<p>Our audit procedures to the fair value of level 3 financial instruments included the following:</p> <p>我們第三級金融工具公平值的審計程序包括下列各項：</p> <ul style="list-style-type: none"> assessing the design, implementation and operating effectiveness of key internal controls over the valuation of level 3 financial instruments; 評估第三級金融工具估值的關鍵內部控制的設計、執行及運行成效； reading investment agreements for level 3 financial instruments to understand the relevant investments terms and identify any conditions that were relevant to the valuation of these financial instruments; 閱讀第三級金融工具投資協議以了解相關投資條款及識別與該等金融工具估值相關的任何條件；

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獨立核數師報告

Key audit matters (continued)

關鍵審計事項 (續)

<p>We identified assessing the fair value of level 3 financial instruments as a key audit matter because of the degree of complexity involved in valuing these financial instruments and the significant degree of judgement exercised by management in determining the inputs used in the valuation models.</p> <p>我們將評估第三級金融工具公平值識別為一項關鍵審計事項，概因該等金融工具估值較為複雜且釐定估值模型所用輸入數據須管理層作出重大判斷。</p>	<ul style="list-style-type: none"> engaging our internal valuation specialists to assist us in performing independent valuation of certain level 3 financial instruments where appropriate and compare their valuation with the Group's valuation. This included comparing the valuation derived from the Group's valuation models with our knowledge of current market practice, testing inputs to the fair value calculations and establishing our own valuation models to perform revaluations. If the valuation is determined based on recent transaction price, we evaluated the appropriateness of management assessment and verified the transaction price with supporting documents. For unlisted fixed income securities and unlisted fund investments, we also assessed the quality and sufficiency of the collaterals where appropriate; and 委派我們內部估值專家協助我們對若干第三級金融工具進行獨立估值(如適用)並將該等估值與貴集團估值進行比較。此包括對比貴集團估值模型所得出估值與我們對當前市場慣例的知識、測試公平值計算輸入數據及設立我們自身估值模型進行重估。倘估值乃基於近期交易價格釐定，我們評估管理層評估的合適度及根據支持文件核驗交易價格。對於非上市固定收益證券及非上市基金投資，我們亦評估抵押品之品質及是否充足(如適用)；及
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Independent Auditor's Report

獨立核數師報告

Key audit matters (continued)

關鍵審計事項(續)

	<ul style="list-style-type: none"> • assessing the appropriateness of the use of the net asset value provided by external fund administrators as the fair value of the level 3 financial instruments at reporting date. For the valuation of fund interests we compared the fair value adopted by the Group to the latest reported net asset values from the fund managers, and obtained the audited financial statements of the funds where applicable to check the historical accuracy of the reported net asset values; and • 評估於報告日期將外部基金管理者所提供資產淨值用作第三級金融工具公平值的合適度。對於基金權益估值，我們將 貴集團採用的公平值與基金管理者提供的最新呈報資產淨值進行對比，及取得基金的經審核財務報表（如適用）檢驗所呈報資產淨值的過往準確性；及 • assessing the disclosures in the consolidated financial statements with reference to the requirements of the prevailing accounting standards. • 評估綜合財務報表內披露，當中參考現行會計準則規定。
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Independent Auditor's Report

獨立核數師報告

Information other than the consolidated financial statements and auditor's report thereon

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than 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 the directors for the consolidated financial statements

The directors 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.

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

除綜合財務報表及相關核數師報告外的信息

董事需對其他信息負責。其他信息包括刊載於年度報告內的所有信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助董事履行職責，監督貴集團的財務報告過程。

Independent Auditor's Report

獨立核數師報告

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. This report is made solely to you, as a body, 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 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 scepticism 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.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們遵照香港《公司條例》第405條僅對閣下（作為一個整體）作出本報告，除此以外，本報告並無其他用途。我們不會就核數師報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計於有關情況下適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Independent Auditor's Report

獨立核數師報告

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.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee 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.

核數師就審計綜合財務報表承擔的責任 *(續)*

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 計劃及執行集團審計以就 貴集團內實體或業務單位的財務信息獲取充足、適當的審計憑證，作為對集團財務報表形成意見的基礎。我們負責 貴集團審計的方向、監督和覆核執行的審計工作。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

Independent Auditor's Report

獨立核數師報告

Auditor's responsibilities for the audit of the consolidated financial statements *(continued)*

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and 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 the Audit Committee, 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 this independent auditor's report is Ko Sze Man.

KPMG

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

26 March 2025

核數師就審計綜合財務報表承擔的責任 *(續)*

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，採取行動消除威脅或應用防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是高思敏。

畢馬威會計師事務所

執業會計師

香港中環
遮打道10號
太子大廈8樓

2025年3月26日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

Year ended 31 December 2024

截至2024年12月31日止年度

		Notes	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Revenue	收入	5	4,421,609	3,217,372
Other income	其他收益		5,428	12,722
Revenue and other income	收入及其他收益		4,427,037	3,230,094
Staff costs	員工成本	6	(794,802)	(781,340)
Commission to account executives	客戶主任佣金		(167,540)	(122,538)
Depreciation	折舊		(82,028)	(85,352)
Net impairment charge	淨減值撥備		(26,271)	(59,490)
Other operating expenses	其他經營開支		(559,658)	(494,952)
Operating profit	經營溢利		2,796,738	1,686,422
Finance costs	融資成本	7	(2,430,107)	(1,495,006)
Profit before tax	除稅前溢利	8	366,631	191,416
Income tax (expense)/credit	所得稅(開支)/抵免	9	(15,934)	14,689
Profit for the year	年內溢利		350,697	206,105
Other comprehensive income for the year, net of tax	年內其他全面收益，扣除稅項			
Items that may be reclassified subsequently to profit and loss:	其後可能重新分類至損益：			
– Investments at fair value through other comprehensive income	– 按公平值計入其他全面收益的投資		(50,461)	4,741
– Exchange difference on translation of foreign exchange	– 外匯匯兌差額		(29,008)	5,750
			(79,469)	10,491
Item that will not be reclassified to profit and loss:	其後不可重新分類至損益：			
– Investments at fair value through other comprehensive income	– 按公平值計入其他全面收益的投資		25,438	9,284
Total comprehensive income for the year	年內全面收益總額		296,666	225,880
Profit for the year attributable to:	應佔年內溢利：			
Owners of the Company	本公司擁有人		347,783	201,261
Non-controlling interests	非控股權益		2,914	4,844
			350,697	206,105
Total comprehensive income for the year attributable to:	應佔年內全面收益總額：			
Owners of the Company	本公司擁有人		300,067	223,852
Non-controlling interests	非控股權益		(3,401)	2,028
			296,666	225,880
Earnings per share attributable to ordinary equity holders of the parent	母公司普通股股東應佔每股盈利			
– Basic (in HK cents)	– 基本(以港仙計)	11(a)	3.6	2.1
– Diluted (in HK cents)	– 攤薄(以港仙計)	11(b)	3.6	2.1

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2024
於2024年12月31日

		Notes	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
		附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	456,612	433,910
Goodwill and other intangible assets	商譽及其他無形資產	13	22,886	22,886
Other assets	其他資產	14	17,932	18,961
Deferred tax assets	遞延稅項資產	15	275,846	277,892
Derivative financial instruments	衍生金融工具	21	244,946	323,154
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	20	5,602,967	16,645,948
– Financial assets held for trading and investments	– 持作交易及投資的金融資產		1,238,747	1,825,052
– Financial products	– 金融產品		4,364,220	14,820,896
Total non-current assets	非流動資產總額		6,621,189	17,722,751
Current assets	流動資產			
Loans and advances to customers	給予客戶的貸款及墊款	16	7,746,401	5,761,594
Accounts receivable	應收款項	18	11,096,370	8,391,475
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	19	218,937	219,685
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	20	64,722,825	51,413,001
– Financial assets held for trading and investments	– 持作交易及投資的金融資產		28,833,169	17,698,760
– Financial products	– 金融產品		35,889,656	33,714,241
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產	20	8,985,272	446,604
Derivative financial instruments	衍生金融工具	21	1,511,594	1,612,106
Receivable from reverse repurchase agreements	反向回購協議應收款項	22	9,982,509	739,579
Tax recoverable	可收回稅項		29,821	70,525
Client trust bank balances	客戶信託銀行結餘	23	12,054,082	13,750,018
Cash and cash equivalents	現金及現金等價物	23	7,204,149	7,407,815
Total current assets	流動資產總額		123,551,960	89,812,402

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2024
於2024年12月31日

		Notes 附註	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Current liabilities	流動負債			
Accounts payable	應付款項	24	(19,714,804)	(18,048,359)
Other payables and accrued liabilities	其他應付款項及應計負債	25	(809,290)	(654,141)
Derivative financial instruments	衍生金融工具	21	(1,747,753)	(1,396,383)
Interest bearing borrowings	計息借款	26	(5,935,911)	(9,935,696)
Debt securities in issue	已發行債務證券	27	(41,244,641)	(31,427,498)
– At amortised cost	– 按攤銷成本		(7,463,994)	(2,808,810)
– Designated at fair value through profit or loss	– 指定按公平值計入損益		(33,780,647)	(28,618,688)
Financial liabilities at fair value through profit or loss	按公平值計入損益的金融負債	28	(3,122,085)	(2,432,272)
Obligations under repurchase agreements	回購協議債項	29	(35,113,555)	(14,027,595)
Tax payable	應付稅項		(4,516)	(4,574)
Total current liabilities	流動負債總額		(107,692,555)	(77,926,518)
Net current assets	流動資產淨值		15,859,405	11,885,884
Total assets less current liabilities	資產總額減流動負債		22,480,594	29,608,635
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	15	(9,015)	(9,506)
Interest bearing borrowings	計息借款	26	(20,889)	(3,725)
Derivative financial instruments	衍生金融工具	21	(310,376)	(297,192)
Debt securities in issue	已發行債務證券	27	(7,113,611)	(14,336,214)
– At amortised cost	– 按攤銷成本		(3,125,610)	(3,144,937)
– Designated at fair value through profit or loss	– 指定按公平值計入損益		(3,988,001)	(11,191,277)
Total non-current liabilities	非流動負債總額		(7,453,891)	(14,646,637)
Net assets	資產淨值		15,026,703	14,961,998

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2024
於2024年12月31日

			2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
		Notes 附註		
Equity	權益			
Share capital	股本	30	10,911,163	10,911,163
Other reserve	其他儲備	32	(1,236,460)	(1,236,460)
Currency translation reserve	貨幣換算儲備		(17,451)	5,242
Share option reserve	購股權儲備	31	13,083	19,432
Investment revaluation reserve	投資重估儲備	32	(24,923)	4,893
Retained profits	保留溢利		5,269,245	5,135,203
Equity attributable to holders of the Shares	股份股東應佔權益		14,914,657	14,839,473
Non-controlling interests	非控股權益		112,046	122,525
Total equity	權益總額		15,026,703	14,961,998

Dr. YIM Fung
閻峰博士
Director
董事

Ms. QI Haiying
祁海英女士
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2024

截至2024年12月31日止年度

		Share capital	Other reserve	Currency translation reserve	Share option reserve	Retained profits	Investment revaluation reserve (recycling)	Investment revaluation reserve (non-recycling)	Total	Non-controlling interests	Total equity
		股本	其他儲備	貨幣換算儲備	購股權儲備	保留溢利	投資重估儲備 (可劃轉)	投資重估儲備 (不可劃轉)	總計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Balance at 31 December 2022 and 1 January 2023	於2022年12月31日及2023年1月1日的結餘	10,911,163	(1,236,460)	(3,324)	26,132	5,114,186	-	(4,998)	14,806,699	129,497	14,936,196
Total comprehensive income for the year	年內全面收益總額	-	-	8,566	-	201,261	4,741	9,284	223,852	2,028	225,880
Disposal of equity instruments	出售權益工具	-	-	-	-	4,134	-	(4,134)	-	-	-
Transfer of share option reserve upon the forfeiture of share options (note 31)	購股權失效而轉讓購股權儲備 (附註31)	-	-	-	(6,700)	6,700	-	-	-	-	-
Share repurchase (note 30(a))	股份購回 (附註30(a))	-	-	-	-	-	-	-	-	-	-
Final special dividend for 2022 (note 10)	2022年末期特別股息 (附註10)	-	-	-	-	(95,539)	-	-	(95,539)	-	(95,539)
Interim dividend for 2023 (note 10)	2023年中期股息 (附註10)	-	-	-	-	(95,539)	-	-	(95,539)	-	(95,539)
Dividend paid to non-controlling interest	向非控股權益派付的股息	-	-	-	-	-	-	-	-	(9,000)	(9,000)
Balance at 31 December 2023	於2023年12月31日的結餘	10,911,163	(1,236,460)	5,242	19,432	5,135,203	4,741	152	14,839,473	122,525	14,961,998
Balance at 31 December 2023 and 1 January 2024	於2023年12月31日及2024年1月1日的結餘	10,911,163	(1,236,460)	5,242	19,432	5,135,203	4,741	152	14,839,473	122,525	14,961,998
Total comprehensive income for the year	年內全面收益總額	-	-	(22,693)	-	347,783	(50,461)	25,438	300,067	(3,401)	296,666
Disposal of equity investments	處置權益類投資	-	-	-	-	4,793	-	(4,793)	-	-	-
Transfer of share option reserve upon the forfeiture of share options (note 31)	購股權失效而轉讓購股權儲備 (附註31)	-	-	-	(6,349)	6,349	-	-	-	-	-
Share repurchase (note 30(a))	股份購回 (附註30(a))	-	-	-	-	(14,815)	-	-	(14,815)	-	(14,815)
Final dividend for 2023 (note 10)	2023年末期股息 (附註10)	-	-	-	-	(95,539)	-	-	(95,539)	-	(95,539)
Interim dividend for 2024 (note 10)	2024年中期股息 (附註10)	-	-	-	-	(114,529)	-	-	(114,529)	-	(114,529)
Liquidation of a subsidiary (capital redemption)	清盤一間附屬公司 (資本贖回)	-	-	-	-	-	-	-	-	(5,000)	(5,000)
Dividend paid to non-controlling interest	向非控股權益派付的股息	-	-	-	-	-	-	-	-	(2,078)	(2,078)
Balance at 31 December 2024	於2024年12月31日的結餘	10,911,163	(1,236,460)	(17,451)	13,083	5,269,245	(45,720)	20,797	14,914,657	112,046	15,026,703

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2024
截至2024年12月31日止年度

		Notes	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Net cash flows from operating activities	經營活動所得現金流量淨額	35	1,781,110	(4,906,371)
Cash flows from investing activities	投資活動現金流量			
Liquidation of a subsidiary	清盤一間附屬公司		(5,000)	–
Purchases of property, plant and equipment	購買物業、廠房及設備	12	(45,750)	(32,670)
Net cash flows used in investing activities	投資活動動用現金流量淨額		(50,750)	(32,670)
Cash flows from financing activities	融資活動現金流量			
Net proceed of bank borrowings	銀行借款所得款項淨額		(4,017,566)	612,324
Proceeds from issuance of debt securities	發行債務證券所得款項		119,019,225	84,715,981
Repayment of debt securities	償還債務證券		(116,976,777)	(80,508,594)
Dividend paid to shareholders and non-controlling interest	向股東及非控股權益派付的股息	10	(212,146)	(200,078)
Principal portion of lease payments	租賃付款的本金部分		(24,371)	(34,155)
Interest portion of lease payments	租賃付款的利息部分		(1,636)	(1,168)
Repurchase of Shares	回購股份	30	(14,815)	–
Net cash flows (used in)/from financing activities	融資活動(所用)/所得現金流量淨額		(2,228,086)	4,584,310
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額		(497,726)	(354,731)
Cash and cash equivalents at beginning of year	年初現金及現金等價物		7,188,329	7,537,316
Effect of foreign exchange rate changes, net	匯率變動的影響淨額		(28,761)	5,781
Effect of impairment provision on cash and cash equivalents, net	減值撥備對現金及現金等價物的影響淨額		225	(37)
Cash and cash equivalents at end of year	年末現金及現金等價物		6,662,067	7,188,329

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2024
截至2024年12月31日止年度

	Notes	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Analysis of balances of cash and cash equivalents	現金及現金等價物的結餘分析		
Cash and bank balances	現金及銀行結餘 23	5,999,235	6,474,841
Non-pledged time deposits with original maturity of less than three months when acquired	存放時原到期日不足三個月的未抵押定期存款 23	662,832	713,488
Cash and cash equivalents as stated in the consolidated statement of cash flows	綜合現金流量表所列之現金及現金等價物	6,662,067	7,188,329
Non-pledged time deposits with original maturity more than three months but less than one year when acquired	存放時原到期日超過三個月，但不足一年的未抵押定期存款 23	542,082	219,486
Cash and cash equivalents as stated in the consolidated statement of financial position	綜合財務狀況表所列之現金及現金等價物	7,204,149	7,407,815

Notes to Financial Statements

財務報表附註

31 December 2024
2024年12月31日

1. Corporate and group information

The Company was incorporated on 8 March 2010 in Hong Kong with limited liability under the CO and its Shares were listed on the Stock Exchange on 8 July 2010. The registered office address of the Company is 27th Floor, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong. The Company is an investment holding company and its subsidiaries are principally engaged in brokerage, corporate finance, asset management, loans and financing, financial products, market making and investments.

The Company's immediate holding company and ultimate holding company are GTJA Financial incorporated in Hong Kong and GTJA incorporated in the PRC, respectively.

Particulars of the principal subsidiaries as at 31 December 2024 are as follows:

Company name 公司名稱	Place of incorporation and business 註冊成立及經營地點	Share capital 股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Guotai Junan (Hong Kong) Limited	Samoa/Hong Kong	US\$816,300,000	100%	–	Provision of general administration and support services to its subsidiaries
國泰君安(香港)有限公司	薩摩亞／香港	816,300,000美元	100%	–	向其附屬公司提供一般管理及支援服務
Guotai Junan International (Singapore) Pte. Limited	Singapore	SG\$9,300,000	100%	–	Provision of general administration and support services to its subsidiaries
	新加坡	9,300,000新加坡元	100%	–	向其附屬公司提供一般管理及支援服務
Guotai Junan International Asset Management (Singapore) Pte. Limited	Singapore	SG\$21,703,325	100%	–	Asset management
	新加坡	21,703,325新加坡元	100%	–	資產管理
Guotai Junan International Securities (Singapore) Pte. Limited	Singapore	SG\$34,130,819	100%	–	Securities brokerage and other financial services
	新加坡	34,130,819新加坡元	100%	–	證券經紀及其他金融服務

1. 公司及集團資料

本公司為於2010年3月8日根據《公司條例》在香港註冊成立之有限公司，本公司的股份於2010年7月8日在聯交所上市。本公司註冊辦事處的地址為香港皇后大道中181號新紀元廣場低座27樓。本公司為投資控股公司，其附屬公司主要從事經紀、企業融資、資產管理、貸款及融資、金融產品、做市及投資業務。

本公司的直接控股公司及最終控股公司分別為於香港註冊成立的國泰君安金融及於中國註冊成立的國泰君安。

於2024年12月31日，主要附屬公司的詳情如下：

Notes to Financial Statements

財務報表附註

31 December 2024
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1. Corporate and group information (continued)

1. 公司及集團資料(續)

Company name 公司名稱	Place of incorporation and business 註冊成立及經營地點	Share capital 股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Guotai Junan Securities (Hong Kong) Limited	Hong Kong	HK\$7,500,000,000	100%	–	Securities dealing and broking and provision of wealth management services
國泰君安證券(香港)有限公司	香港	7,500,000,000港元	100%	–	證券交易及經紀以及提供財富管理服務
Guotai Junan Futures (Hong Kong) Limited	Hong Kong	HK\$50,000,000	100%	–	Futures dealing and broking
國泰君安期貨(香港)有限公司	香港	50,000,000港元	100%	–	期貨買賣及經紀
Guotai Junan Finance (Hong Kong) Limited ²	Hong Kong	HK\$1,760,000,000	100%	–	Trading in securities
國泰君安財務(香港)有限公司 ²	香港	1,760,000,000港元	100%	–	證券買賣
Guotai Junan Capital Limited	Hong Kong	HK\$50,000,000	100%	–	Provision of consultancy and financial services
國泰君安融資有限公司	香港	50,000,000港元	100%	–	提供諮詢及財務服務
Guotai Junan Assets (Asia) Limited	Hong Kong	HK\$50,000,000	100%	–	Asset management
國泰君安資產管理(亞洲)有限公司	香港	50,000,000港元	100%	–	資產管理
Guotai Junan Financial Products Limited	Hong Kong	HK\$1,000,000	100%	–	Trading in securities
國泰君安金融產品有限公司	香港	1,000,000港元	100%	–	證券買賣
Guotai Junan FX Limited	Hong Kong	HK\$30,000,000	100%	–	Leveraged foreign exchange dealing and broking
國泰君安外匯有限公司	香港	30,000,000港元	100%	–	槓桿式外匯交易及經紀
Guotai Junan Securities (Vietnam) Corporation	Vietnam	VND693,500 million	–	50.97%	Securities dealing and broking and margin financing
國泰君安證券(越南)股份公司	越南	693,500,000,000越南盾	–	50.97%	證券交易、經紀及孖展融資
Guotai Junan Securities (Macau) Company Limited	Macau	MOP100,000,000	100%	–	Securities dealing and broking and provision of wealth management services
國泰君安證券(澳門)一人有限公司	澳門	100,000,000澳門元	100%	–	證券交易及經紀以及提供財富管理服務
Guotai Junan Asia Dynamic Fund	Cayman Islands	Note 1	–	100%	Investments holding
	開曼群島	附註1	–	100%	投資控股

Notes to Financial Statements

財務報表附註

31 December 2024
2024年12月31日

1. Corporate and group information (continued)

1. 公司及集團資料(續)

Company name 公司名稱	Place of incorporation and business 註冊成立及經營地點	Share capital 股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Guotai Junan Asia Investment Grade Bond Fund SP	Cayman Islands	Note 1	–	53%	Investments holding
	開曼群島	附註1	–	53%	投資控股
Guotai Junan Value Vintage Equity Feeder Fund	Cayman Islands	Note 1	–	99%	Investments holding
	開曼群島	附註1	–	99%	投資控股
Guotai Junan International Private Equity Fund SPC	Cayman Islands	Note 1	–	100%	Investments holding
	開曼群島	附註1	–	100%	投資控股
Guotai Junan Greater China Growth Fund 國泰君安大中華增長基金	Hong Kong	Note 1	–	60%	Investments holding
	香港	附註1	–	60%	投資控股
Guotai Junan Asia Equity Long-Short Fund	Singapore	Note 1	–	100%	Investments holding
	新加坡	附註1	–	100%	投資控股
Guotai Junan Investment Grade Bond Fund	Hong Kong	Note 1	–	100%	Investments holding
	香港	附註1	–	100%	投資控股

Note 1: These consolidated investment funds are subsidiaries for the purpose of Appendix 16 of the Listing Rules. These consolidated investment funds are not body corporates and therefore do not have any share capital.

Note 2: During the year ended 31 December 2024, the Company subscribed newly issued shares of Guotai Junan Finance (Hong Kong) Limited at a consideration of HK\$1,460,000,000.

Note 3: During the year ended 31 December 2024, Guotai Junan Fund Management Limited completed its capital return to shareholders. In January 2025, Guotai Junan Fund Management Limited completed its members' voluntary liquidation.

附註1：就《上市規則》附錄十六而言，該等綜合投資基金為附屬公司。該等綜合投資基金並非法人團體，因此並不擁有任何股本。

附註2：截至2024年12月31日止年度，本公司以代價1,460,000,000港元認購國泰君安財務（香港）有限公司新發行的股份。

附註3：截至2024年12月31日止年度，國泰君安基金管理有限公司已完成股東資本回報。於2025年1月，國泰君安基金管理有限公司完成其成員公司自願清盤。

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財務報表附註

31 December 2024
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1. Corporate and group information *(continued)*

The above table lists the subsidiaries of the Company which, in the opinion of the Group, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the Group, result in particulars of excessive length.

These financial statements were approved and authorised for issue by the Board on 26 March 2025.

2.1 Basis of preparation

These financial statements have been prepared in accordance with HKFRSs (which include all applicable HKFRSs, HKASs and Interpretations issued by the HKICPA, and the CO. These financial statements also comply with the applicable disclosure provisions of the Listing Rules. Material accounting policies adopted by the Group are disclosed below. The consolidated financial statement have been prepared under the historical cost convention, except for financial assets and financial liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, debt securities in issue designated at fair value through profit or loss and derivative financial instruments which have been measured at fair value.

These financial statements are presented in HK\$ and all values are rounded to the nearest thousand except when otherwise stated.

1. 公司及集團資料 *(續)*

上表載列本集團認為對本年度業績產生主要影響或構成本集團資產淨值主要部分之本公司附屬公司。本集團認為，列出其他附屬公司之資料會導致篇幅過於冗長。

該等財務報表已於2025年3月26日獲董事會批准及授權刊發。

2.1 編製基準

該等財務報表乃根據香港會計師公會頒佈的香港財務報告準則（其包括所有適用的香港財務報告準則、香港會計準則及詮釋）及《公司條例》編製。該等財務報表亦符合《上市規則》之適用披露條文。本集團所採納的重大會計政策披露於下文。除按公平值計入損益的金融資產及金融負債、按公平值計入其他全面收益的金融資產、指定按公平值計入損益的已發行債務證券以及衍生金融工具以公平值計量外，該等綜合財務報表已根據歷史成本慣例編製。

除非另有說明，該等財務報表乃以港元呈列，且所有數值已約整至最接近之千位數。

Notes to Financial Statements

財務報表附註

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2.1 Basis of preparation *(continued)*

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2024. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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

Certain comparative figures have been reclassified to conform to current year's presentation.

2.1 編製基準 *(續)*

綜合基準

綜合財務報表載有截至2024年12月31日止年度本公司及其附屬公司的財務報表。附屬公司為本公司直接或間接控制的實體（包括結構性實體）。當本集團承受或享有參與被投資公司業務的可變回報以及能通過對被投資公司的權力（即本集團獲賦予現有能以主導被投資公司相關活動的既存權利）影響該等回報時，即取得控制權。

倘本公司直接或間接擁有被投資公司不足構成大多數的投票權或類似權利，則本集團於評估其是否擁有對被投資公司的權力時會考慮一切相關事實及情況，包括：

- (a) 與被投資公司其他投票權持有人的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司的財務報表乃與本公司於相同申報期間採納一致的會計政策編製。附屬公司業績自本集團取得控制權當日起綜合入賬，並將一直綜合入賬直至該控制權終止當日。

損益及其他全面收益的各組成部分乃屬本集團母公司擁有人及非控股權益所有，即使此舉將導致非控股權益產生虧絀餘額。有關本集團成員公司間交易之全部集團內公司間資產及負債、權益、收入、開支及現金流量將於綜合入賬時悉數抵銷。

本集團將於有事實及情況顯示上述三個控制要素中的一個或多個出現變動時重新評估是否控制被投資公司。附屬公司之擁有權變動（並無失去控制權）將計入股權交易。

若干比較數字已重新分類以配合本年度之呈報。

Notes to Financial Statements

財務報表附註

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2.2 Changes in accounting policies and disclosures

(i) New and amended HKFRSs

The Group has applied the following amendments to HKFRSs issued by the HKICPA to these financial statements for the current accounting period:

- 2020 amendments and 2022 amendments
- Amendments to HKFRS 16, Leases – Lease liability in a sale and leaseback
- Amendments to HKAS 7, Statement of cash flows and HKFRS 7, Financial instruments: Disclosures – Supplier finance arrangements

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period. Impacts of the adoption of the amended HKFRSs are discussed below:

2.2 會計政策變動及披露

(i) 新訂及經修訂香港財務報告準則

本集團已就本會計期間應用以下由香港會計師公會頒佈之香港財務報告準則之修訂：

- 2020年修訂本及2022年修訂本
- 香港財務報告準則第16號（修訂本），租賃－售後租回交易中的租賃負債
- 香港會計準則第7號（修訂本），現金流量表及香港財務報告準則第7號金融工具：披露－供應商財務安排

本集團並無應用任何於本會計期間尚未生效的新訂準則或詮釋。採納經修訂香港財務報告準則的影響論述如下：

Notes to Financial Statements

財務報表附註

31 December 2024
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2.2 Changes in accounting policies and disclosures *(continued)*

(i) New and amended HKFRSs *(continued)*

2020 amendments and 2022 amendments

2020 amendments and 2022 amendments impact the classification of a liability as current or non-current, and have been applied retrospectively as a package.

The 2020 amendments primarily clarify the classification of a liability that can be settled in its own equity instruments. If the terms of a liability could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments and that conversion option is accounted for as an equity instrument, these terms do not affect the classification of the liability as current or non-current. Otherwise, the transfer of equity instruments would constitute settlement of the liability and impact classification.

The 2022 amendments specify that conditions with which an entity must comply after the reporting date do not affect the classification of a liability as current or non-current. However, the entity is required to disclose information about non-current liabilities subject to such conditions.

Upon the adoption of the amendments, the Group has reassessed the classification of its liabilities as current or non-current and did not identify any reclassification to be made.

2.2 會計政策變動及披露 *(續)*

(i) 新訂及經修訂香港財務報告準則 *(續)*

2020年修訂本及2022年修訂本

2020年修訂本及2022年修訂本影響負債分類為流動或非流動，並已作為一個整體回溯應用。

2020年修訂本主要釐清可用自身權益工具結算的負債分類。倘負債條款（由對手方選擇）可通過轉讓該實體自身的權益工具結算，並且該轉換權作為權益工具入賬，則該等條款不會影響負債的流動或非流動分類。否則，權益工具的轉讓將構成負債的清償，並影響分類。

2022年修訂本規定，實體於報告日期後必須遵守的條件不影響負債分類為流動或非流動。然而，該實體必須披露受此類條件約束的非流動負債之資料。

於採納該等修訂本後，本集團已重新評估其負債分類為流動或非流動，且並未釐定須作出任何重新分類。

Notes to Financial Statements

財務報表附註

31 December 2024
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2.2 Changes in accounting policies and disclosures (continued)

(i) New and amended HKFRSs (continued)

Amendments to HKFRS 16, Leases – Lease liability in a sale and leaseback

The amendments clarify how an entity accounts for a sale and leaseback after the date of the transaction. The amendments require the seller-lessee to apply the general requirements for subsequent accounting of the lease liability in such a way that it does not recognise any gain or loss relating to the right of use it retains. A seller-lessee is required to apply the amendments retrospectively to sale and leaseback transactions entered into after the date of initial application. The amendments do not have a material impact on these financial statements as the Group has not entered into any sale and leaseback transactions.

Amendments to HKAS 7, Statement of cash flows and HKFRS 7, Financial instruments: disclosures – Supplier finance arrangements

The amendments introduce new disclosure requirements to enhance transparency of supplier finance arrangements and their effects on an entity's liabilities, cash flows and exposure to liquidity risk. As the Group does not have supplier finance arrangements, the amendments do not have any impact on the Group's financial statements.

2.2 會計政策變動及披露 (續)

(i) 新訂及經修訂香港財務報告準則 (續)

香港財務報告準則第16號 (修訂本)，租賃－售後租回交易中的租賃負債

該修訂本闡明實體於交易日後如何計量售後租回交易。該修訂本要求賣方兼承租人應以一般要求對租賃負債進行後續計量，以確保不會確認與其所保留的使用權相關的任何收益或虧損。賣方兼承租人須追溯應用該修訂本於首次應用日期後訂立的售後租回交易。由於本集團並無進行任何售後租回交易，故該修訂本對該等財務報表並無重大影響。

香港會計準則第7號 (修訂本)，現金流量表及香港財務報告準則第7號金融工具：披露－供應商財務安排

該修訂本引入新的披露要求，以提高供應商財務安排的透明度及其對實體負債、現金流量及流動性風險敞口的影響。由於本集團並無供應商財務安排，故該修訂本對本集團財務報表並無任何影響。

Notes to Financial Statements

財務報表附註

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2.3 Material accounting policies

Fair value measurement

The Group measures its financial assets and financial liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, debt securities in issue designated at fair value through profit or loss and derivative financial instruments, fund investments, debt investments and equity investments at fair value at the end of each reporting period. 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, (or in the absence of a principal market) in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2.3 重大會計政策

公平值計量

本集團於各報告期末按公平值計量其按公平值計入損益的金融資產及金融負債、按公平值計入其他全面收益的金融資產、指定為按公平值計入損益之已發行債務證券、衍生金融工具、基金投資、債務投資及股本投資。公平值為市場參與者於計量日期在有序交易中出售資產所收取的價格或轉讓負債所支付的價格。公平值計量乃基於出售資產或轉讓負債的交易於資產或負債主要市場或（在無主要市場情況下）最具優勢的資產或負債市場進行的假設而作出。主要或最具優勢市場須為本集團可進入之市場。資產或負債的公平值乃採用市場參與者於資產或負債定價時會採用的假設計量，並假定市場參與者以其最佳經濟利益行事。

非金融資產的公平值計量須計及市場參與者通過最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途的其他市場參與者，以產生經濟效益的能力。

本集團採納適用於不同情況且具備充分數據以供計量公平值的估值方法，以盡量使用相關可觀察參數及盡量減少使用無法觀察參數。

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2.3 Material accounting policies (continued)

Fair value measurement (continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1	–	based on quoted prices (unadjusted) in active markets for identical assets or liabilities
Level 2	–	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable (either directly or indirectly)
Level 3	–	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

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

2.3 重大會計政策 (續)

公平值計量 (續)

所有於財務報表計量或披露公平值的資產及負債乃基於對公平值計量整體而言屬重大的最低層參數按以下公平值等級分類：

第1級	–	基於相同資產或負債於活躍市場的報價 (未經調整)
第2級	–	基於對公平值計量而言屬重大的最低層參數為可觀察 (直接或間接) 的估值方法
第3級	–	基於對公平值計量而言屬重大的最低層參數為無法觀察的估值方法

就按經常性基準於財務報表確認的資產及負債而言，本集團通過於各報告期末重新評估分類 (基於對公平值計量整體而言屬重大的最低層參數) 確定是否發生不同等級轉移。

非金融資產減值

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

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2.3 Material accounting policies (continued)

Impairment of non-financial assets (continued)

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

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

Property, plant and equipment and depreciation

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

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

2.3 重大會計政策(續)

非金融資產減值(續)

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

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

物業、廠房及設備與折舊

物業、廠房及設備乃以成本減累計折舊及任何減值虧損後列賬。物業、廠房及設備項目成本包括其購買價及使該項資產處於現行運作狀況及運送至其預期使用位置的任何直接應佔成本。

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

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財務報表附註

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2.3 Material accounting policies (continued)

Property, plant and equipment and depreciation (continued)

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

Buildings	25-40 years
Leasehold improvements	3 years
Office equipment	3 years
Furniture and fixtures	3 years
Motor vehicles	3 years

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

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

2.3 重大會計政策 (續)

物業、廠房及設備與折舊 (續)

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

樓宇	二十五至四十年
租賃物業裝修	三年
辦公室設備	三年
傢俬及裝置	三年
汽車	三年

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

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

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財務報表附註

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2.3 Material accounting policies (continued)

Leases

The Group assesses at contract inception whether a contract is, or contains, 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.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leasehold land	25 to 40 years
Building	1 to 3 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The Group's right-of-use assets are included in property, plant and equipment.

2.3 重大會計政策 (續)

租賃

本集團於合約開始時評估合約是否屬於或包含租賃。倘合約授予權利以代價為交換在某一時期內控制使用已識別資產，則合約屬於或包含租約。

本集團作為承租人

本集團就所有租賃應用單一確認及計量方法，惟短期租賃及低價值資產租賃除外。本集團確認作出租賃付款的租賃負債及使用權資產（即使用相關資產的權利）。

(a) 使用權資產

使用權資產乃於租賃開始日期（即相關資產可供使用日期）確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產的成本包括已確認之租賃負債金額、已產生之初始直接成本以及於開始日期或之前作出的租賃付款減已收取之任何租賃優惠。使用權資產按直線法就租期與資產的估計可使用年期中的較短者折舊如下：

租賃土地	二十五至四十年
樓宇	一至三年

倘已租賃資產的所有權在租賃期結束時轉移至本集團或成本反映了購買選擇權的行使，則利用資產的估計可使用年期計算折舊。

本集團的使用權資產計入物業、廠房及設備。

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2.3 Material accounting policies (continued)

Leases (continued)

Group as a lessee (continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. 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, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease (if the lease term reflects the Group exercising the option to terminate). The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in interest bearing borrowings.

2.3 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

(b) 租賃負債

租賃負債於租賃開始日期按租期內將作出的租賃付款現值確認。租賃付款包括固定付款 (包括實質固定付款) 減任何應收租賃優惠、以指數或利率為基準的可變租賃付款，及預期將根據剩餘價值擔保支付的金額。租賃付款亦包括可合理確認由本集團行使的購買選擇權的行使價及終止租賃的罰款 (倘租期反映本集團行使終止權)。並非基於指數或利率而定的可變租賃付款於引發付款的事件或條件出現期間確認為開支。

在計算租賃付款現值時，由於租賃隱含的利率無法立即確定，本集團使用租賃開始日期的遞增借貸利率。開始日期後，增加租賃負債金額以反映利息的累計及減少租賃負債金額以反映已作出租賃付款。此外，倘進行修改、租期變動、租賃付款變動 (如因指數或利率變化而導致的未來租賃付款變更) 或購買相關資產的選擇權評估變動，則重新計量租賃負債賬面值。

本集團的租賃負債乃計入計息借款。

Notes to Financial Statements

財務報表附註

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2.3 Material accounting policies (continued)

Leases (continued)

Group as a lessee (continued)

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of property and office equipment (that is those leases 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 leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the consolidated statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the rewards and risks and rewards incidental to ownership of an underlying assets to the lessee Group (other than legal title, are accounted for as finance leases.

2.3 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

(c) 短期租賃及低價值資產租賃

本集團對其物業及辦公室設備的短期租賃(從開始日期起租期為12個月或以下且不包含購買選擇權的租賃)應用短期租賃確認豁免。本集團對於被視作低價值辦公室設備及手提電腦租賃亦應用低價值資產租賃確認豁免。

短期租賃及低價值資產租賃的租賃付款在租賃期內採用直線法確認作開支。

本集團作為出租人

當本集團作為出租人時，其於租賃開始時(或修改租約時)釐定各租賃是否為經營租賃或融資租賃。

倘屬本集團並未轉移資產擁有權所附帶之絕大部分風險及報酬之租賃，均分類為經營租賃。當合約包含租賃及非租賃組成部分時，本集團以相對獨立的銷售價格為基礎將合約中的代價分配至各組成部分。租金收入於租賃期按直線法入賬並由於其經營性質於綜合損益表內計入收益。磋商及安排經營租賃所產生最初直接成本會加入租賃資產賬面值，並按與租金收入相同之基準於租賃期內確認。或然租金於賺取期間確認為收益。

將相關資產所有權附帶的絕大部分報酬及風險轉讓予承租人集團的租賃(法定所有權除外)均作為融資租賃入賬。

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財務報表附註

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2.3 Material accounting policies (continued)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed 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. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

2.3 重大會計政策(續)

業務合併及商譽

業務合併採用收購法列賬。轉讓代價按收購日的公平值計量，即本集團所轉讓資產、本集團承擔之所收購公司前擁有人負債與本集團為換取所購公司控制權而發行的股權於收購日的公平值的總和。就各項業務合併而言，本集團選擇是否按公平值或佔所收購公司的可識別資產淨值的比例計量於收購公司的非控股權益（為現有所有權權益及授權其持有人在清盤情況下按比例分佔資產淨值）。非控股權益的所有其他組成部分按公平值計量。收購相關成本於產生時支銷。

當本集團收購業務時，會根據合約條款、收購日的經濟環境及有關條件來評估承擔的金融資產及負債，並進行適當的分類及列示。其包括區分被收購方所訂立的主合約中的嵌入式衍生工具。

倘業務合併為分階段實現，之前持有的股權按收購日的公平值重新計量，且產生的任何收益或虧損於損益中確認。

收購方將予轉讓的任何或然代價按收購日的公平值確認。分類為資產或負債的或然代價按公平值計量，公平值的變動於損益中確認。分類為權益的或然代價並不重新計量且隨後結算於權益內列賬。

Notes to Financial Statements

財務報表附註

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2.3 Material accounting policies (continued)

Business combinations and goodwill (continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

2.3 重大會計政策(續)

業務合併及商譽(續)

商譽初步按成本計量，即已轉讓代價、就非控股權益確認金額及本集團任何之前於被收購方持有股權的公平值之總額超逾所收購可識別資產淨值及所承擔負債的差額。倘該代價及其他項目的總和低於所收購資產淨值的公平值，其差額（經重新評估後）將於損益確認為議價購買收益。

首次確認後，商譽按成本減任何累積減值虧損計量。商譽每年進行一次減值測試或倘出現任何事件或情況轉變顯示賬面值可能減值，則須進行更頻密的測試。本集團每年於12月31日進行其商譽減值測試。為進行商譽減值測試，業務合併中所收購的商譽應當自收購日起分攤至本集團預計能自業務合併的協同效應中收益的各現金產生單位或現金產生單位組別，而不論本集團的其他資產或負債是否分攤至該等單位或單位組別。

減值乃通過評估與商譽有關現金產生單位（現金產生單位組別）的可收回金額而釐定。倘現金產生單位（現金產生單位組別）的可收回金額低於賬面值，則確認減值虧損。就商譽確認的減值虧損不會於其後期間撥回。

當商譽分配至現金產生單位（或現金產生單位組別）且該單位內的部分營運被出售，則在確出售收益或虧損時，出售營運相關的商譽也被包括在營運賬面值中。在此情況下出售的商譽乃根據所出售的營運及所保留的現金產生單位部分的相關價值而計量。

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財務報表附註

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2.3 Material accounting policies (continued)

Intangible assets (other than goodwill)

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

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

Financial assets and liabilities

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset.

2.3 重大會計政策 (續)

無形資產 (商譽除外)

無形資產初始確認時按成本計量。無形資產可分為有特定可使用年期或無特定可使用年期。有特定可使用年期的無形資產其後於可使用經濟年期內攤銷，並在有跡象顯示無形資產可能出現減值時進行減值評估。有特定可使用年期的無形資產的攤銷年期及攤銷方法於各財政年度末至少檢討一次。

無特定可使用年期的無形資產包括於聯交所及香港期貨交易所有限公司或通過其進行買賣的合資格權利，乃個別或按現金產生單位組別按年進行減值測試。該等無形資產無須攤銷。無特定可使用年期的無形資產的可使用年期會每年檢討，以釐定無特定使用年期評估是否仍然適用。如不適用，資產由無特定可使用年期轉至有特定可使用年期作出評估的改變，乃按未來使用基準入賬。

金融資產及負債

初始確認及計量

當實體成為工具合約條文的訂約方時，確認金融資產及金融負債。常規金融資產買賣於交易日（即本集團承諾購買或出售資產之日）確認。

Notes to Financial Statements

財務報表附註

31 December 2024
2024年12月31日

2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

Initial recognition and measurement (continued)

At initial recognition, the Group measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability, such as fees and commissions. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit or loss. Immediately after initial recognition, an ECL allowance is recognised for financial assets measured at amortised cost and investments in debt instruments measured at fair value through other comprehensive income, which results in an accounting loss being recognised in profit or loss when an asset is newly originated.

When the fair value of financial assets and liabilities differs from the transaction price on initial recognition, the entity recognises the difference as follows:

- (i) When the fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a Level 1 input) or based on a valuation technique that uses only data from observable markets, the difference is recognised as a gain or loss.
- (ii) In all other cases, the difference is deferred and the timing of recognition of deferred day one profit or loss is determined individually. It is either amortised over the life of the instrument, deferred until the instrument's fair value can be determined using market observable inputs, or realised through settlement.

2.3 重大會計政策(續)

金融資產及負債(續)

初始確認及計量(續)

於初始確認時，如屬並非按公平值計入損益的金融資產或金融負債，本集團按公平值加或減收購或發行金融資產或金融負債附帶及直接應佔的交易成本(如費用及佣金)計量金融資產或負債。按公平值計入損益的金融資產及金融負債的交易成本於損益列支。當新產生一項資產時，緊隨初始確認後，就按攤銷成本計量的金融資產及按公平值計入其他全面收益的債務工具投資確認預期信用損失撥備，這導致於損益確認會計損失。

當金融資產及負債的公平值有別於初始確認時的交易價格，實體按如下方式確認有關差額：

- (i) 當可識別資產或負債的公平值有活躍市場的報價為依據(即第一級參數)或基於僅採用可觀察市場數據的估值技術時，相關差額確認為收益或虧損。
- (ii) 在所有其他情況下，差額予以遞延，確認遞延首日損益的時間逐項釐定。其可於工具的年期內攤銷，或遞延直至工具的公平值可使用市場可觀察數據釐定，或通過結算變現。

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財務報表附註

31 December 2024
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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets

(i) Classification and subsequent measurement

The Group's financial assets include accounts receivable, deposits and other receivables, loans and advances to customers, client trust bank balances, financial assets at fair value through profit or loss, financial assets at fair value through other comprehensive income, receivable from reverse repurchase agreements, derivative financial instruments, other assets and cash and cash equivalent.

The Group has applied HKFRS 9 and classifies its financial assets in the following measurement categories:

- (i) Fair value through profit or loss;
- (ii) Fair value through other comprehensive income; or
- (iii) Amortised cost.

The classification requirements for debt and equity instruments are described below:

Debt instruments

Classification and subsequent measurement of debt instruments depend on:

- (i) the Group's business model for managing the asset; and
- (ii) the cash flows characteristics of the asset.

2.3 重大會計政策 (續)

金融資產及負債 (續)

(a) 金融資產

(i) 分類及隨後計量

本集團的金融資產包括應收款項、按金及其他應收款項、給予客戶的貸款及墊款、客戶信託銀行結餘、按公平值計入損益的金融資產、按公平值計入其他全面收益的金融資產、反向回購協議應收款項、衍生金融工具、其他資產以及現金及現金等價物。

本集團已應用香港財務報告準則第9號並按下列計量類別劃分其金融資產：

- (i) 按公平值計入損益；
- (ii) 按公平值計入其他全面收益；或
- (iii) 攤銷成本。

債務及權益工具的分類規定說明如下：

債務工具

債務工具的分類及隨後計量視乎以下而定：

- (i) 本集團管理資產的業務模式；及
- (ii) 資產的現金流量特徵。

Notes to Financial Statements

財務報表附註

31 December 2024
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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(i) Classification and subsequent measurement (continued)

Debt instruments (continued)

Business model assessment:

The business model reflects how the Group manages the assets in order to generate cash flows. That is, whether the Group's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable (e.g. financial assets are held for trading purposes), then the financial assets are classified as part of 'other' business model and measured at fair value through profit or loss. Factors considered by the Group in determining the business model for a group of assets include past experience on how the cash flows for these assets were collected, how the asset's performance is evaluated and reported to key management personnel, how risks are assessed and managed and how managers are compensated.

2.3 重大會計政策 (續)

金融資產及負債 (續)

(a) 金融資產 (續)

(i) 分類及隨後計量 (續)

債務工具 (續)

業務模式評估：

業務模式反映本集團如何管理資產以產生現金流量。亦即，本集團的目標是否僅為自資產收取現金流量或同時收取合約現金流量及出售資產產生的現金流量。如果以上均不適用（例如金融資產持作買賣），則金融資產劃分為「其他」業務模式的一部分並按公平值計入損益計量。本集團於釐定一組資產的業務模式時考慮的因素包括如何收取該等資產的現金流量、資產表現如何評估及如何向主要管理人員呈報、風險如何評估及管理以及管理者薪酬等方面的過往經驗。

Notes to Financial Statements

財務報表附註

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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(i) Classification and subsequent measurement (continued)

Debt instruments (continued)

SPPI test:

The Group assesses the contractual terms of instruments to identify whether the contractual cash flows are SPPI. Financial assets that are consistent with a basic lending arrangement are considered to meet the SPPI criterion. In a 'basic lending arrangement', consideration for the time value of money and credit risk are typically the most significant elements of interest. It may also include consideration for other basic lending risks such as liquidity risks, costs associated with holding the financial assets for a period of time (e.g. servicing or administrative costs) and a profit margin.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are SPPI.

2.3 重大會計政策 (續)

金融資產及負債 (續)

(a) 金融資產 (續)

(i) 分類及隨後計量 (續)

債務工具 (續)

僅為本金及利息付款測試：

本集團評估工具的合約條款以識別合約現金流量是否僅為本金及利息付款。與基本借貸安排相符的金融資產被視為符合僅為本金及利息付款標準。在「基本借貸安排」中，貨幣時間價值及信貸風險通常為利息的最重要的考慮因素。其所考慮的因素亦可能包括其他基本借貸風險，如流動資金風險、持有金融資產一段期間的相關成本（例如服務或行政成本）及利潤率。

附帶嵌入式衍生工具的金融資產於釐定其現金流量是否僅為本金及利息付款時整體予以考慮。

Notes to Financial Statements

財務報表附註

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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(i) Classification and subsequent measurement (continued)

Debt instruments (continued)

SPPI test: (continued)

Based on these factors, the Group classifies its debt instruments into one of the following three measurement categories:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent SPPI, and that are not designated at fair value through profit or loss, are measured at amortised cost. The carrying amount of these assets is adjusted by any ECL allowance recognised and measured as described in note 2.3(a)(ii). Interest income from these financial assets is included in 'Market making – debt securities and exchange traded funds' and 'Investments – fixed income securities, funds, derivatives and equity investments' using the effective interest rate method.

Fair value through other comprehensive income: Financial assets that are held for collection of contractual cash flows and for selling the assets, where the assets' cash flows represent SPPI, and that are not designated at fair value through profit or loss, are measured at fair value through other comprehensive income. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses on the instrument's amortised cost which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised in 'Net trading income/(loss) from fixed income securities, unconsolidated investment funds, derivative and equity investments'. Interest income from these financial assets is included in 'Interest income from fixed income securities' using the effective interest rate method.

2.3 重大會計政策(續)

金融資產及負債(續)

(a) 金融資產(續)

(i) 分類及隨後計量(續)

債務工具(續)

僅為本金及利息付款測試：(續)

基於該等因素，本集團將其債務工具劃分為下列三個計量類別：

攤銷成本：持作收取合約現金流量的資產，倘該等現金流量為本金及利息付款，且未指定為按公平值計入損益，則按攤銷成本計量。該等資產的賬面值就確認及計量的預期信用損失撥備予以調整（見附註2.3(a)(ii)）。該等金融資產的利息收入採用實際利率法計入「做市－債務證券和交易所買賣基金」及「投資－固定收益證券、基金、衍生工具和股票投資」。

按公平值計入其他全面收益：持作收取合約現金流量及出售的金融資產，倘該等資產的現金流量僅為本金及利息付款，且未指定為按公平值計入損益，則按公平值計入其他全面收益計量。賬面值的變動計入其他全面收益，惟工具攤銷成本的減值收益或虧損、利息收入及外匯收益及虧損除外，在此情況下於損益確認。當金融資產被終止確認時，先前於其他全面收益確認的累計收益或虧損由權益重新分類至損益並於「來自固定收益證券、非合併投資基金、衍生工具及股本投資的交易收益／（虧損）淨額」確認。該等金融資產的利息收入採用實際利率法計入「固定收益證券利息收入」。

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財務報表附註

31 December 2024
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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(i) Classification and subsequent measurement (continued)

Debt instruments (continued)

SPPI test: (continued)

Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or fair value through other comprehensive income are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented in the statement of profit or loss and other comprehensive income within 'Net trading income/(loss) from fixed income securities, unconsolidated investment funds, derivative and equity investments' in the period in which it arises. Interest income from these financial assets is included in and 'Interest income from fixed income securities' using the effective interest rate method.

The Group reclassifies debt investments when and only when its business model for managing those assets changes. The reclassification takes place from the start of the first reporting period following the change. Such changes are expected to be very infrequent and none occurred during the period.

2.3 重大會計政策 (續)

金融資產及負債 (續)

(a) 金融資產 (續)

(i) 分類及隨後計量 (續)

債務工具 (續)

僅為本金及利息付款測試：(續)

按公平值計入損益：不符合攤銷成本或按公平值計入其他全面收益標準的資產按公平值計入損益計量。其後按公平值計入損益計量且並非對沖關係組成部分的債務投資收益或虧損於損益確認，並於其產生期間在損益及其他全面收益表的「來自固定收益證券、非合併投資基金、衍生工具及股本投資的交易收益／(虧損)淨額」內呈列。該等金融資產的利息收入採用實際利率法計入「固定收益證券利息收入」。

當且僅當管理債務投資的業務模式發生變動時，本集團方將該等資產重新分類。重新分類於發生變動後的首個報告期間的期初進行。預期此類變動非常罕見，且期內並未發生。

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財務報表附註

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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(i) Classification and subsequent measurement (continued)

Equity instruments

Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets. Examples of equity instruments include basic Shares.

The Group subsequently measures all equity investments at fair value through profit or loss, except where the Group's management has elected, at initial recognition, to irrevocably designate an equity investment at fair value through other comprehensive income. The Group's policy is to designate equity investments as fair value through other comprehensive income when those investments are held for purposes other than to generate investment returns. When this election is used, fair value gains and losses are recognised in other comprehensive income and are not subsequently reclassified to profit or loss, including on disposal. Impairment losses (and reversal of impairment losses) are not reported separately from other changes in fair value. Dividends, when represent a return on such investments, continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Gains and losses on equity investments at fair value through profit or loss are included in the 'Net trading income/(loss) from fixed income securities, unconsolidated investment funds, derivative and equity investments' line in the statement of profit or loss and other comprehensive income.

2.3 重大會計政策(續)

金融資產及負債(續)

(a) 金融資產(續)

(i) 分類及隨後計量(續)

權益工具

權益工具為從發行人的角度符合權益定義的工具；亦即並不包含合約付款責任且為於發行人淨資產剩餘權益憑證的工具。權益工具的例子包括基本股份。

本集團隨後將所有權益工具按公平值計入損益計量，惟倘本集團管理層於初始確認時不可撤回地選擇指定權益工具為按公平值計入其他全面收益除外。本集團的政策為，當權益投資持作產生投資回報以外的用途時，將該等投資指定為按公平值計入其他全面收益。當作出該選擇時，公平值收益及虧損於其他全面收益確認，並隨後重新分類至損益，包括於出售時。減值虧損（及減值虧損撥回）不與公平值的其他變動分開呈報。該等投資的回報產生的股息，當本集團收取相關款項的權利確立時繼續於損益內確認為其他收益。

按公平值計入損益的權益工具的盈利及虧損計入損益及其他全面收益表的「來自固定收益證券、非合併投資基金、衍生工具及股本投資的交易收益／（虧損）淨額」一項內。

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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(ii) ECL allowance

The Group applies a simplified approach to measure ECL on trade receivable and a general approach to measure ECL on loans and advances to customers, time deposits and other financial assets accounted for at amortised cost as well as loan commitment.

Under the simplified approach, the Group measures the loss based on lifetime ECL. Under the general approach, financial assets migrate through the following three stages based on the change in credit risk since initial recognition:

Stage 1: 12-month ECL

For exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit-impaired upon origination, the portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognised.

Stage 2: Lifetime ECL – not credit-impaired

For exposures where there has been a significant increase in credit risk since initial recognition but are not credit-impaired, a lifetime ECL (i.e. reflecting the remaining lifetime of the financial asset) is recognised.

2.3 重大會計政策(續)

金融資產及負債(續)

(a) 金融資產(續)

(ii) 預期信用損失撥備

本集團應用簡易方法計量交易應收款項的預期信用損失，並應用一般方法計量給予客戶的貸款及墊款、定期存款及其他按攤銷成本入賬的金融資產以及貸款承擔的預期信用損失。

根據簡易方法，本集團根據全期預期信用損失計量虧損。按照一般方法，金融工具乃基於初步確認後的信貸風險變動，通過下列三個階段予以轉撥：

第一階段：12個月的預期信用損失

就自初步確認後的信貸風險並無重大變動，且於產生時並無信貸減值的情況而言，乃將與未來十二個月出現違約事件的可能性有關的全期預期信用損失部分予以確認。

第二階段：全期預期信用損失—並無信貸減值

至於自初步確認後的信貸風險出現重大變動，惟並無信貸減值的情況，乃確認全期預期信用損失，即反映金融資產剩餘生命週期。

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財務報表附註

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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(ii) ECL allowance (continued)

Stage 3: Lifetime ECL – credit-impaired

Exposures are assessed as credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. For exposures that have become credit-impaired, a lifetime ECL is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount.

At each reporting date, the Group assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and also, forward-looking analysis. For certain portfolio of margin loans, the Group rebuts the presumption that there have been significant increases in credit risk since initial recognition when financial assets are more than 30 DPD as management considers the probability of default is highly correlated with the collateral value rather than the past due days.

2.3 重大會計政策 (續)

金融資產及負債 (續)

(a) 金融資產 (續)

(ii) 預期信用損失撥備 (續)

第三階段：全期預期信用損失—信貸減值

當發生會對該資產估計未來現金流量造成不利影響的一項或多項事件，則有關情況會被評定為出現信貸減值。就已出現信貸減值的情況而言，會確認全期預期信用損失，並通過於攤銷成本（扣除撥備）而非賬面總值應用實際利率，以計算利息收入。

於各報告日期，本集團會將由報告日期至初步確認日期的預計生命週期內發生的違約風險比較，以評估自初步確認以來信貸風險是否顯著增加。本集團就此會考慮相關及毋須支付過多成本或努力而已可得的合理及具支持理據的資料，當中包括量化及質化資料以及前瞻性分析。關於若干孖展貸款組合，當金融資產逾期天數超過30天，由於管理層認為違約機會與抵押價值（而非逾期天數）具密切關連，故本集團將自初步確認以來信貸風險顯著增加的假設推翻。

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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

- (a) Financial assets (continued)
(ii) ECL allowance (continued)
Stage 3: Lifetime ECL – credit-impaired (continued)

The Group assesses whether the credit risk on an exposure has increased significantly on an individual or collective basis. For the purposes of a collective evaluation of impairment, financial instruments are grouped on the basis of shared credit risk characteristics, taking into account instrument type, remaining term to maturity and other relevant factors.

The amount of ECL is measured as the probability-weighted present value of all cash shortfalls over the expected life of the financial asset discounted at its original effective interest rate. The cash shortfall is the difference between all contractual cash flows that are due to the Company and all the cash flows that the Company expects to receive. The amount of the loss is recognised using a provision for doubtful debts account.

If, in a subsequent period, credit quality improves and reverses any previously assessed significant increase in credit risk since origination, then the provision for doubtful debts reverts from lifetime ECL to 12-month ECL.

2.3 重大會計政策 (續)

金融資產及負債 (續)

- (a) 金融資產 (續)
(ii) 預期信用損失撥備 (續)
第三階段：全期預期信用損失－信貸減值 (續)

本集團按個別或集體基準評估信貸風險是否顯著增加。為集體評估減值，本集團按共享信貸風險特徵之基準，並考慮到工具類別、距離到期之剩餘年期及其他相關因素，將金融工具分門別類。

預期信用損失的金額乃計量為按原實際利率貼現的金融資產預計年內所有現金不足額的可能性加權現值。現金不足額為所有結欠本公司的合約現金流量與本公司預期將收取的現金流量兩者的差額。虧損金額採用呆賬撥備確認。

倘於往後期間，信貸質素改善及撥回早前所評估自產生以來信貸風險的顯著增長，則將呆賬撥備由全期預期信用損失恢復為12個月的預期信用損失。

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財務報表附註

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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(iii) Modification of loans

The Group sometimes renegotiates or otherwise modifies the contractual cash flows of loans to customers. When this happens, the Group assesses whether or not the new terms are substantially different to the original terms. The Group does this by considering, among others, the following factors:

- If the borrower is in financial difficulty, whether the modification merely reduces the contractual cash flows to amounts the borrower is expected to be able to pay.
- Whether any substantial new terms are introduced, such as a profit share/equity-based return that substantially affects the risk profile of the loan.
- Significant extension of the loan term when the borrower is not in financial difficulty.
- Significant change in the interest rate.
- Change in the currency the loan is denominated in.
- Insertion of collateral, other security or credit enhancements that significantly affect the credit risk associated with the loan.

2.3 重大會計政策(續)

金融資產及負債(續)

(a) 金融資產(續)

(iii) 貸款的修訂

本集團有時會重新協定或以其他方式修訂給予客戶的貸款的合約現金流量。在此情況下，本集團會評估新條款是否與原條款存在較大差異。本集團在評估時考慮(其中包括)下列因素：

- 借款人是否面臨財務困境，修訂是否僅僅將合約現金流量減少至借款人預期能夠支付的金額。
- 是否引入任何實質性的新條款，如對貸款的風險狀況產生實質影響的利潤分成／以權益為基礎的回報。
- 當借款人未面臨財務困境時大幅延長貸款期限。
- 利率大幅變動。
- 貸款的計價貨幣變動。
- 插入對貸款相關的信貸風險產生重大影響的抵押品、其他擔保或強化信貸條件。

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財務報表附註

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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(iii) Modification of loans (continued)

If the terms are substantially different, the Group derecognises the original financial asset and recognises a 'new' asset at fair value and recalculates a new effective interest rate for the asset. The date of renegotiation is consequently considered to be the date of initial recognition for impairment calculation purposes, including for the purpose of determining whether a significant increase in credit risk has occurred. However, the Group also assesses whether the new financial asset recognised is deemed to be credit-impaired at initial recognition, especially in circumstances where the renegotiation was driven by the debtor being unable to make the originally agreed payments. Differences in the carrying amount are also recognised in profit or loss as a gain or loss on derecognition.

If the terms are not substantially different, the renegotiation or modification does not result in derecognition, and the Group recalculates the gross carrying amount based on the revised cash flows of the financial asset and recognises a modification gain or loss in profit or loss. The new gross carrying amount is recalculated by discounting the modified cash flows at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets).

2.3 重大會計政策 (續)

金融資產及負債 (續)

(a) 金融資產 (續)

(iii) 貸款的修訂 (續)

倘若條款存在較大差異，則本集團終止確認原金融資產並按公平值確認一項「新」資產，並重新計算該資產新的實際利率。重訂日期因而被視為就減值計算而言（包括就釐定信貸風險是否大幅增加而言）的初始確認日期。然而，本集團亦評估所確認的新金融資產於初始確認時是否出現信貸減值，特別是當重訂是在債務人無法作出原定付款而促成的情況下。賬面值差額亦於損益確認為終止確認產生的收益或虧損。

倘若條款並無重大差異，則重訂或修訂不會導致終止確認，而本集團會基於金融資產的經修訂現金流量重新計算賬面總值，並於損益確認修訂收益或虧損。新的賬面總值通過按原實際利率（或購入或產生的信貸減值金融資產的信貸調整實際利率）貼現經修訂現金流量重新計算得出。

Notes to Financial Statements

財務報表附註

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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(iv) Derecognition other than on a modification

Financial assets, or a portion thereof, are derecognised when the contractual rights to receive the cash flows from the assets have expired, or when they have been transferred and either (i) the Group transfers substantially all the risks and rewards of ownership, or (ii) the Group neither transfers nor retains substantially all the risks and rewards of ownership and the Group has not retained control.

The Group enters into transactions where it retains the contractual rights to receive cash flows from assets but assumes a contractual obligation to pay those cash flows to other entities and transfers substantially all of the risks and rewards. These transactions are accounted for as 'pass through' transfers that result in derecognition if the Group:

- (i) has no obligation to make payments unless it collects equivalent amounts from the assets;
- (ii) is prohibited from selling or pledging the assets; and
- (iii) has an obligation to remit any cash it collects from the assets without material delay.

2.3 重大會計政策 (續)

金融資產及負債 (續)

(a) 金融資產 (續)

(iv) 終止確認 (修訂除外)

當收取現金資產現金流量的合約權利到期，或已被轉讓且(i)本集團已轉讓所有權的絕大部分風險及回報，或(ii)本集團既未轉讓亦未保留所有權的絕大部分風險及回報且本集團並無保留控制權時，則金融資產(或其中一部分)終止確認。

本集團訂立保留收取資產現金流量的合約權利但承擔向其他實體支付該等現金流量的合約責任並轉讓絕大部分風險及回報的交易。該等交易作為「轉嫁」轉讓入賬，於下列情況下終止確認：

- (i) 本集團除非在收取來自該等資產的同等金額的情況下，否則並無付款責任；
- (ii) 本集團被禁止出售或質押該等資產；及
- (iii) 本集團於收取來自該等資產的現金後有責任在不出現重大延誤的情況下將現金匯出。

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財務報表附註

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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(iv) Derecognition other than on a modification (continued)

Collateral (shares and bonds) furnished by the Group under standard repurchase agreements and securities lending and borrowing transactions is not derecognised because the Group retains substantially all the risks and rewards on the basis of the predetermined repurchase price, and the criteria for derecognition are therefore not met. This also applies to certain securitisation transactions in which the Group retains a subordinated residual interest.

(b) Financial liabilities

Classification and subsequent measurement

In both the current and prior period, financial liabilities are classified as subsequently measured at amortised cost, except for:

Financial liabilities at fair value through profit or loss: this classification is applied to derivatives and financial liabilities held for trading. Gains or losses on financial liabilities designated at fair value through profit or loss are presented partially in other comprehensive income (the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability, which is determined as the amount that is not attributable to changes in market conditions that give rise to market risk) and partially profit or loss (the remaining amount of change in the fair value of the liability). This is unless such a presentation would create, or enlarge, an accounting mismatch, in which case the gains and losses attributable to changes in the credit risk of the liability are also presented in profit or loss.

Financial liabilities are derecognised when the obligation specified in the contract is discharged or cancelled, or expires.

2.3 重大會計政策 (續)

金融資產及負債 (續)

(a) 金融資產 (續)

(iv) 終止確認 (修訂除外) (續)

本集團根據標準回購協議及證券借貸交易提供的抵押品 (股份及債券) 不予終止確認，原因為本集團保留基於事先釐定的回購價格的絕大部分風險及回報，因此不符合終止確認標準。這亦適用於本集團保留後償剩餘權益的某些證券化交易。

(b) 金融負債

分類及隨後計量

於本期間及過往期間，金融負債分類為隨後按攤銷成本計量，惟以下除外：

按公平值計入損益的金融負債：此分類適用於持作買賣的衍生工具及金融負債。指定為按公平值計入損益的金融負債的盈利或虧損部分於其他全面收益呈列 (金融負債信貸風險變動導致的公平值變動金額，其釐定為並非歸因於產生市場風險的市場狀況變動的金額) 及部分於損益呈列 (負債公平值的其餘變動金額)。但倘若該呈列方式會產生或擴大會計錯配，則負債信貸風險變動導致的盈利或虧損亦於損益中呈列。

倘合約中列明的責任被解除或取消或到期，則須終止確認金融負債。

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2.3 Material accounting policies (continued)

Derivative financial instruments

The Group's derivative financial instruments are initially recognised at their fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value.

Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. Any gains or losses arising from changes in fair value of derivatives are taken directly to statement of profit or loss and other comprehensive income.

Whilst the Group enters into a derivative contract for trading purposes or to provide economic hedges under the Group's risk management framework, it does not apply hedge accounting.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Client trust bank balances

The Group maintains trust and segregated accounts with authorised financial institutions to hold clients' deposits arising from normal business transactions. The Group has classified the clients' monies as client trust bank balances under the current assets in the consolidated statement of financial position as the Group is allowed to retain some or all of the interest income on the clients' monies and recognised corresponding accounts payable to the respective customers in the current liabilities clients on grounds that it is liable for any loss or misappropriation of clients' monies. Under the SFO and the Hong Kong Insurance Companies Ordinance (Cap. 41), the Group is not allowed to use the clients' monies to settle its own obligation.

2.3 重大會計政策 (續)

衍生金融工具

本集團衍生金融工具於衍生合約訂立日期初步按其公平值確認，其後按公平值再次計量。

倘公平值為正數，衍生工具以資產入賬，而公平值倘為負數，則以負債入賬。衍生工具的公平值變動產生的任何盈虧直接計入損益及其他全面收益表。

當本集團根據本集團風險管理框架為交易目的或提供經濟對沖而訂立衍生工具合約時，並不應用對沖會計。

抵銷金融工具

倘存在現時可強制執行的法律權利可抵銷已確認金額，且有意以淨額基準結算或同時變現資產及清償負債，則可抵銷金融資產及金融負債，而淨額於財務狀況表呈報。

客戶信託銀行結餘

本集團於獲授權金融機構開設信託及獨立賬戶，以保管客戶來自一般業務交易的存款。本集團將客戶款項歸類為綜合財務狀況表流動資產項下的客戶信託銀行結餘，原因為本集團獲准保留客戶款項的部分或全部利息收入，並基於其對客戶款項的任何損失或挪用負責而確認應付流動負債賬戶內有關客戶的相應款項。根據《證券及期貨條例》及《香港保險公司條例》(第41章)，本集團不得動用客戶的款項清償其自身債務。

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2.3 Material accounting policies (continued)

Fiduciary activities

Apart from the client trust bank balances as mentioned above, the Group provides brokerage and asset management services and the Group acts in a fiduciary capacity which results in the holding or placing of assets on behalf of its customers. These assets and any gains or losses arising thereon are not included in these financial statements as the Group has no contractual rights to these assets and its gains or losses under fiduciary activities.

Cash and cash equivalents

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

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

Other assets

Other assets represent the deposits and admission fee paid to the Stock Exchange, Hong Kong Futures Exchange Limited, HKSCC and other regulators. They are intended to be held on a long-term basis and are stated at the nominal amount.

Provisions

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

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

2.3 重大會計政策(續)

受託活動

除上文所述的客戶信託銀行結餘外，本集團提供經紀服務及資產管理服務，本集團在當中以受託人身份行事，以致須代其客戶持有或配售資產。該等資產及其所產生的任何收益或虧損不會計入該等財務報表，原因為本集團對該等資產及其根據受託活動的收益或虧損概無合約權利。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，通常於購入後三個月以內的較短期限到期，減須按要求償還的銀行透支，並構成本集團現金管理的一部分。

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

其他資產

其他資產指支付予聯交所、香港期貨交易所有限公司、香港結算及其他監管機構的按金及准入費。其他資產擬作長期持有，並按面額列賬。

撥備

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

當有重大貼現影響時，會就預期須用作支付責任的未來開支於報告期末的現值確認撥備。因時間流逝所導致折現現值的金額增加，會列入損益賬的融資成本。

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財務報表附註

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2.3 Material accounting policies (continued)

Income tax

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

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

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except that deferred tax is not recognised for the Pillar Two income Taxes.

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

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

2.3 重大會計政策 (續)

所得稅

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

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

於報告期末，資產與負債的稅基與其作為財務申報用途的賬面值之間的所有暫時差額，須按負債法就遞延稅項計提撥備，惟不會就第二支柱所得稅確認遞延稅項。

所有應課稅暫時差額均會確認遞延稅項負債，惟以下情況例外：

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

Notes to Financial Statements

財務報表附註

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2.3 Material accounting policies (continued)

Income tax (continued)

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

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

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

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

2.3 重大會計政策 (續)

所得稅 (續)

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

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

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

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

Notes to Financial Statements

財務報表附註

31 December 2024
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2.3 Material accounting policies (continued)

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

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 goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Provision of securities and futures brokerage services

The performance obligation is satisfied at a point in time when the customer has obtained control of the service, generally when the trades are executed.

Provision of investment banking services

The performance obligation for sponsoring and certain consultancy and financial advisory services are fulfilled when all the relevant duties of a sponsor or a financial advisor as stated in the contract are completed.

Depending on the nature of the services and the contract terms, sponsor fee is recognised in profit and loss over time using a method that depicts the Group's performance, or at point in time when the service is completed. Certain consultancy and financial advisory services' performance obligations are satisfied over time as services are rendered if the customer simultaneously receives and consumes the benefits provided by the Group.

2.3 重大會計政策(續)

與客戶訂立的合同產生的收入

當商品或服務的控制權轉移至客戶時，則可按反映本集團預期將就該等商品或服務交換可收取的代價金額確認客戶合約收益。

倘合約代價包含可變金額，則按本集團將就轉移商品或服務予客戶交換所得金額估計代價金額。可變代價於合約開始時估計及受限制，直至與可變代價相關的不確定因素其後解除時累計已確認的收入很可能不會發生重大撥回。

提供證券及期貨經紀服務

履約責任在客戶取得服務控制權之時達成，通常為交易簽立時。

提供投資銀行服務

保薦及若干顧問及財務諮詢服務的履約責任乃於合約所載保薦人或財務顧問相關職責全部完成時達成。

根據服務性質及合約條款，保薦費用使用描述本集團表現的方法隨時間或於服務完成時於某一時間點服務完成時於損益確認。倘客戶同時收到及消耗本集團提供的利益，則若干顧問及財務諮詢服務履約責任隨提供服務而達成。

Notes to Financial Statements

財務報表附註

31 December 2024
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2.3 Material accounting policies (continued)

Revenue from contracts with customers (continued)

Provision of asset management services

Revenue from asset management services is recognised over time as the services are provided. Fees for asset management services are calculated based on a fixed percentage of the value of assets managed.

Performance fees are recognised on the performance fee valuation day of the investment funds and managed accounts when there is a positive performance for the relevant performance period and it is determined that it will not result in significant reversal in a subsequent period, taking into consideration the relevant basis of calculation for the investment funds and managed accounts.

Fund distribution activities are separate performance obligations from the asset management and the obligation being satisfied at a point in time upon the investors' subscription. Subscription and handling fees relating to the distribution services are recognised at a point in time when the services are performed and the amount is known.

Provision of wealth management service

The performance obligation relating to the insurance brokerage service is satisfied at the point when the terms of the insurance policy have been agreed contractually by the insurer and policyholder, and the insurer has a present right to payment from the policyholder (the 'transaction date').

Revenue from other sources and other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument, to the gross carrying amount of the financial asset.

2.3 重大會計政策 (續)

與客戶訂立的合同產生的收入 (續)

提供資產管理服務

資產管理服務所得收入隨提供服務確認。資產管理服務費用按所管理資產價值的某個固定百分比計算。

倘於相關表現期間有正面表現，且釐定不會導致後續期間作出重大撥回（當中考慮投資基金及管理賬戶的相關計算基準），則表現費於投資基金及管理賬戶的表現費估值日確認。

基金分派活動是獨立於資產管理的表現責任，該責任於投資者認購後在某一時間點履行。與分銷服務有關的認購及手續費於提供服務且金額已知時在某時間點確認。

提供財富管理服務

與保險經紀服務有關的履約責任於保險公司與保單持有人以合約協定保單條款，且保險公司有現有權利向保單持有人收取付款時（「交易日期」）履行。

來自其他來源的收入及其他收益

利息收入使用實際利率法，採用將金融工具預計年期內的估計未來現金收款準確貼現至金融資產賬面值總額的利率，按累計基準確認。

Notes to Financial Statements

財務報表附註

31 December 2024
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2.3 Material accounting policies (continued)

Employee benefits

(a) Retirement benefit scheme

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

(b) Bonuses

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

(c) Share-based payments

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

2.3 重大會計政策 (續)

僱員福利

(a) 退休福利計劃

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

(b) 花紅

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

(c) 以股份為基礎付款

本集團採納一項以權益結算股份為基礎的薪酬計劃，即一項用於協助招聘、挽留及激勵關鍵員工的購股權計劃。本集團的僱員（包括董事）獲得以股份為基礎付款形式的薪酬，據此，僱員以提供服務作為權益工具的代價。

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財務報表附註

31 December 2024
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2.3 Material accounting policies (continued)

Employee benefits (continued)

(c) Share-based payments (continued)

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

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

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

Interim dividends are simultaneously proposed and declared, because the Articles of Association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

2.3 重大會計政策 (續)

僱員福利 (續)

(c) 以股份為基礎付款 (續)

僱員以權益結算股份為基礎的薪酬成本乃參考其於授出日期的公平值計量。以權益結算的交易的成本於表現及／或服務條件達成期間與相應的權益下「購股權儲備」增加一併在以股份為基礎的薪酬開支下確認。於各報告期末直至歸屬日期就以權益結算的交易確認的累計開支，反映歸屬期間已屆滿及本集團將最終歸屬的權益工具數目的最佳估計。於某期間的損益賬內扣除或計入的金額指於該期間的期初及期末確認的累計開支變動。

尚未行使購股權的攤薄影響（如有）乃於計算每股盈利時反映為額外股份攤薄。

股息

末期股息經股東大會批准後確認為負債。

由於《組織章程細則》授予董事會權力宣派中期股息，擬派中期股息可即時宣派。因此，中期股息於擬派發及宣派時即時確認為負債。

Notes to Financial Statements

財務報表附註

31 December 2024
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2.3 Material accounting policies (continued)

Securities borrowing and lending agreements

The Group has engaged in the securities borrowing and lending business with financial institutions and the Group's customers, under which all transactions are secured in the form of cash. The Group maintains no net position in such securities borrowing and lending transactions and is not subject to significant price risk. However, under the securities borrowing and lending arrangements, the cash collateral received and cash collateral placed is included in the accounts payable and accounts receivable from brokers and dealers respectively. Fees received or paid in connection with securities borrowing and lending is recorded as interest income or interest expense, respectively.

Assets sold under repurchase agreements (repos)

The Group may enter into repurchase agreements whereby securities are sold to third parties with a concurrent agreement to repurchase the securities at a specified date. The Group may be required to provide additional collateral based on the fair value of the underlying assets if necessary.

Assets purchased under agreements to resell (reverse repos)

The Group may enter into purchases of assets under agreements to resell. Reverse repos are initially recorded at the cost of the loan or collateral advanced in the consolidated statement of financial position. These securities are not recognised in the Group's consolidated statement of financial position as the counterparty retains substantially all risks and returns of the securities. In the event of failure by the counterparty to repay the loan, the Group has the right to the underlying assets.

2.3 重大會計政策 (續)

證券借貸協議

本集團從事與金融機構及本集團客戶的證券借貸業務，所有交易均以現金作為抵押品。本集團於該等證券借貸交易中並無維持任何淨倉，故並無面對重大價格風險。然而，根據證券借貸安排，所收取的現金抵押品以及所存放的現金抵押品分別計入應付款項以及應收經紀及交易商款項。與證券借貸有關的已收或已付費用分別記錄為利息收入或利息開支。

根據回購協議（回購協議）出售的資產

本集團可能訂立回購協議，據此向同時訂有於指定日期回購證券的協議的第三方出售證券。於必要時，本集團可能須基於相關資產的公平值提供額外抵押品。

根據重售協議（反向回購協議）購置的資產

本集團可能根據重售協議進行資產購買。反向回購協議初始按貸款或墊付抵押品的成本於綜合財務狀況表內入賬。該等證券未於本集團的綜合財務狀況表內確認，因為交易方保留相關證券的絕大部分風險及回報。倘交易方未能償還貸款，則本集團有權擁有相關資產。

Notes to Financial Statements

財務報表附註

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2.3 Material accounting policies (continued)

Foreign currencies

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

The functional currencies of certain overseas subsidiaries are currencies other than the HK\$. As at the end of the reporting period, the assets and liabilities of these entities are translated into HK\$ at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss and other comprehensive income are translated into HK\$ at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the currency translation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the consolidated statement of profit or loss and other comprehensive income.

Related parties

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

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

or

2.3 重大會計政策 (續)

外幣

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

若干海外附屬公司的功能貨幣為港元以外的貨幣。於報告期末，有關實體的資產與負債，按報告期末適用的匯率換算為港元，而其損益及其他全面收益表按本年度的加權平均匯率換算為港元。

因此而產生的匯兌差額於其他全面收益確認並於貨幣換算儲備累計。出售海外業務時，與該項特定海外業務有關的其他全面收益的組成部分在綜合損益及其他全面收益表中確認。

關聯方

在下列情況下，一方將被視為與本集團有關聯：

- (a) 該方為以下人士或以下人士家族的近親屬：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理層成員；

或

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2.3 Material accounting policies *(continued)*

Related parties *(continued)*

(b) the party is an entity where any of the following conditions applies:

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- (iii) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (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 parent of the Group.

2.3 重大會計政策 *(續)*

關聯方 *(續)*

(b) 該方為符合下列任何條件的實體：

- (i) 該實體與本集團屬同一集團的成員公司；
- (ii) 一間實體為另一實體（或另一實體的母公司、附屬公司或同系附屬公司）的聯營公司或合資公司；
- (iii) 該實體及本集團均為同一第三方的合資公司；
- (iv) 一間實體為第三方實體的合資公司，而另一實體為該第三方實體的聯營公司；
- (v) 該實體為離職後福利計劃，該計劃的受益人為本集團或與本集團有關的實體的僱員；
- (vi) 該實體由(a)項所述人士控制或共同控制；
- (vii) 於(a)(i)項所述人士對該實體有重大影響或屬該實體（或該實體的母公司）主要管理層成員；及
- (viii) 向本集團或向本集團的母公司提供主要管理人員服務的實體或其所屬集團的任何成員公司。

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3. Significant accounting judgements and estimates

In the application of the Group's accounting policies, which are described in note 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 ongoing 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.

Measurement of ECL

A number of significant judgements are required in applying the accounting requirements for measuring ECL, such as:

- Determining criteria for significant increase in credit risk;
- Selecting appropriate models and assumptions for the measurement of ECL;
- Establishing the relative probability weightings of forward-looking scenarios.

3. 重大會計判斷和估計

於應用附註2所述的本集團會計政策時，本公司董事須就從其他來源不顯而易見的資產及負債賬面值作出判斷、估計及假設。該等估計及相關假設乃基於過往經驗及被視為相關的其他因素。實際結果可能與該等估計有所不同。

該等估計及相關假設乃按持續基準審閱。倘會計估計的修訂僅對作出修訂的期間產生影響，則有關修訂只會在該期間內確認；倘會計估計的修訂對現時及未來期間均產生影響，則會在作出該修訂期間及未來期間內確認。

應用會計政策的關鍵判斷

除涉及估計之判斷（見下文）外，以下為本公司董事於應用本集團會計政策之過程中所作出並對綜合財務報表內確認之金額構成最重大影響之關鍵判斷。

預期信用損失的計量

在應用計量預期信用損失的會計要求時，需要作出多項重大判斷，比如：

- 釐定信貸風險顯著增加的標準；
- 選擇計量預期信用損失的適當模型及假設；
- 設定前瞻性情境的相對概率權重。

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3. Significant accounting judgements and estimates *(continued)*

Measurement of ECL *(continued)*

Significant increase in credit risk

ECL of different financial assets is measured by the Group on either a 12-month or lifetime basis depending on whether they are in Stage 1, 2 or 3 as defined in note 2. A financial asset moves to Stage 2 when its credit risk has increased significantly since initial recognition, and it comes to Stage 3 when it is credit-impaired (but it is not purchased original credit impaired). In assessing whether the credit risk of a financial asset has significantly increased, the Group takes into account qualitative and quantitative reasonable and supportable forward looking information with significant judgements involved.

Models and assumptions used

The Group uses various models and assumptions in estimating ECL. Judgement is applied in identifying the appropriate model for each type of financial assets, as well as the assumptions used in these models. Please refer to note 2 for more details on ECL.

Key sources of estimation uncertainty

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

Fair value measurement of financial instruments

Certain financial assets are measured at fair values with fair values being determined based on significant unobservable inputs using valuation techniques. Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could affect the reported fair values of these instruments. See note 39 for further disclosures.

3. 重大會計判斷和估計 *(續)*

預期信用損失的計量 *(續)*

信貸風險顯著增加

不同金融資產的預期信用損失由本集團按12個月或全期基準計量，視乎其是否處於附註2所界定的第一、二或三階段。當金融資產的信貸風險自初始確認後顯著增加時，本集團將其轉移至第二階段，當金融資產發生信用減值時，本集團將其轉移至第三階段（但其並非購買的原始信用減值）。於評估金融資產的信貸風險是否顯著增加時，本集團會考慮涉及重大判斷的定性及定量合理且有理據的前瞻性資料。

所用的模型及假設

本集團在估計預期信用損失時使用了多種模型及假設。於確定各類金融資產的適當模型以及該等模型中使用的假設時，需要運用判斷。有關預期信用損失的更多詳情，請參閱附註2。

估計不確定性的主要來源

以下為於各報告期末有關未來的關鍵假設及估計不確定因素的其他主要來源，該等假設及來源具有導致下一個財政期間的資產及負債賬面值作出重大調整的重大風險。

金融工具公平值計量

若干金融資產按公平值計量，公平值乃根據重大不可觀察輸入數據使用估值技術釐定。於建立相關估值技術及其相關輸入數據時須作出判斷及估計。與該等因素有關的假設變動可能影響該等工具的呈報公平值。有關進一步披露，請參閱附註39。

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3. Significant accounting judgements and estimates *(continued)*

Measurement of ECL

Impairment assessment under ECL for accounts receivable (except for secured margin loans)

The Group uses a provision matrix to calculate ECL for the accounts receivable (except for secured margin loans) that result from transactions within the scope of HKFRS 15. The provision rates are based on debtor's aging as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable and available without undue costs and effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information is considered. In addition, accounts receivable with significant balances and credit impaired are assessed for ECL individually.

The provision of ECL is sensitive to changes in estimates. The information about the ECL is disclosed in note 2.

Impairment assessment under ECL for financial assets at amortised cost other than accounts receivable (including debt investments at amortised cost, secured margin loans, reverse repurchase agreements, deposits, other receivables and bank balances) and debt investments at fair value through other comprehensive income

The impairment assessment under ECL for financial assets at amortised cost (including debt investments at amortised cost, secured margin loans, reverse repurchase agreements, deposits, other receivables and bank balances) and debt investments at fair value through other comprehensive income is an area that requires the use of models and assumptions about future economic conditions and the credit risk of the respective financial instruments.

3. 重大會計判斷和估計 *(續)*

預期信用損失的計量

*應收款項(有抵押孖展貸款除外)
預期信用損失項下之減值評估*

本集團使用撥備矩陣計算香港財務報告準則第15號範圍內的交易產生的應收款項(有抵押孖展貸款除外)的預期信用損失。撥備率乃基於具有類似虧損模式的不同債務人組別的債務人賬齡釐定。撥備矩陣乃基於本集團的歷史違約率，並考慮合理且可支持的前瞻性資料，且無需付出不必要的成本及努力。於各報告日期，本集團會重新評估過往觀察到的違約率，並考慮前瞻性資料的變動。此外，具有重大結餘及信貸減值的應收款項將單獨就預期信用損失進行評估。

預期信用損失撥備對估計變動敏感。有關預期信用損失的資料於附註2中披露。

按攤銷成本計量的金融資產(應收款項除外，包括按攤銷成本計量的債務投資、有抵押孖展貸款、反向回購協議、按金、其他應收款項及銀行結餘)及按公平值計入其他全面收益的債務投資的預期信用損失項下的減值評估

根據按攤銷成本計量的金融資產(包括按攤銷成本計量的債務投資、有抵押孖展貸款、反向回購協議、按金、其他應收款項及銀行結餘)及按公平值計入其他全面收益的債務投資的預期信用損失進行的減值評估，需要使用有關未來經濟環境及各金融工具信貸風險的模型及假設。

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3. Significant accounting judgements and estimates *(continued)*

Measurement of ECL *(continued)*

Impairment assessment under ECL for accounts receivable (except for secured margin loans) (continued)

(i) Inputs, assumptions and estimation techniques

ECL is the discounted product of expected future cash flows by using the Probability of Default, Loss Given Default and Exposure at Default, of which Probability of Default and Loss Given Default are estimates based on significant management judgement

(ii) Forward-looking information

In measuring ECL in accordance with HKFRS 9, it should consider forward-looking information. The calculation of ECL incorporates forward-looking information through the use of publicly available economic data and forecasts based on assumptions and management judgement to reflect the qualitative factors and through the use of multiple probability weighted scenario. Details of the impairment assessment of financial assets at amortised cost and debt investments at fair value through other comprehensive income are disclosed in note 2.

Income taxes

Deferred tax asset has been recognised in the consolidated statement of financial position in relation to the estimated tax losses as at year end for subsidiaries that are expected to have taxable profits in the future. No deferred tax asset was recognised for the unused tax losses in respect of subsidiaries where it is not probable that sufficient profits will be generated. Details of the tax losses and the deferred tax are disclosed in note 15.

3. 重大會計判斷和估計 *(續)*

預期信用損失的計量 *(續)*

*應收款項(有抵押孖展貸款除外)
預期信用損失項下之減值評估
(續)*

(i) 輸入數據、假設及估計技術

預期信用損失是使用違約概率、違約虧損率及違約風險計算的預期未來現金流量的折現值，其中違約概率及違約虧損率乃基於管理層的重大判斷進行的估計。

(ii) 前瞻性資料

根據香港財務報告準則第9號計量預期信用損失時，應考慮前瞻性資料。預期信用損失的計算通過使用公開可得的經濟數據及基於反映定性因素的假設及管理層判斷的預測及通過使用多重概率加權情境納入前瞻性資料。按攤銷成本計量的金融資產及按公平值計入其他全面收益的債務投資的減值評估的詳情於附註2中披露。

所得稅

已就預期於未來有應課稅溢利的附屬公司於年末的估計稅項虧損於綜合財務狀況表中確認遞延稅項資產。倘不可能產生足夠的溢利，則並無就附屬公司的未動用稅項虧損確認遞延稅項資產。稅項虧損及遞延稅項的詳情於附註15中披露。

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4. Operating segment information

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

In preparing the segment information for the year ended 31 December 2024 and 2023, the executive directors considered that the business relating to wealth management, institutional investor services, corporate finance services, investment management are separate reportable segments.

Details of each of the operating segments are as follows:

- (a) wealth management provides comprehensive financial services and solutions to individual investors, small to medium-sized businesses and family office including: brokerage, loans (mainly margin financing) and financing and other wealth management services;
- (b) institutional investor services provide market making, investments, structured product solutions and other services to corporations, governments and financial institutions, and also includes Group investments to support the above services;
- (c) corporate finance services provide advisory services, placing and underwriting services of debts and equity securities;
- (d) investment management provides asset management and fund management services to institutions and individuals, and also includes investment in funds, debts and equity securities; and
- (e) the "others" mainly represents rental income and the provision of information channel services.

Inter-segment transactions, if any, are conducted with reference to the prices charged to third parties.

4. 經營分部資料

經營分部報告的方式按照香港財務報告準則與向本集團高級行政管理人員提供的內部報告一致。本集團的經營業務乃按其營運性質及所提供服務分開組織及管理。本集團旗下各經營分部均為提供服務的策略業務單位，其服務所承受風險及所獲回報有別於其他經營分部。

於編製截至2024年及2023年12月31日止年度的分部資料時，執行董事認為財富管理、機構投資者服務、企業融資服務及投資管理相關的業務為獨立可呈報分部。

有關各經營分部的詳情概述如下：

- (a) 財富管理分部向個體投資者，中小型企業及家族辦公室提供全面金融服務及解決方案，包括：經紀、貸款（主要為孖展融資）及融資以及其他理財服務；
- (b) 機構投資者服務分部向企業、政府及金融機構提供做市、投資、結構性產品解決方案及其他服務，亦包括支持上述服務的本集團投資；
- (c) 企業融資服務分部提供諮詢服務、債務及股本證券的配售及承銷服務；
- (d) 投資管理分部向機構及個人提供資產管理及基金管理服務，亦包括基金、債務及股票證券投資；及
- (e) 「其他」分部主要指租金收益及提供資訊渠道服務。

分部之間的交易（如有）乃參照向第三方收取的價格而進行。

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財務報表附註

31 December 2024
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4. Operating segment information (continued)

The segment results of the Group for the years ended 31 December 2024 and 2023 are as follows:

Year ended 31 December 2024

		Wealth Management	Institutional Investor Services	Corporate Finance Services	Investment Management	Others	Total
		財富管理	機構投資者服務	企業融資服務	投資管理	其他	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Segment revenue and other income:	分部收入及其他收益：						
Commission and fee income	佣金及費用收益	439,410	86,378	318,628	27,339	-	871,755
Interest income	利息收益	1,422,116	876,355	-	15,535	-	2,314,006
Net trading and investment income	交易及投資淨收益	57,021	957,953	-	220,874	-	1,235,848
Other income	其他收益	-	-	-	-	5,428	5,428
Total	總計	1,918,547	1,920,686	318,628	263,748	5,428	4,427,037
Profit/(loss) before taxation	除稅前溢利／(虧損)	173,073	378,652	44,458	(229,552)	-	366,631
Income tax expense	所得稅開支						(15,934)
Profit for the year	年內溢利						350,697
Other segment information:	分部其他資料：						
Net impairment charge on loans and advances to customers	給予客戶貸款及墊款淨減值撥備	12,198	-	-	-	-	12,198
Net impairment charge on accounts receivable	應收款項淨減值撥備	2,471	3,987	(96)	9	-	6,371
Net impairment charge/(reversal) on other financial assets	其他金融資產淨減值撥備／(撥回)	(335)	(194)	-	23	-	(506)
Net impairment charge on financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產淨減值撥備	-	-	-	8,208	-	8,208
Depreciation	折舊	59,712	8,311	5,672	8,333	-	82,028
Finance costs	融資成本	1,074,275	979,162	-	376,670	-	2,430,107

4. 經營分部資料 (續)

截至2024年及2023年12月31日止年度，本集團的分部業績如下：

截至2024年12月31日止年度

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4. Operating segment information (continued)

Year ended 31 December 2023

		Wealth Management	Institutional Investor Services	Corporate Finance Services	Investment Management	Others	Total
		財富管理	機構投資者服務	企業融資服務	投資管理	其他	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Segment revenue and other income:	分部收入及其他收益：						
Commission and fee income	佣金及費用收益	387,449	93,916	197,690	10,519	-	689,574
Interest income	利息收益	1,434,570	370,943	-	4,641	-	1,810,154
Net trading and investment income	交易及投資淨收益	33,891	545,552	-	138,201	-	717,644
Other income	其他收益	-	-	-	-	12,722	12,722
Total	總計	1,855,910	1,010,411	197,690	153,361	12,722	3,230,094
Profit/(loss) before taxation	除稅前溢利／(虧損)	398,480	251,590	(237,193)	(221,461)	-	191,416
Income tax credit	所得稅抵免						14,689
Profit for the year	年內溢利						206,105
Other segment information:	分部其他資料：						
Net impairment charge on loans and advances to customers	給予客戶貸款及墊款淨減值撥備	23,984	-	-	-	-	23,984
Net impairment charge on accounts receivable	應收款項淨減值撥備	561	460	35,212	797	-	37,030
Net impairment charge/(reversal) on other financial assets	其他金融資產淨減值撥備／(撥回)	(1,800)	(387)	-	152	-	(2,035)
Net impairment charge on financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產淨減值撥備	-	-	-	511	-	511
Depreciation	折舊	64,223	5,759	6,649	8,721	-	85,352
Finance costs	融資成本	899,752	420,133	-	175,121	-	1,495,006

Geographical information

(a) Revenue and other income from external customers

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Hong Kong	香港	4,153,919	2,887,306
Other countries	其他國家	273,118	342,788
		4,427,037	3,230,094

The information of revenue and other income above is based on the locations of the markets.

(b) Non-current assets

Majority of the non-current assets (excluding deferred tax assets) of the Group are located in Hong Kong.

4. 經營分部資料 (續)

截至2023年12月31日止年度

		Wealth Management	Institutional Investor Services	Corporate Finance Services	Investment Management	Others	Total
		財富管理	機構投資者服務	企業融資服務	投資管理	其他	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Segment revenue and other income:	分部收入及其他收益：						
Commission and fee income	佣金及費用收益	387,449	93,916	197,690	10,519	-	689,574
Interest income	利息收益	1,434,570	370,943	-	4,641	-	1,810,154
Net trading and investment income	交易及投資淨收益	33,891	545,552	-	138,201	-	717,644
Other income	其他收益	-	-	-	-	12,722	12,722
Total	總計	1,855,910	1,010,411	197,690	153,361	12,722	3,230,094
Profit/(loss) before taxation	除稅前溢利／(虧損)	398,480	251,590	(237,193)	(221,461)	-	191,416
Income tax credit	所得稅抵免						14,689
Profit for the year	年內溢利						206,105
Other segment information:	分部其他資料：						
Net impairment charge on loans and advances to customers	給予客戶貸款及墊款淨減值撥備	23,984	-	-	-	-	23,984
Net impairment charge on accounts receivable	應收款項淨減值撥備	561	460	35,212	797	-	37,030
Net impairment charge/(reversal) on other financial assets	其他金融資產淨減值撥備／(撥回)	(1,800)	(387)	-	152	-	(2,035)
Net impairment charge on financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產淨減值撥備	-	-	-	511	-	511
Depreciation	折舊	64,223	5,759	6,649	8,721	-	85,352
Finance costs	融資成本	899,752	420,133	-	175,121	-	1,495,006

地域資料

(a) 外部客戶收入及其他收益

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Hong Kong	香港	4,153,919	2,887,306
Other countries	其他國家	273,118	342,788
		4,427,037	3,230,094

上文的收入及其他收益資料乃按市場地點編製。

(b) 非流動資產

本集團大部分非流動資產(不包括遞延稅項資產)均位於香港。

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5. Revenue

The Group's revenue is disaggregated as follows:

5. 收入

本集團的收入分拆如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Commission and fee income (Note (1))	佣金及費用收益 (附註(1))		
Brokerage (Note (3))	經紀業務 (附註(3))	512,295	436,777
Corporate finance	企業融資		
Placing, underwriting and sub-underwriting commission (Note (3))	配售、承銷及分承銷的佣金 (附註(3))	255,129	141,754
Consultancy and financial advisory fee income (Note (4))	顧問及融資諮詢費收益 (附註(4))	47,930	45,213
Asset management fee and performance fee income (Note (4))	資產管理費及表現費收益 (附註(4))	21,717	10,606
Handling income on financial products (Note (3))	金融產品手續費收益 (附註(3))	34,684	55,224
		871,755	689,574
Interest income (Note (2))	利息收益 (附註(2))		
Interest income from customers (Note (5))	客戶利息收益 (附註(5))	476,189	452,244
Interest income from banks (Note (5))	銀行利息收益 (附註(5))	1,006,883	1,026,468
Interest income from other financial institutions (Note (5))	其他金融機構利息收益 (附註(5))	278,221	139,607
Interest income from fixed income securities	固定收益證券利息收益	552,713	191,835
		2,314,006	1,810,154
Net trading and investment income (Note (2))	交易及投資淨收益 (附註(2))		
Net trading income/(loss) from fixed income securities, unconsolidated investment funds, derivative and equity investments	來自固定收益證券、非合併投資基金、衍生工具及股本投資的交易收益／(虧損)淨額	324,225	(42,501)
Net income from financial products	金融產品淨收益	911,623	760,145
		1,235,848	717,644
		4,421,609	3,217,372

Note (1)	Revenue arising from customer contracts under HKFRS 15	附註(1)	根據香港財務報告準則第15號來自與客戶合約產生的收入
Note (2)	Revenue arising from other sources	附註(2)	其他來源產生的收入
Note (3)	Commission and fee income arising from 1) brokerage, 2) placing, underwriting and sub-underwriting commission, 3) handling income on financial products is recognised at a point in time	附註(3)	來自1)經紀業務、2)配售、承銷及分承銷的佣金、3)金融產品手續費收益的佣金及費用收益於某一時間點確認
Note (4)	Commission and fee income arising from 1) consultancy and financial advisory fee income, 2) asset management fee and performance fee income are recognised over time	附註(4)	來自1)顧問及融資諮詢費收益、2)資產管理費及表現費收益的佣金及費用收益隨時間確認
Note (5)	Interest income from customers, interest income from banks and interest income from other financial institutions are calculated using effective interest method	附註(5)	來自客戶、銀行及其他金融機構利息收益採用實際利率法計算

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6. Staff costs

6. 員工成本

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Staff costs (including directors' remuneration):	員工成本(包括董事酬金):		
Salaries, bonuses and allowances	薪金、花紅及津貼	781,457	768,002
Pension scheme contributions	退休金計劃供款	13,345	13,338
		794,802	781,340

7. Finance costs

7. 融資成本

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Bank borrowings and overdrafts	銀行借款及透支	633,006	572,163
Debt securities in issue	已發行債務證券	389,063	356,775
Securities borrowing and lending	證券借貸	2,747	2,511
Repurchase agreements	回購協議	1,223,132	404,175
Lease liabilities	租賃負債	1,564	1,167
Accounts payable to clients	給予客戶的應付款項	38,981	58,466
Others	其他	29,756	13,876
Sub-total (calculated using effective interest method)	小計(採用實際利率法計算)	2,318,249	1,409,133
Financial liabilities at fair value through profit or loss	按公平值計入損益的金融負債	111,858	85,873
		2,430,107	1,495,006

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8. Profit before tax

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

8. 除稅前溢利

本集團的除稅前溢利乃經扣減／（計入）以下各項後得出：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Auditor's remuneration	核數師酬金		
(i) audit services	(i) 核數服務	4,378	3,788
(ii) interim review	(ii) 中期審閱	1,010	1,000
(iii) Compliance and other consultancy services	(iii) 合規及其他諮詢服務	658	1,747
Other commission expenses	其他佣金開支	47,369	29,551
Information service expenses	資訊服務開支	49,529	48,398
Marketing, advertising and promotion expenses	市場推廣、廣告及宣傳開支	4,525	4,361
Professional and consultancy fee	專業及諮詢費	95,607	90,309
Repair and maintenance (including system maintenance)	維修及維護（包括系統維護）	100,593	84,365
Net impairment charge on loans and advances to customers	給予客戶貸款及墊款淨減值撥備	12,198	23,984
Net impairment charge on accounts receivable	應收款項淨減值撥備	6,371	37,030
Net impairment reversal on other financial assets	其他金融資產淨減值撥回	(506)	(2,035)
Net impairment charge on financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產淨減值撥備	8,208	511

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9. Income tax expense/(credit)

Hong Kong profits tax has been provided at the rate of 16.5% (2023: 16.5%) on the estimated assessable profits arising in Hong Kong during the year.

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Current – Hong Kong	即期－香港		
– Charge for the year	－一年內開支	19,712	27,520
– Over-provision in prior years	－過往年度超額撥備	(1,159)	(7,124)
Deferred (note 15)	遞延(附註15)	(2,619)	(35,085)
Total tax expense/(credit)	稅項開支／(抵免)總額	15,934	(14,689)

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

9. 所得稅開支／(抵免)

香港利得稅乃就年內在香港產生的估計應課稅溢利按稅率16.5% (2023年：16.5%)撥備。

按適用法定稅率之除稅前溢利計算之稅項開支／(抵免)與按實際稅率計算之稅項開支之對賬如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Profit before tax	除稅前溢利	366,631	191,416
Tax at the statutory tax rate at 16.5% (2023: 16.5%)	按法定稅率16.5%計算之稅項(2023年：16.5%)	60,494	31,584
Over-provision in prior years	過往年度超額撥備	(1,159)	(7,124)
Income not subject to tax	毋須課稅收入	(207,849)	(189,636)
Expenses not deductible for tax	不可扣稅開支	93,958	118,390
Tax losses utilised	已動用稅項虧損	(22)	–
Tax losses not recognised	未確認稅項虧損	66,918	30,071
Others	其他	3,594	2,026
Tax charge/(credit) for the year	年內稅項支出／(抵免)	15,934	(14,689)

In accordance with the accounting policy set out in note 2.3, the Group has not recognised deferred tax assets in respect of cumulative tax losses of approximately HK\$685,187,000 (2023: HK\$279,623,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. The tax losses do not expire under current tax legislation.

根據附註2.3所載會計政策，本集團並無就累計稅項虧損約685,187,000港元(2023年：279,623,000港元)確認遞延稅項資產，原因為相關稅務司法管轄區及實體不大可能有可動用該等虧損以作抵銷的未來應課稅溢利。根據現行稅務法例，稅項虧損並無屆滿期限。

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9. Income tax expense/(credit) (continued)

In 2021, the Organisation for Economic Co-operation and Development published the Pillar Two model rules for a new global minimum tax reform applicable to large multinational enterprises. Certain jurisdiction in which the Group operates has implemented Pillar Two income tax legislation based on this framework, and those Pillar Two income tax laws became effective on 1 January 2024. As at 31 December 2024, the annual profits from jurisdiction where the Pillar Two legislation is enacted or substantially enacted but not yet in effect is immaterial. The Group is continuing to assess the impact of the Pillar Two income taxes legislation on its future financial performance.

10. Dividends

		2024 2024年 HK\$'000 千港元
2024 interim dividend, paid – HK\$0.012 per Share	2024年中期股息，已支付－每股股份0.012港元	114,529
2024 final dividend, proposed after the end of the reporting period – HK\$0.02 per Share	2024年末期股息，報告期結束後擬派發－每股股份0.02港元	190,731
		305,260
		2023 2023年 HK\$'000 千港元
2023 interim dividend, paid – HK\$0.01 per Share	2023年中期股息，已支付－每股股份0.01港元	95,539
2023 final dividend, paid – HK\$0.01 per Share	2023年末期股息，已支付－每股股份0.01港元	95,539
		191,078

The 2024 interim dividend paid during the year were adjusted to exclude the dividend for the shares bought back by the Company before ex-dividend date amounting to HK\$47,000.

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming AGM and has not been recognised as a liability at the end of the reporting period.

9. 所得稅開支／（抵免）（續）

2021年，經濟合作與發展組織發佈了適用於大型跨國企業的新的全球最低稅務改革的第二支柱示範規則。本集團運營所在的若干司法管轄區已在此框架基礎上實施了第二支柱所得稅法例，該等第二支柱所得稅法律於2024年1月1日生效。於2024年12月31日，第二支柱法例已頒佈或實質頒佈但尚未生效的司法管轄區的年度利潤影響不大。本集團正在持續評估第二支柱所得稅法例對其未來財務表現的影響。

10. 股息

本年度派付的2024年中期股息已作調整，以撇除本公司於除息日前購回的股份股息47,000港元。

本年度擬派末期股息須待本公司股東於應屆股東週年大會上批准後，方可作實，於報告期末尚未確認為負債。

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11. Earnings per share attributable to ordinary equity holders of the parent

The calculations of the basic and diluted earnings per share are based on:

(a) Basic earnings per share

The calculation of basic earnings per share for the year ended 31 December 2024 is based on the profit attributable to ordinary equity holders of the Company of HK\$347,783,000 (2023: HK\$201,261,000) and the weighted average number of Shares in issue of 9,548,061,374 (2023: 9,553,994,707) during the year.

(b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit for the year attributable to ordinary equity holders of the parent. The weighted average number of Shares used in the calculation is the number of Shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of Shares outstanding to assume conversion of all dilutive Shares.

No adjustment has been made to the basic earnings per share amounts presented for the year ended 31 December 2024 and 31 December 2023 in respect of dilution as the impact of the share option outstanding had an anti-dilutive effect on the basic earnings per share amount presented.

11. 母公司普通股股東應佔每股盈利

每股基本及攤薄盈利乃基於下列方式計算：

(a) 每股基本盈利

截至2024年12月31日止年度，每股基本盈利乃根據年內本公司普通股股東應佔溢利347,783,000港元（2023年：201,261,000港元）及已發行股份的加權平均數9,548,061,374股（2023年：9,553,994,707股）股份計算。

(b) 每股攤薄盈利

每股攤薄盈利乃按母公司普通股股東應佔年內溢利計算。計算時所用的股份加權平均數乃指計算每股基本盈利所採用的年內已發行股份數目，以及假設所有潛在攤薄股份獲轉換而發行的股份加權平均數。

由於尚未行使購股權的影響對所呈列的每股基本盈利金額有反攤薄效應，因此並未就攤薄對截至2024年12月31日及2023年12月31日止年度所呈列的每股基本盈利金額作出調整。

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12. Property, plant and equipment

12. 物業、廠房及設備

		Right of use assets 使用權資產									
		Office equipment	Furniture and fixtures	Buildings	Leasehold improvements 租賃物業	Motor vehicles	Sub-total	Leasehold land	Buildings	Sub-total	Total
		辦公室設備	傢俬及裝置	樓宇	裝修	汽車	小計	租賃土地	樓宇	小計	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
31 December 2024	2024年12月31日										
As at 1 January 2024	於2024年1月1日										
Cost	成本	265,154	7,089	81,999	61,423	3,069	418,734	481,832	92,062	573,894	992,628
Accumulated depreciation	累計折舊	(216,983)	(6,714)	(30,334)	(53,408)	(3,069)	(310,508)	(176,621)	(71,589)	(248,210)	(558,718)
Net carrying amount	賬面淨值	48,171	375	51,665	8,015	-	108,226	305,211	20,473	325,684	433,910
Opening net carrying amount	年初賬面淨值	48,171	375	51,665	8,015	-	108,226	305,211	20,473	325,684	433,910
Additions	添置	35,164	873	-	8,967	785	45,789	-	59,408	59,408	105,197
Exchange realignment	外匯調整	(236)	-	-	(10)	-	(246)	-	(92)	(92)	(338)
Depreciation charged during the year	年內折舊	(32,958)	(392)	(2,199)	(7,641)	(22)	(43,212)	(12,988)	(25,828)	(38,816)	(82,028)
Disposal	出售	-	-	-	(129)	-	(129)	-	-	-	(129)
Closing net carrying amount	年末賬面淨值	50,141	856	49,466	9,202	763	110,428	292,223	53,961	346,184	456,612
As at 31 December 2024	於2024年12月31日										
Cost	成本	296,346	6,488	81,999	68,061	3,497	456,391	481,832	88,122	569,954	1,026,345
Accumulated depreciation	累計折舊	(246,205)	(5,632)	(32,533)	(58,859)	(2,734)	(345,963)	(189,609)	(34,161)	(223,770)	(569,733)
Net carrying amount	賬面淨值	50,141	856	49,466	9,202	763	110,428	292,223	53,961	346,184	456,612

		Right of use assets 使用權資產									
		Office equipment	Furniture and fixtures	Buildings	Leasehold improvements 租賃物業	Motor vehicles	Sub-total	Leasehold land	Buildings	Sub-total	Total
		辦公室設備	傢俬及裝置	樓宇	裝修	汽車	小計	租賃土地	樓宇	小計	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
31 December 2023	2023年12月31日										
As at 1 January 2023	於2023年1月1日										
Cost	成本	241,487	7,138	81,999	57,184	3,069	390,877	481,832	91,921	573,753	964,630
Accumulated depreciation	累計折舊	(185,270)	(6,768)	(28,134)	(50,006)	(3,069)	(273,247)	(163,633)	(49,061)	(212,694)	(485,941)
Net carrying amount	賬面淨值	56,217	370	53,865	7,178	-	117,630	318,199	42,860	361,059	478,689
Opening net carrying amount	年初賬面淨值	56,217	370	53,865	7,178	-	117,630	318,199	42,860	361,059	478,689
Additions	添置	27,055	182	-	5,433	-	32,670	-	12,226	12,226	44,896
Exchange realignment	外匯調整	(61)	-	-	24	-	(37)	-	25	25	(12)
Depreciation charged during the year	年內折舊	(34,040)	(177)	(2,200)	(4,620)	-	(41,037)	(12,988)	(31,327)	(44,315)	(85,352)
Disposal	出售	(1,000)	-	-	-	-	(1,000)	-	(3,311)	(3,311)	(4,311)
Closing net carrying amount	年末賬面淨值	48,171	375	51,665	8,015	-	108,226	305,211	20,473	325,684	433,910
As at 31 December 2023	於2023年12月31日										
Cost	成本	265,154	7,089	81,999	61,423	3,069	418,734	481,832	92,062	573,894	992,628
Accumulated depreciation	累計折舊	(216,983)	(6,714)	(30,334)	(53,408)	(3,069)	(310,508)	(176,621)	(71,589)	(248,210)	(558,718)
Net carrying amount	賬面淨值	48,171	375	51,665	8,015	-	108,226	305,211	20,473	325,684	433,910

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13. Goodwill and other intangible assets

		Trading rights 交易權 HK\$'000 千港元	Goodwill 商譽 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Net carrying amounts	賬面淨值			
As at 1 January and 31 December 2023	於2023年1月1日及 12月31日	2,413	20,473	22,886

		Trading rights 交易權 HK\$'000 千港元	Goodwill 商譽 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Net carrying amounts	賬面淨值			
As at 1 January and 31 December 2024	於2024年1月1日及 12月31日	2,413	20,473	22,886

As at 31 December 2024 and 2023, the Group had three trading rights in the Stock Exchange and two trading rights in The Hong Kong Futures Exchange Limited. The intangible assets are not amortised as they have no expiry date.

於2024年及2023年12月31日，本集團擁有於聯交所的三項交易權及香港期貨交易所有限公司的兩項交易權。由於並無到期日，故並無攤銷無形資產。

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the GTJA Vietnam cash-generating unit for impairment testing. The recoverable amount (lower of fair value less cost of disposal and value-in-use) of GTJA Vietnam has been determined based on the value-in-use calculation using cash flow projections covering a five-year period approved by the management. The discount rate applied to the cash flow projections is 9% (2023: 8%) which is determined based on the past business performance, the management's expectation of the market development and future business plan. The discount rate used reflects specific risks relating to GTJA Vietnam and have taken into account of the risk of business uncertainties in the foreseeable future. As at 31 December 2024 and 31 December 2023, the estimated recoverable amount of the cash-generating unit exceeded its carrying amount. Therefore, no impairment loss was recognised.

商譽減值測試

通過業務合併獲得的商譽分配給國泰君安越南現金產生單位用於減值測試。國泰君安越南可收回金額（以公平值減出售成本及使用權價值中的較低者為準）乃基於使用價值計算釐定，有關計算採用管理層核定之涵蓋五年期現金流預測。現金流預測所用貼現率為9%（2023年：8%），其乃基於過往業務表現、管理層對市場演變預期及未來商業計劃釐定。所用貼現率反映國泰君安越南相關特定風險，當中已計及可見未來內業務不確定性風險。於2024年12月31日及2023年12月31日，現金產生單位的估計可收回金額超過其賬面值。因此，並無確認減值虧損。

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14. Other assets

14. 其他資產

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Basic contribution of the guarantee fund paid to HKSCC	支付予香港結算的保證基金基本供款	769	630
Deposits with Stock Exchange	於聯交所的按金		
– Compensation fund	– 補償基金	150	150
– Fidelity fund	– 互保基金	150	150
– Stamp duty deposit	– 印花稅按金	500	500
Admission fee paid to HKSCC	支付予香港結算的准入費	150	150
Reserve fund with THE SEHK Options Clearing House Limited	於香港聯合交易所期權結算所有有限公司的儲備金	6,895	7,577
Settlement risk fund paid to the Shanghai Stock Exchange	支付予上海證券交易所的結算風險基金	212	219
Deposit with HKFE Clearing Corporation Limited	於香港期貨結算有限公司的按金	4,172	4,769
License deposit with the Monetary Authority of Singapore	於新加坡金融管理局的牌照按金	571	592
Statutory deposit with Hanoi Stock Exchange	於河內證券交易所的法定按金	4,363	4,224
		17,932	18,961

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

本集團其他資產的賬面值與其公平值相若。

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15. Deferred tax

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

		Accelerated tax depreciation	Losses available for offsetting against future taxable profits	Fair value (gain)/loss	ECL allowance	Total
		加速稅項折舊	可供抵銷未來稅項溢利的虧損	公平值(收益)/虧損	預期信用損失撥備	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 31 December 2023 and 1 January 2024	於2023年12月31日及2024年1月1日	(9,649)	236,911	-	6,070	233,332
Deferred tax charged to other comprehensive income	於其他全面收益扣除遞延稅項	-	-	(31)	-	(31)
Deferred tax credited/(charged) to profit or loss	於損益計入/(扣除)遞延稅項	1,771	36,020	-	(2,706)	35,085
At 31 December 2023 and 1 January 2024	於2023年12月31日及2024年1月1日	(7,878)	272,931	(31)	3,364	268,386
Deferred tax charged to other comprehensive income	扣除其他全面收益的遞延稅項	-	-	(4,174)	-	(4,174)
Deferred tax credited to profit or loss	於損益計入遞延稅項	135	186	-	2,298	2,619
As at 31 December 2024	於2024年12月31日	(7,743)	273,117	(4,205)	5,662	266,831

Deferred income 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 the deferred income taxes relate to the same taxation authority. The deferred income tax assets and liabilities are to be utilised and settled after one year and the following amounts, determined after appropriate offsetting, are shown in the consolidated statement of financial position.

15. 遞延稅項

年內遞延稅項負債及資產變動如下：

當有法定權利可以將本期稅項資產與本期稅項負債抵銷及遞延所得稅涉及同一稅務機關時，則可將遞延所得稅資產與負債互相抵銷。遞延所得稅資產及負債將於一年後予以動用及結算，而下列在計入適當抵銷後釐定的金額則在綜合財務狀況表內列賬。

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Deferred tax assets	遞延稅項資產	275,846	277,892
Deferred tax liabilities	遞延稅項負債	(9,015)	(9,506)
		266,831	268,386

In accordance with the accounting policy set out in note 2.3, the Group has recognised deferred tax assets in respect of cumulative tax losses of HK\$1,655 million (2023: HK\$1,654 million) as it is probable that future taxable profits against which the losses can be utilised will be available in the relevant jurisdiction and entity. The tax losses do not expire under the current tax legislation.

根據附註2.3所載會計政策，本集團就累計稅項虧損1,655百萬港元（2023年：1,654百萬港元）確認遞延稅項資產，蓋因相關司法權區及實體可能有未來應課稅溢利抵銷該等虧損。根據當前稅法，稅項虧損並未到期。

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16. Loans and advances to customers

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Margin loans	孖展貸款	9,628,032	7,631,029
Term loans to customers	給予客戶的定期貸款	235,365	235,365
Less: impairment provision	減：減值撥備	(2,116,996)	(2,104,800)
		7,746,401	5,761,594

Loans and advances are categorised into “excellent”, “fair” and “individually impaired”. Excellent refers to exposures which margin obligation are consistently met and the payment of principal and interest is not in doubt, collaterals provided are highly liquid and of good quality. Fair refers to exposures which principal and interest are fully secured but the quality of the collateral is deteriorating, shortfall would be expected when the collateral value continues to deteriorate. Individually impaired refers to exposures which loss, partial or full, has incurred and with insufficient collateral.

16. 給予客戶的貸款及墊款

貸款及墊款分類為「優秀」、「普通」及「個別減值」。優秀指貫徹履行孖展責任及本金和利息付款並無呆賬，且提供的抵押品具有高流通性及良好品質的風險。普通指本金和利息全部有抵押但抵押品質量正在變差，且抵押品價值持續下跌時預期錄得缺額的風險。個別減值指已產生部分或悉數虧損且無足夠抵押品的風險。

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16. Loans and advances to customers (continued)

Analysis of the gross carrying amount as at 31 December by the Group's internal credit rating and year end classification:

2024

Internal rating grade	內部評級	12-month ECL	Lifetime ECL not-credit-impaired	Lifetime ECL credit-impaired	Total
		12個月預期信用損失 (Stage 1) (第一階段)	未信貸減值的全期預期信用損失 (Stage 2) (第二階段)	已信貸減值的全期預期信用損失 (Stage 3) (第三階段)	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Performing	正常				
Excellent	優秀	7,427,075	-	-	7,427,075
Fair	普通	-	332,060	-	332,060
Non-performing	不良				
Individually impaired	個別減值	-	-	2,104,262	2,104,262
		7,427,075	332,060	2,104,262	9,863,397

2023

Internal rating grade	內部評級	12-month ECL	Lifetime ECL not-credit-impaired	Lifetime ECL credit-impaired	Total
		12個月預期信用損失 (Stage 1) (第一階段)	未信貸減值的全期預期信用損失 (Stage 2) (第二階段)	已信貸減值的全期預期信用損失 (Stage 3) (第三階段)	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Performing	正常				
Excellent	優秀	5,434,461	-	-	5,434,461
Fair	普通	302,448	25,783	-	328,231
Non-performing	不良				
Individually impaired	個別減值	-	-	2,103,702	2,103,702
		5,736,909	25,783	2,103,702	7,866,394

16. 給予客戶的貸款及墊款 (續)

按本集團內部信貸評級及年末分類的於12月31日的賬面總值分析：

2024年

2023年

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16. Loans and advances to customers (continued)

The movements of the gross carrying amount of loans and advances to customers are as follows:

		12-month ECL	Lifetime ECL not-credit- impaired	Lifetime ECL credit- impaired	Total
		12個月預期 信用損失 (Stage 1) (第一階段)	未信貸減值 的全期預期 信用損失 (Stage 2) (第二階段)	已信貸減值 的全期預期 信用損失 (Stage 3) (第三階段)	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Gross carrying amount as at 1 January 2023	於2023年1月1日的賬面總值	6,208,751	–	2,379,854	8,588,605
New assets originated, purchased or assets transferred	已產生、已購買的新資產或已轉讓的資產	1,903,502	1,956	4,068	1,909,526
Assets derecognised or repaid	已終止確認或已償還的資產	(2,307,664)	(14,148)	(309,925)	(2,631,737)
Transfer from stage 1 to stage 2	由第一階段轉入第二階段	(37,975)	37,975	–	–
Transfer from stage 1 to stage 3	由第一階段轉入第三階段	(29,705)	–	29,705	–
Gross carrying amount as at 31 December 2023 and as at 1 January 2024	於2023年12月31日及於2024年1月1日的賬面總值	5,736,909	25,783	2,103,702	7,866,394
New assets originated, purchased or assets transferred	已產生、已購買的新資產或已轉讓的資產	3,801,147	17,302	1,236	3,819,685
Assets derecognised or repaid	已終止確認或已償還的資產	(1,761,529)	(48,439)	(12,714)	(1,822,682)
Transfer from stage 1 to stage 2	由第一階段轉入第二階段	(337,414)	337,414	–	–
Transfer from stage 1 to stage 3	由第一階段轉入第三階段	(12,038)	–	12,038	–
Gross carrying amount as at 31 December 2024	於2024年12月31日的賬面總值	7,427,075	332,060	2,104,262	9,863,397

16. 給予客戶的貸款及墊款 (續)

給予客戶的貸款及墊款賬面總值變動如下：

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16. Loans and advances to customers (continued)

The movements of the ECL allowance on loans and advances to customers are as follows:

		12-month ECL	Lifetime ECL not-credit- impaired	Lifetime ECL credit- impaired	Total
		12個月預期 信用損失 (Stage 1) (第一階段)	未信貸減值 的全期預期 信用損失 (Stage 2) (第二階段)	已信貸減值 的全期預期 信用損失 (Stage 3) (第三階段)	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
ECL allowance as at 1 January 2023	於2023年1月1日的預期 信用損失撥備	(3,296)	–	(2,193,940)	(2,197,236)
New assets originated or purchased	已產生或已購買的 新資產	–	(75)	(1,195)	(1,270)
Assets derecognised or repaid	已終止確認或已償還的 資產	–	–	117,433	117,433
Changes to risk parameters	風險參數變動	2,149	–	(24,661)	(22,512)
Changes arising from transfer of stage	源於轉移階段的變動	–	(915)	(300)	(1,215)
ECL allowance as at 31 December 2023 and 1 January 2024	於2023年12月31日及 2024年1月1日的預期 信用損失撥備	(1,147)	(990)	(2,102,663)	(2,104,800)
New assets originated or purchased	已產生或已購買的新資產	(3)	(661)	(627)	(1,291)
Assets derecognised or repaid	已終止確認或已償還的 資產	–	216	10	226
Changes to risk parameters	風險參數變動	(395)	131	3,942	3,678
Changes arising from transfer of stage	源於轉移階段的變動	60	(11,414)	(3,455)	(14,809)
ECL allowance as at 31 December 2024	於2024年12月31日的 預期信用損失撥備	(1,485)	(12,718)	(2,102,793)	(2,116,996)

There were no loans and advances to customers which have been written off but were still subject to enforcement activity at 31 December 2024 and 2023.

16. 給予客戶的貸款及墊款 (續)

給予客戶的貸款及墊款的預期信用損失撥備變動如下：

於2024年及2023年12月31日，概無已撇銷但仍須進行強制執法行動的給予客戶的貸款及墊款。

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16. Loans and advances to customers (continued)

Margin financing operations

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

Margin loans to the customers are secured by the underlying pledged securities, bear interest at a rate with reference to the HK\$ prime rate and are repayable on demand. The carrying value of margin loans approximates to their fair value. No ageing analysis is disclosed as the Group considers an ageing analysis does not give additional value in view of the nature of the margin loans business. The amount of credit facilities granted to margin clients is determined by the discounted market value of the collateral securities accepted by the Group. As at 31 December 2024, the total value of securities pledged as collateral in respect of the margin loans was approximately HK\$39,512 million (2023: HK\$30,655 million) based on the market value of the securities as at the end of the reporting period.

Term loans to customers

The Group also provides term loans to customers. In determining the interest rates, reference is made to the credit standing of the relevant customers and the quality and value of the collateral pledged.

As at 31 December 2024 and 2023, all term loans were categorised as Stage 3 and were fully impaired.

17. Loans to directors

For the year ended 31 December 2024 and 2023, there were no loans to directors pursuant to section 383(1)(d) of the CO and Part 3 of the Companies (Disclosure of Information about Benefits of Directors) Regulation.

16. 給予客戶的貸款及墊款 (續)

孖展融資業務

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

給予客戶的孖展貸款以相關已抵押證券擔保，按根據港元最優惠利率釐定的利率計息，並按要求償還。孖展貸款的賬面值與其公平值相若。由於本集團認為，鑒於孖展貸款業務的性質，賬齡分析並不會提供額外價值，故概無披露賬齡分析。授予孖展客戶的信貸融資額乃根據本集團接納的抵押證券貼現市值釐定。於2024年12月31日，作為孖展貸款抵押品的已抵押證券總值約為39,512百萬港元（2023年：30,655百萬港元），此乃按證券於報告期末的市值計算得出。

給予客戶的定期貸款

本集團亦向客戶提供定期貸款。於釐定利率時，會參考相關客戶的財務信貸狀況以及所質押的抵押品質素及價值。

於2024年及2023年12月31日，所有定期貸款均分類為第三階段並全額減值。

17. 給予董事的貸款

截至2024年及2023年12月31日止年度，概無根據《公司條例》第383(1)(d)條及公司（披露董事利益資料）規例第3部給予董事的貸款。

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18. Accounts receivable

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

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Accounts receivable arising from brokerage	經紀業務應收款項		
– cash and custodian clients	– 現金及託管客戶	558,174	15,378
– the Stock Exchange and other clearing houses	– 聯交所及其他結算所	2,296,273	1,135,430
– brokers and dealers	– 經紀及交易商	7,052,717	6,660,076
Accounts receivable arising from securities borrowing and lending	證券借貸業務應收款項		
– brokers and dealers	– 經紀及交易商	1,098,216	149,641
Accounts receivable arising from corporate finance, asset management, financial products, market making and investments	企業融資、資產管理、金融產品、做市及投資業務應收款項		
– corporate clients, investment funds and others	– 企業客戶、投資基金及其他	167,080	500,826
		11,172,460	8,461,351
Less: impairment provision	減：減值撥備	(76,090)	(69,876)
		11,096,370	8,391,475

The movements in the impairment allowance on accounts receivable are as follows:

18. 應收款項

本集團業務過程中所產生的應收款項賬面值如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
At 1 January	於1月1日	69,876	32,756
Impairment provision charged to profit or loss during the year	年內計入損益的減值撥備	7,360	37,426
Impairment provision reversed during the year	年內撥回的減值撥備	(989)	(396)
Exchange difference	匯兌差額	(157)	90
At 31 December	於12月31日	76,090	69,876

應收款項減值撥備變動如下：

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31 December 2024
2024年12月31日

18. Accounts receivable (continued)

There was no accounts receivable which have been written off but were still subject to enforcement activity at 31 December 2024 and 2023.

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

31 December 2024

		Accounts receivable from cash and custodian clients 現金及託管客戶應收款項 HK\$'000 千港元	Accounts receivable from the Stock Exchange and other clearing houses 聯交所及其他結算所應收款項 HK\$'000 千港元	Accounts receivable from brokers and dealers 經紀及交易商應收款項 HK\$'000 千港元	Accounts receivable from corporate clients, investment funds and others 企業客戶、投資基金及其他應收款項 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Gross carrying amount	賬面總值	558,174	2,296,273	8,150,933	167,080	11,172,460
Less: impairment	減：減值					
- Stage 1	— 第一階段	(111)	(1,279)	(10,809)	N/A 不適用	(12,199)
- Stage 2	— 第二階段	(1)	-	-	N/A 不適用	(1)
- Stage 3	— 第三階段	(948)	-	-	N/A 不適用	(948)
- Simplified approach	— 簡易法	N/A 不適用	N/A 不適用	N/A 不適用	(62,942)	(62,942)
		557,114	2,294,994	8,140,124	104,138	11,096,370

18. 應收款項 (續)

於2024年及2023年12月31日，概無已撇銷但仍須進行強制執法行動的應收款項。

本集團業務過程中所產生的應收款項賬面值如下：

2024年12月31日

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財務報表附註

31 December 2024
2024年12月31日

18. Accounts receivable (continued)

31 December 2023

		Accounts receivable from cash and custodian clients 現金及託管客戶應收款項 HK\$'000 千港元	Accounts receivable from the Stock Exchange and other clearing houses 聯交所及其他結算所應收款項 HK\$'000 千港元	Accounts receivable from brokers and dealers 經紀及交易商應收款項 HK\$'000 千港元	Accounts receivable from corporate clients, investment funds and others 企業客戶、投資基金及其他應收款項 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Gross carrying amount	賬面總值	15,378	1,135,430	6,809,717	500,826	8,461,351
Less: impairment	減：減值					
– Stage 1	– 第一階段	(1)	(651)	(4,981)	N/A	(5,633)
– Stage 2	– 第二階段	(127)	–	–	N/A	(127)
– Stage 3	– 第三階段	(1,006)	–	–	N/A	(1,006)
– Simplified approach	– 簡易法	N/A	N/A	N/A	(63,110)	(63,110)
		14,244	1,134,779	6,804,736	437,716	8,391,475

Accounts receivable from cash and custodian clients represent unsettled client trades on various securities exchanges transacted on the last two to three business days prior to the end of the reporting year. When the cash and custodian clients fail to settle on the settlement date, the Group has the rights to force-sell the collateral underlying the securities transactions. The collateral held against these receivables is publicly traded securities. The impairment provision is made after taking into consideration the recoverability from the collateral. No ageing analysis is disclosed as the Group considers an ageing analysis does not give additional value in view of the nature of these accounts receivable.

18. 應收款項 (續)

2023年12月31日

現金及託管客戶的應收款項是指在報告年度末之前的最後兩到三個工作日內在不同證券交易所進行的未結算客戶交易。一旦現金及託管客戶未能於結算日償付款項，本集團有權強制出售證券交易相關的抵押品。針對該等應收款項持有的抵押品為公開交易證券。減值撥備在考慮抵押品的可收回性後作出。董事認為，由於該等應收款項的性質，賬齡分析不會帶來額外價值，故未披露任何賬齡分析。

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18. Accounts receivable (continued)

The movement of the gross carrying amount of accounts receivable arising from brokerage of cash and custodian clients are as follows:

		12-months ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit- impaired	Total
		12個月預期 信用損失 (Stage 1) (第一階段)	未信貸減值 的全期預期 信用損失 (Stage 2) (第二階段)	已信貸減值 的全期預期 信用損失 (Stage 3) (第三階段)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Gross carrying amount as at 1 January 2023	於2023年1月1日的賬面 總值	9,309	33	569	9,911
New assets originated, purchased or assets transferred	已產生、已購買的新資 產或已轉讓的資產	4,871	2,321	4,734	11,926
Assets derecognised or repaid	已終止確認或已償還的 資產	(6,492)	(1)	34	(6,459)
Transfer of stages	轉移階段	(1,119)	943	176	-
Gross carrying amount as at 31 December 2023 and as at 1 January 2024	於2023年12月31日及於 2024年1月1日的賬面 總值	6,569	3,296	5,513	15,378
New assets originated, purchased or assets transferred	已產生、已購買的新資 產或已轉讓的資產	552,957	6	(4,150)	548,813
Assets derecognised or repaid	已終止確認或已償還的 資產	(5,688)	-	(329)	(6,017)
Transfer of stages	轉移階段	3,156	(3,270)	114	-
Gross carrying amount as at 31 December 2024	於2024年12月31日的 賬面總值	556,994	32	1,148	558,174

18. 應收款項 (續)

經紀現金及託管客戶的應收款項的賬面總值變動載列如下：

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2024年12月31日

18. Accounts receivable (continued)

The movements in the ECL allowance of accounts receivable arising from brokerage of cash and custodian clients are as follows:

		12-months ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit- impaired	Total
		12個月預期 信用損失 (Stage 1) (第一階段)	未信貸減值 的全期預期 信用損失 (Stage 2) (第二階段)	已信貸減值 的全期預期 信用損失 (Stage 3) (第三階段)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
ECL allowance as at 1 January 2023	於2023年1月1日的預期 信用損失撥備	(6)	(7)	(568)	(581)
New assets originated or purchased	已產生或已購買的新資產	4	-	8	12
Assets derecognised or repaid	已終止確認或已償還的資產	2	(120)	(273)	(391)
Changes to risk parameters	風險參數變動	(1)	-	(173)	(174)
ECL allowance as at 31 December 2023 and 1 January 2024	於2023年12月31日及2024年 1月1日的預期信用損失 撥備	(1)	(127)	(1,006)	(1,134)
New assets originated or purchased	已產生或已購買的新資產	(109)	-	(169)	(278)
Assets derecognised or repaid	已終止確認或已償還的資產	2	-	341	343
Changes to risk parameters	風險參數變動	(3)	126	(114)	9
ECL allowance as at 31 December 2024	於2024年12月31日的預期信 用損失撥備	(111)	(1)	(948)	(1,060)

18. 應收款項 (續)

經紀現金及託管客戶的應收款項的
預期信用損失撥備變動載列如下：

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18. Accounts receivable (continued)

For accounts receivable from the Stock Exchange and other clearing houses, brokers and dealers, and insurance brokerage, no ageing analysis is disclosed as the Group considers an ageing analysis does not give additional value in view of the nature of these accounts receivable. There was no transfer of ECL allowance to different stages, and all of them are classified as stage 1 under ECL model during the year ended 31 December 2024 and 2023.

Accounts receivable from corporate clients and investment funds arising from asset management, corporate finance, investment holding and market making which have not yet been settled by clients after the Group's normal credit period. The credit rating and reputation of the trade counterparties were considered as sound for the past due accounts receivable from corporate clients and investment funds.

Ageing analysis of the relevant trade receivables at the date of consolidated statement of financial position based on past due date is as follows:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Not yet past due	尚未逾期	74,838	433,356
Past due less than 1 month	逾期一個月以內	22,651	83
Past due between 1 to 3 months	逾期一至三個月	5,551	1,687
Past due over 3 months	逾期三個月以上	64,040	65,700
Total	總計	167,080	500,826

Accounts receivable from corporate clients and investment funds arising from asset management, corporate finance, investment holding and market making using a provision matrix under simplified approach. The provision rates are based on DPD for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

18. 應收款項 (續)

對於聯交所及其他結算所、經紀及交易商以及保險經紀的應收款項，本集團認為，由於該等應收款項的性質，賬齡分析不會帶來額外價值，故未披露任何賬齡分析。於截至2024年及2023年12月31日止年度，概無將預期信用損失撥備轉移至不同階段，且均按預期信用損失模型劃分至第一階段。

客戶於本集團一般信貸期後尚未清償的企業客戶及投資基金的應收款項（產生自資產管理、企業融資、投資控股及做市）。對於企業客戶及投資基金的已逾期應收款項，交易對手方的信貸評級及聲譽被視為穩定。

於綜合財務狀況表日期根據逾期日期相關應收貿易款項的賬齡分析如下：

按簡易法使用撥備矩陣計算的企業客戶及投資基金的應收款項（產生自資產管理、企業融資、投資控股及做市）。撥備率乃基於將具相似虧損模式（即地理區域、產品類型、客戶類別及評級、以及信用證覆蓋範圍或其他形式的信貸保險）之各個客戶分部進行分組之逾期天數計算。該計算反映概率加權結果、金錢之時間價值以及於有關過去事件、當前狀況及對未來經濟狀況預測的報告日期可獲得的合理及支持性資料。一般而言，倘應收貿易款項逾期一年以上，則撇銷應收貿易款項，並且不受強制執行活動所規限。

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18. Accounts receivable (continued)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

2024

		Gross carrying amount 賬面總值 HK\$'000 千港元	ECL 預期信用損失 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Not yet past due	尚未逾期	74,838	(77)	74,761
Past due less than 1 month	逾期一個月以內	22,651	(14)	22,637
Past due between 1 to 3 months	逾期一至三個月	5,551	(55)	5,496
Past due over 3 months	逾期三個月以上	64,040	(62,796)	1,244
Total	總計	167,080	(62,942)	104,138

2023

		Gross carrying amount 賬面總值 HK\$'000 千港元	ECL 預期信用損失 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Not yet past due	尚未逾期	433,356	(203)	433,153
Past due less than 1 month	逾期一個月以內	83	–	83
Past due between 1 to 3 months	逾期一至三個月	1,687	(163)	1,524
Past due over 3 months	逾期三個月以上	65,700	(62,740)	2,960
Total	總計	500,826	(63,106)	437,720

19. Prepayments, deposits and other receivables

19. 預付款項、按金及其他應收款項

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	135,771	117,790
Interest receivables	應收利息	83,166	101,895
		218,937	219,685

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

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

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20. Financial assets at fair value

20. 按公平值計量的金融資產

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Non-current	非流動		
Financial assets held for trading and investments	持作買賣及投資的金融資產		
– Unlisted equity securities	– 非上市股本證券	1,238,747	1,825,052
Financial products (note (b))	金融產品(附註(b))	4,364,220	14,820,896
		5,602,967	16,645,948
Current	流動		
Financial assets held for trading and investments	持作買賣及投資的金融資產		
– Unlisted fixed income securities	– 非上市固定收益證券	39,402	3,402
– Unlisted convertible securities	– 非上市可換股證券	215,593	205,920
– Listed equity securities	– 上市股本證券	1,199,157	1,325,364
– Listed debt securities	– 上市債務證券	21,877,735	4,276,860
– Unlisted debt securities	– 非上市債務證券	2,735,536	5,088,358
– Listed fund investments	– 上市基金投資	1,741,131	5,912,798
– Unlisted fund investments (note (a))	– 非上市基金投資(附註(a))	516,627	726,619
– Other financial instruments	– 其他金融工具	507,988	159,439
Financial products (note (b))	金融產品(附註(b))	35,889,656	33,714,241
		64,722,825	51,413,001
Total financial assets at fair value through profit or loss	按公平值計入損益的金融資產總額	70,325,792	68,058,949
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產		
Current	流動		
Financial assets held for investments	持作投資的金融資產		
– Listed equity securities	– 上市股本證券	670,284	76,481
– Listed debt securities	– 上市債務證券	7,523,556	370,123
– Unlisted debt securities	– 非上市債務證券	791,432	–
		8,985,272	446,604

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20. Financial assets at fair value (continued)

Notes:

- (a) The Group invested in unconsolidated investment funds for capital appreciation and investment income. The interests held by the Group are in the form of participating shares which provide the Group with the share of returns from the investment funds, but not any decision making power nor any voting right. Given that the Group only held the beneficial interests without holding any voting right or substantial decision making power as principal, these investments are classified as financial assets at fair value through profit or loss.
- (b) The financial products invested by the Group included listed equity investments, listed debt investments, unlisted fund investments, unlisted equity investments and derivatives. As at 31 December 2024, securities collateral of HK\$193 million (2023: HK\$185 million) were placed to the counterparties.

Financial assets are categorised as “financial products” when it is acquired by the Group for the primary purpose of meeting customers’ investment needs and used as hedging instruments for structured notes issued under the MTN Programme (note 27), financial liabilities (note 28) or derivative instruments acquired by customers (note 21). As a result, the variable return of these financial products and the financial liabilities in relation to these financial products is not significant.

Assets pledged

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Trading assets, financial investments and cash pledged	交易性資產、金融投資及已抵押現金	538,529	1,136,193
Amount of liabilities secured	所擔保負債金額	(562,746)	(928,035)

The table above shows assets where a charge has been granted to secure liabilities on a legal and contractual basis. These transactions are conducted under terms that are usual and customary to collateralised transactions including sale and repurchase agreements and securities lending, derivative margining, and include assets pledged to cover short positions and to facilitate settlement processes with clearing houses.

20. 按公平值計量的金融資產 (續)

附註：

- (a) 本集團投資於未合併投資基金以獲得資本增值及投資收入。本集團以參股形式持有權益，其使本集團可分享投資基金所得回報，但並無任何決策權或任何投票權。鑒於本集團僅持有實益權益而並無任何投票權或如委託人有重大決策權，該等投資分類為按公平值計入損益的金融資產。
- (b) 本集團投資的金融產品包括上市股本投資、上市債務投資、非上市基金投資、非上市股本投資及衍生工具。於2024年12月31日，存放於交易對手的證券抵押品為193百萬港元（2023年：185百萬港元）。

金融資產於被本集團主要因滿足客戶投資需求而收購時分類為「金融產品」，並作為根據中期票據計劃發行的結構性票據（附註27）、金融負債（附註28）或客戶收購的衍生工具（附註21）的對沖工具。故此該等金融產品及其相關金融負債之可變回報不大。

已抵押資產

上表列示為擔保負債而按法律及合約基準抵押的資產。該等交易乃按有抵押交易（包括出售及回購協議、證券借貸、衍生工具保證金）的一般及慣常條款進行，並包括為擔保淡倉及為與結算所進行結算流程而抵押的資產。

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21. Derivative financial instruments

The table below shows the fair values of derivative financial instruments recorded as assets or liabilities together with their notional amounts. The notional amount, recorded gross, is the amount of a derivative's underlying asset, reference rate or index and is the basis upon which changes in the value of the derivative are measured. The notional amounts indicate the volume of transactions outstanding at the year end and are indicative of neither the market risk nor the credit risk.

21. 衍生金融工具

下表呈列記錄為資產或負債的衍生金融工具的公平值連同其名義金額。所記錄的名義金額總額為衍生工具相關資產、參考匯率或指數的金額，並為衍生工具價值計量變動的基準。名義金額表明於年末未完成的交易量，既不是市場風險亦非信貸風險的指標。

		Fair value 公平值		
		Notional amount 名義金額 HK\$'000 千港元	Assets 資產 HK\$'000 千港元	Liabilities 負債 HK\$'000 千港元
As at 31 December 2024	於2024年12月31日			
Non-current	非流動			
Currency derivatives	貨幣衍生工具			
Foreign exchange forward	遠期外匯	7,471,417	22,371	(244,863)
Interest rate derivatives	利率衍生工具			
Interest rate swap	利率掉期	6,122,881	119,164	(54,042)
Equity derivatives	權益類衍生工具			
Stock options	股票期權	459,934	26,485	(3,347)
Warrants	認股權證	165,034	–	(5,692)
Swaps	掉期	70,320	71,139	–
Other derivatives	其他衍生工具	758,192	5,787	(2,432)
		15,047,778	244,946	(310,376)
Current	流動			
Commodity derivatives	商品衍生工具			
Metal futures swap	金屬期貨掉期	13,554,539	184,604	(187,526)
Currency derivatives	貨幣衍生工具			
Foreign exchange forward	遠期外匯	42,930,108	458,332	(642,790)
Cross currency swap	交叉貨幣掉期			
Interest rate derivatives	利率衍生工具			
Interest rate swap	利率掉期	28,927,947	76,422	(42,324)
Equity derivatives	股本衍生工具			
Stock options	股票期權	9,398,736	212,776	(216,134)
Warrants	認股權證	4,457,956	–	(61,437)
Futures	期貨	1,463,780	14,129	(32,981)
Swaps	掉期	12,499,628	563,958	(563,483)
Other derivatives	其他衍生工具	957,233	1,373	(1,078)
		114,189,927	1,511,594	(1,747,753)
		129,237,705	1,756,540	(2,058,129)

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21. Derivative financial instruments (continued)

21. 衍生金融工具 (續)

		Fair value 公平值		
		Notional amount 名義金額 HK\$'000 千港元	Assets 資產 HK\$'000 千港元	Liabilities 負債 HK\$'000 千港元
As at 31 December 2023	於2023年12月31日			
Non-current	非流動			
Currency derivatives	貨幣衍生工具			
Foreign exchange forward	遠期外匯	12,404,918	13,645	(159,641)
Interest rate derivatives	利率衍生工具			
Interest rate swap	利率掉期	9,663,688	303,260	(125,124)
Equity derivatives	權益類衍生工具			
Stock options	股票期權	96,054	3,603	(36)
Warrants	認股權證	114,974	–	(2,795)
Swaps	掉期	547,904	2,096	(9,336)
Other derivatives	其他衍生工具	347,899	550	(260)
		23,175,437	323,154	(297,192)
Current	流動			
Commodity derivatives	商品衍生工具			
Metal futures swap	金屬期貨掉期	10,932,437	87,919	(85,097)
Currency derivatives	貨幣衍生工具			
Foreign exchange forward	遠期外匯	29,418,555	89,815	(157,862)
Cross currency swap	交叉貨幣掉期	390,590	3,230	–
Interest rate derivatives	利率衍生工具			
Interest rate swap	利率掉期	7,882,832	33,618	(39,407)
Equity derivatives	股本衍生工具			
Stock options	股票期權	9,980,193	262,217	(214,086)
Warrants	認股權證	2,813,254	–	(43,290)
Futures	期貨	1,939,342	8,130	(20,476)
Swaps	掉期	25,273,092	1,127,032	(831,022)
Other derivatives	其他衍生工具	622,978	145	(5,143)
		89,253,273	1,612,106	(1,396,383)
		112,428,710	1,935,260	(1,693,575)

The Group entered into ISDA master netting agreements or similar agreements with substantially all of its derivative counterparties. Where legally enforceable, these master netting agreements give the Group the right to offset cash collateral paid or received with the same counterparty. As at 31 December 2024, amounts of cash collateral of HK\$3,397 million and HK\$2,587 million were paid to and received from respective counterparties (2023: HK\$3,904 million and HK\$3,083 million), which are included in “accounts receivable and accounts payable arising from brokerage – brokers and dealers” in notes 18 and 24 to the financial statements respectively.

本集團與絕大部分衍生工具交易方訂立國際掉期及衍生品協會淨額抵銷總協議或類似協議。在依法可強制執行情況下，該等淨額抵銷總協議賦予本集團權利以抵銷與相同交易方的已付或已收現金抵押品。於2024年12月31日，現金抵押品金額3,397百萬港元及2,587百萬港元（2023年：3,904百萬港元及3,083百萬港元）分別付予及收自相關交易方，分別包括在財務報表附註18及24的「經紀業務應收款項及應付款項－經紀及交易商」。

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22. Receivable from reverse repurchase agreements

The receivable from reverse repurchase agreements arises when the securities are bought by the Group with a concurrent agreement to resell at a specified later date and price. These securities are not recognised in the Group’s consolidated statement of financial position as the counterparty retains substantially all risks and returns of the securities. The amount paid by the Group is recognised as receivable. In the event of default by the counterparty, the Group has the right to sell the underlying securities for settling the outstanding receivable.

As at 31 December 2024, the outstanding amount paid for the reverse repurchase agreements was HK\$9,982,509,000 (2023: HK\$739,579,000) and was recognised as receivable from reverse repurchase agreements.

The fair value of securities received as collateral for the outstanding receivable at the year-end was HK\$9,963,680,000 (2023: HK\$858,909,000).

23. Cash and cash equivalents and client trust bank balances

22. 反向回購協議應收款項

反向回購協議之應收款項於本集團購買證券時產生，連帶同時訂立一項協議以按指定其後日期及價格轉售。該等證券並無於本集團綜合財務狀況表中確認，原因是交易方保留該等證券的絕大部分風險及回報。本集團支付的款項確認為應收款項。倘交易方違約，本集團有權出售相關證券以結算未結清的應收款項。

於2024年12月31日，就反向回購協議支付的未結清款項為9,982,509,000港元（2023年：739,579,000港元），並確認為反向回購協議應收款項。

於年末已收取作為未結清應收款項抵押品的證券的公平值為9,963,680,000港元（2023年：858,909,000港元）。

23. 現金及現金等價物及客戶信託銀行結餘

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	5,999,235	6,474,841
Time deposits	定期存款	1,204,914	932,974
– with original maturity of less than three months	— 原到期日少於三個月	662,832	713,488
– with original maturity of more than three months	— 原到期日超過三個月	542,082	219,486
		7,204,149	7,407,815

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23. Cash and cash equivalents and client trust bank balances (continued)

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Cash and cash equivalents	按以下幣種計值的現金及		
denominated in:	現金等價物：		
HK\$	港元	2,650,926	1,954,761
US\$	美元	1,653,891	2,470,664
RMB	人民幣	2,328,405	2,371,407
VND	越南盾	138,845	128,906
Others	其他	432,082	482,077
		7,204,149	7,407,815

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between one month and 6 months depending on the cash requirements of the Group, and earn interest at the respective time deposit rates. The bank balances are deposited with creditworthy banks with no history of default.

As at 31 December 2024, the ECL allowance of bank deposits, cash and cash equivalents, and client trust bank balances amounted to HK\$1,795,000 (2023: HK\$3,503,000) in aggregate. All of them are classified as Stage 1 under the ECL model and there was no transfer to/from the other stages.

The Company maintains segregated accounts with authorized institutions to hold client money in the normal course of business.

23. 現金及現金等價物及客戶信託銀行結餘 (續)

銀行現金基於每日銀行存款利率按浮動利率計息。定期存款的存款期視本集團的現金需求而定，介乎一個月至六個月，並按相關定期存款利率計息。銀行結餘已存入信譽良好且無拖欠歷史的銀行中。

於2024年12月31日，銀行存款、現金及現金等價物以及客戶信託銀行結餘的預期信用損失撥備合共為1,795,000港元（2023年：3,503,000港元），均按預期信用損失模型劃分至第一階段，且並未轉入／轉自其他階段。

本公司在授權機構設有獨立帳戶，於日常業務過程中持有客戶資金。

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24. Accounts payable

24. 應付款項

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Accounts payable arising from brokerage	經紀業務應付款項		
– clients	– 客戶	13,429,990	11,987,595
– brokers and dealers	– 經紀及交易商	4,544,838	4,524,821
– the Stock Exchange and other clearing houses	– 聯交所及其他結算所	802,238	318,581
Accounts payable arising from securities borrowing and lending	證券借貸業務應付款項	49,618	6,025
Accounts payable arising from corporate finance, asset management, financial products, market making, investments and others	企業融資、資產管理、金融產品、做市、投資及其他業務應付款項	888,120	1,211,337
		19,714,804	18,048,359

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

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

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

本集團慣於在一個營業日內清償所有付款要求。本集團並無披露賬齡分析，原因為集團考慮到該等業務的性質，認為賬齡分析不會提供額外價值。

Accounts payable to clients also include those payables in trust accounts with authorised institutions of HK\$12,057 million (2023: HK\$13,753 million), Hong Kong Futures Exchange Clearing Corporation Limited and other futures dealers of HK\$130 million (2023: HK\$131 million).

應付予客戶的款項亦包括分別存放於認可機構信託賬戶的12,057百萬港元（2023年：13,753百萬港元）、香港期貨結算有限公司及其他期貨交易商的130百萬港元（2023年：131百萬港元）的應付款項。

Accounts payable arising from insurance brokerage services include those payables in trust accounts with authorised institutions of HK\$nil (2023: HK\$nil). Accounts payable are non-interest-bearing, except for the accounts payable to clients.

保險經紀服務應付款項包括認可機構信託賬戶的應付款項為零港元（2023年：零港元）。除應付客戶款項外，應付款項均不計息。

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25. Other payables and accrued liabilities

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Other payables	其他應付款項	16,119	24,810
Accrued liabilities	應計負債	793,171	629,331
		809,290	654,141

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

25. 其他應付款項及應計負債

其他應付款項及應計負債均不計息，平均期限為三個月。

26. Interest bearing borrowings

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Non-current:	非流動：		
Lease liabilities	租賃負債	20,889	3,725
Current:	流動：		
Lease liabilities	租賃負債	35,378	17,597
Unsecured bank borrowings	無抵押銀行借款	5,900,533	9,918,099
		5,935,911	9,935,696
Total interest bearing borrowings	計息借款總額	5,956,800	9,939,421

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Denominated in:	按以下幣種計值：		
HK\$	港元	40,195	15,070
US\$	美元	5,861,443	8,436,744
Other currencies	其他貨幣	55,162	1,487,607
		5,956,800	9,939,421

The Group's bank borrowings bear interest at the Interbank Offered Rate plus an interest spread.

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

The Group's lease liabilities bear weighted average interest rate at 4.66% per annum (2023: 3.60% per annum).

本集團銀行借款均按銀行同業拆息加息差計息。

由於貼現的影響並不屬重大，故該等銀行借款的賬面值與其公平值相若。

本集團的租賃負債的加權平均年利率為4.66%（2023年：年利率3.60%）。

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27. Debt securities in issue

27. 已發行債務證券

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Non-current	非流動		
At amortised cost (note (a)):	按攤銷成本(附註(a)):		
Listed unsecured medium-term notes	上市無抵押中期票據	3,125,610	3,144,937
Designated at fair value through profit or loss (note (b)):	指定按公平值計入損益(附註(b)):		
Structured notes issued in relation to financial products	已發行的金融產品相關之結構性票據	3,988,001	11,191,277
		7,113,611	14,336,214
Current	流動		
At amortised cost (note (a)):	按攤銷成本(附註(a)):		
Unlisted unsecured medium-term notes	非上市無抵押中期票據	7,463,994	2,808,810
Designated at fair value through profit or loss (note (b)):	指定按公平值計入損益(附註(b)):		
Structured notes issued in relation to financial products	已發行的金融產品相關之結構性票據	33,780,647	28,618,688
		41,244,641	31,427,498
		48,358,252	45,763,712
Unsecured medium-term notes denominated in:	按下列貨幣列值的無抵押中期票據:		
US\$	美元	7,878,010	5,923,027
HK\$	港元	22,656	7,196
RMB	人民幣	2,688,938	23,524
Other currencies	其他貨幣	—	—
		10,589,604	5,953,747
Structured notes issued in relation to financial products denominated in:	按下列貨幣列值的已發行的金融產品相關之結構性票據:		
US\$	美元	34,335,888	36,739,674
HK\$	港元	1,109,698	471,689
RMB	人民幣	1,993,201	2,229,133
Other currencies	其他貨幣	329,861	369,469
		37,768,648	39,809,965
		48,358,252	45,763,712

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27. Debt securities in issue (continued)

Notes:

- (a) The outstanding balance of HK\$10,590 million (2023: HK\$5,954 million) stated at amortised cost represents the amount of unsecured notes issued by the Company under the Company's MTN Programme and GSN Programme maintained by its subsidiary. As at 31 December 2024, the debt securities in issue bore fixed interest rates ranging from 2% to 5.85% (2023: 0.5% to 6.14%). The carrying amounts of the debt securities in issue approximate to their fair values.
- (b) The outstanding balance of HK\$37,769 million (2023: HK\$39,810 million) represented the amount of unlisted structured notes which arose from selling structured products under the MTN Programme with underlying investments related to listed equity investments, listed debt investments, unlisted debt investments, unlisted fund investments and derivatives.

The Group has not had any defaults of principal, interest or other breaches with respect to their liabilities during the year (2023: nil).

Part of debt securities in issue are repayable on demand and the Group has a practice to satisfy the request for redemption on the settlement date.

27. 已發行債務證券 (續)

附註：

- (a) 按攤銷成本列賬的未償還餘額10,590百萬港元(2023年：5,954百萬港元)指本公司根據中期票據計劃發行的無抵押票據款額及其附屬公司維持的擔保結構票據計劃發行的無抵押票據金額。於2024年12月31日，已發行債務證券按固定利率2%至5.85%(2023年：0.5%至6.14%)計息。已發行債務證券的賬面值與其公平值相若。
- (b) 未償還餘額37,769百萬港元(2023年：39,810百萬港元)指根據中期票據計劃銷售結構產品產生的非上市結構性票據款額，相關投資與上市股本投資、上市債務投資、非上市債務投資、非上市基金投資及衍生工具有關。

本集團於年內並無拖欠任何本金、利息或其他未履行其責任的情況(2023年：無)。

已發行債務證券部分須按要求償還，而本集團的慣例為在結算日期滿足贖回要求。

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28. Financial liabilities at fair value through profit or loss

28. 按公平值計入損益的金融負債

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Financial liabilities held for trading:	持作買賣的金融負債：		
– Listed equity securities	– 上市股本證券	567,426	148,747
– Listed debt securities	– 上市債務證券	1,238,875	506,494
– Unlisted debt securities	– 非上市債務證券	1,240	1,600
Financial liabilities designated at fair value through profit or loss	指定按公平值計入損益的金融負債		
– Financial products (note (a))	– 金融產品 (附註(a))	1,091,844	1,593,032
– Third-party interests in consolidated investment funds (note (b))	– 納入合併投資基金的第三方權益 (附註(b))	222,700	182,399
		3,122,085	2,432,272

Notes:

- (a) The amount of change in fair value of financial liabilities at fair value through profit or loss, during the year and cumulatively, attributable to changes in own credit risk was insignificant.
- (b) Third-party interests in consolidated investment funds consist of third-party unitholders' interests in consolidated investment funds which are reflected as liabilities since they can be put back to the Group for cash. The realisation of third-party interests in investment funds cannot be predicted with accuracy since these represent the interests of third-party unitholders in consolidated investment funds that are subject to market risk and the actions of third-party investors.

附註：

- (a) 於年內，因本身信貸風險變動累積而導致按公平值計入損益的金融負債公平值出現的金額變動並不重大。
- (b) 納入合併投資基金的第三方權益包括納入合併投資基金的第三方單位持有人權益，由於該等權益可退回本集團以收取現金，故列為負債。投資基金中第三方權益的變現無法準確預測，乃因有關權益代表納入合併投資基金的第三方單位持有人的權益，並受制於市場風險及第三方投資者的行為。

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29. Obligations under repurchase agreements

The obligations under repurchase agreements arise when the securities are sold by the Group with a concurrent agreement to repurchase at a specified later date and price. The amount received by the Group is recognised as liabilities as the Group retains substantially all risks and returns of the securities.

As at 31 December 2024, the outstanding amount received from repurchase agreements was HK\$35,113,555,000 (2023: HK\$14,027,595,000) which was recognised as obligations under repurchase agreements.

Fair value of financial assets under the repurchase agreements:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Financial assets held for trading	持作買賣的金融資產		
– Listed debt securities	– 上市債務證券	17,401,716	3,279,729
– Unlisted debt securities	– 非上市債務證券	465,890	174,331
Financial products	金融產品	21,220,676	13,593,858
		39,088,282	17,047,918

30. Share capital

		Number of issued and fully paid shares 已發行及繳足 股份數目 HK\$'000 千港元	Share capital 股本 HK\$'000 千港元
At 1 January 2023 and 31 December 2023	於2023年1月1日及2023年 12月31日	9,553,994,707	10,911,163
Share repurchased	所購回股份	(17,445,000)	–
31 December 2024	於2024年12月31日	9,536,549,707	10,911,163

(a) During the year ended 31 December 2024, the Company bought back a total of 17,445,000 shares at an aggregate consideration (before expenses) of HK\$14,671,220 on the Stock Exchange at share prices ranging from HK\$0.60 to HK\$1.22 (2023: Nil). The share repurchase consideration and the related expenses were charged against retained profits pursuant to section 257 of CO.

29. 回購協議的債項

本集團根據回購協議出售證券，連帶同時訂立一項協議以按指定其後日期及價格回購證券。由於本集團保留證券的絕大部分風險及回報，故本集團收取的款項確認為負債。

於2024年12月31日，自回購協議收取的未結清款項為35,113,555,000港元（2023年：14,027,595,000港元），並確認為回購協議的債項。

回購協議項下金融資產的公平值：

30. 股本

(a) 截至2024年12月31日止年度，本公司於聯交所以每股0.60港元至1.22港元的價格購回合共17,445,000股股份，總代價為14,671,220港元（扣除開支前）（2023年：無）。股份購回代價及相關開支已根據《公司條例》第257條自保留溢利扣除。

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31. Share option reserve

The Company adopted the Share Option Scheme on 19 June 2010. The Share Option Scheme was valid for a period of 10 years from the date of adoption and has expired on 19 June 2020. No further share options shall be granted after it expired, but all granted and outstanding share options remain exercisable for a period of 10 years after the respective dates of grant, the provisions of the Share Option Scheme thereof remain in full force and effect.

The total number of shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme must not in aggregate exceed 10% of the shares of the Company in issue at the date of approval of the Share Option Scheme (i.e. 164,000,000 shares). The maximum number of shares issuable under share options to each eligible participant in the Share Option Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time (i.e. 16,400,000 shares). Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

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

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

31. 購股權儲備

本公司於2010年6月19日採納購股權計劃。購股權計劃於採納日期起計10年期間有效，該期限已於2020年6月19日到期。於屆滿後不得再授出購股權，惟所有已授出及尚未行使購股權於各自授出日期後10年期間仍可行使，購股權計劃的條文仍具有十足效力及作用。

購股權計劃項下授出的所有購股權獲行使而發行的股份總數不能合計超過在購股權計劃批准日本公司已發行股份的10%（即164,000,000股股份）。於任何十二個月期間內可根據購股權向購股權計劃下的每名合資格參與者發行的最高股份數目乃限本公司於任何時間已發行股份的1%（即16,400,000股股份）。任何超出此限額的進一步授出購股權須經股東於股東大會上批准。

授予本公司董事或最高行政人員，或彼等任何聯繫人的購股權，均須事先獲得獨立非執行董事的批准。此外，於任何十二個月期間內授予本公司主要股東或獨立非執行董事，或彼等任何聯繫人的任何購股權，凡超過本公司於任何時間已發行股份的0.1%或其總值（根據本公司於授出日期之股價計算）超過5百萬港元，均須於股東大會上事先取得股東的批准。

授出購股權的要約可由承授人自要約日期起計二十八日內於支付名義代價合共1港元後被接納。所授出購股權的行使期由董事釐定，最遲至自購股權要約日期起計滿十年之日為止。

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31. Share option reserve (continued)

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

The fair values of share options at the date of grant of the options are calculated using a Binomial Option Pricing Model. The fair value of the share option is based on the terms and conditions of the share options upon which the options were granted, share price at the date of the grant, the historical volatility of the Company's shares, the historical dividend yield and the risk-free interest rate is referenced to the prevailing interest rate of the Hong Kong Government Bonds.

Upon completion of the bonus issue on 9 July 2015, the exercise price and the number of shares to be issued and allotted under the outstanding share options had been adjusted pursuant to the terms of the Share Option Scheme in the manner set out below:

Date of share options granted	Immediately before the completion of the bonus issue 緊接紅股發行完成前		Immediately after the completion of the bonus issue 緊隨紅股發行完成後	
	Exercise price per share	Number of outstanding options	Adjusted exercise price per Share	Adjusted number of outstanding options
授出購股權的日期	每股行使價	未行使購股權的數目	經調整每股行使價	經調整未行使購股權的數目
24/4/2012	HK\$2.48	4,856,448	HK\$0.827	14,569,344
2012年4月24日	2.48港元	4,856,448	0.827港元	14,569,344
10/1/2014	HK\$3.79	36,959,910	HK\$1.264	110,879,730
2014年1月10日	3.79港元	36,959,910	1.264港元	110,879,730
11/6/2015	HK\$14.56	4,500,000	HK\$4.854	13,500,000
2015年6月11日	14.56港元	4,500,000	4.854港元	13,500,000

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

No share option was exercised during the year ended 31 December 2024 and 31 December 2023.

For the year ended 31 December 2024 and 2023, the Group did not recognised an equity-settled share-based compensation expense for the share options under the Share Option Scheme in profit or loss.

31. 購股權儲備 (續)

購股權的行使價由董事釐定，惟不可低於以下最高者：(i)本公司股份於購股權要約日期在聯交所的收市價；及(ii)本公司股份於緊接要約日期前五個交易日在聯交所的平均收市價。

購股權授出日期的公平值乃用二項式期權定價模型計算。購股權的公平值為根據授予購股權的條款和條件、授予日期的股價、本公司股份的過往波幅、過往股息收益率和無風險利率(參考香港政府債券的現行利率)計算得出。

於2015年7月9日完成紅股發行後，尚未行使購股權的行使價及據此將予發行及配發股份數目已根據購股權計劃的條款調整如下：

購股權並無賦予持有人獲派股息或於股東大會上投票之權利。

截至2024年12月31日及2023年12月31日止年度，概無行使購股權。

截至2024年及2023年12月31日止年度，本集團並無就購股權計劃項下的購股權於損益確認以權益結算以股份為基礎的薪酬開支。

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31. Share option reserve (continued)

For the year ended 31 December 2024, nil and 15,448,806 share options were lapsed or forfeited (2023: nil and 12,147,493 share options were lapsed and forfeited, respectively) prior to the vesting date as a result of staff resignation.

		2024 2024年		2023 2023年	
		Weighted average exercise price HK\$ per share 加權平均 行使價 每股港元	Number of options 購股權數目	Weighted average exercise price HK\$ per share 加權平均 行使價 每股港元	Number of options 購股權數目
At 1 January	於1月1日	1.570	34,048,806	1.562	46,196,299
Forfeited during the year	年內沒收	1.327	(15,448,806)	1.540	(12,147,493)
Lapsed during the year	年內失效	—	—	—	—
Exercised during the year	年內行使	—	—	—	—
At 31 December	於12月31日	1.772	18,600,000	1.570	34,048,806

At 31 December 2024, the Company had 18,600,000 (2023: 34,048,806) share options outstanding under the Share Option Scheme, which represents approximately 0.20 % (2023: 0.36%) of the Company's shares in issue as at 31 December 2024.

The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 18,600,000 additional Shares (2023: 34,048,806 shares) and additional share capital of HK\$32,951,000 (before issuance expenses) (2023: HK\$53,454,000).

The option periods of the share options are from 13 July 2017 to 12 July 2027, from 4 July 2018 to 3 July 2028 and from 11 September 2019 to 10 September 2029.

31. 購股權儲備 (續)

截至2024年12月31日止年度，由於員工辭職，分別有零份及15,448,806份購股權於歸屬日期前失效及沒收（2023年：分別有零份及12,147,493份購股權失效及沒收）。

於2024年12月31日，本公司有18,600,000份（2023年：34,048,806份）購股權計劃項下尚未行使的購股權，佔於2024年12月31日本公司已發行股份的約0.20%（2023年：0.36%）。

根據本公司目前的資本架構，若其餘購股權悉數行使，會導致額外發行18,600,000股股份（2023年：34,048,806股），以及額外股本32,951,000港元（未扣除發行開支）（2023年：53,454,000港元）。

購股權的期權行使期間為2017年7月13日至2027年7月12日、2018年7月4日至2028年7月3日及2019年9月11日至2029年9月10日。

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32. Reserves

The amounts of the Group's reserves and the movements therein are presented in the consolidated statement of changes in equity.

Other reserve of the Group represents a merger reserve, being the difference between the issued share capital of HK\$31,980,000 of Guotai Junan (Hong Kong) Limited and the amount of share capital and share premium of HK\$1,268,440,000 of the Company transferred and issued to GJHL in exchange for the entire issued share capital of Guotai Junan (Hong Kong) Limited on 14 June 2010.

Investment revaluation reserve comprises the cumulative net change in the fair value of investments designated at fair value through other comprehensive income under HKFRS 9 that are held at the end of the reporting period.

33. Capital commitments and other commitments

Capital commitments

The Group had capital commitments for system upgrade and renovation of premises of approximately HK\$6,445,000 which were contracted but not provided for as at 31 December 2024 (2023: HK\$11,614,000).

Other commitments

The Group undertakes underwriting obligations on placing, IPO, takeover and merger activities and financial obligations to loan facilities granted to customers. As at 31 December 2024, there was no underwriting obligation (2023: HK\$nil).

32. 儲備

本集團的儲備金額及其變動於綜合權益變動表內呈報。

本集團其他儲備為合併儲備，即於2010年6月14日，國泰君安（香港）有限公司的已發行股本31,980,000港元與本公司向國泰君安控股轉讓及發行股本及股份溢價的（以換取國泰君安（香港）有限公司的全部已發行股本）金額1,268,440,000港元之間的差額。

投資重估儲備包括於報告期末持有根據香港財務報告準則第9號指定為按公平值計入其他全面收益的投資公平值的累計變動淨額。

33. 資本承擔及其他承擔

資本承擔

本集團就升級系統及物業裝修作出資本承擔約6,445,000港元，該款項已訂約但並未於2024年12月31日予以撥備（2023年：11,614,000港元）。

其他承擔

本集團為配售、首次公開發售、收購及合併活動提供承銷承諾及為授予客戶的貸款融資提供融資承諾。於2024年12月31日，本集團概無承銷承諾（2023年：零港元）。

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31 December 2024
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34. Directors', chairman's and chief executive's emoluments

(a) Directors', chairman's and chief executive's current emoluments

The current emoluments of every director of the Company paid/payable by the Group for the years ended 31 December 2024 and 2023 are set out below:

Year ended 31 December 2024

Name of director	董事姓名	Director fee	Salaries and allowances	Discretionary bonuses*	Employer's contribution	Total
					to pension scheme	
					僱主向退休金計劃供款	
		董事袍金	薪金及津貼	酌情花紅*	計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Executive directors:	執行董事：					
Yim Fung (note (ii))	閻峰 (附註(ii))	-	4,320	3,396	18	7,734
Qi Haiying (note (iii))	祁海英 (附註(iii))	-	4,002	3,378	18	7,398
Non-executive directors:	非執行董事：					
Yu Jian	喻健	-	-	-	-	-
Hu Xupeng	胡旭鵬	-	-	-	-	-
Yu Xuping	虞旭平	-	-	-	-	-
Dong Boyang	董博陽	-	-	-	-	-
Han Zhida	韓志達	-	-	-	-	-
Independent non-executive directors:	獨立非執行董事：					
Fu Tingmei	傅廷美	550	-	-	-	550
Tsang Yiu Keung (note (v))	曾耀強 (附註(v))	-	-	-	-	-
Chan Ka Keung Ceajer	陳家強	550	-	-	-	550
Liu Chung Mun (note (iv))	廖仲敏 (附註(iv))	550	-	-	-	550
		1,650	8,322	6,774	36	16,782

34. 董事、主席及行政總裁酬金

(a) 董事、主席及行政總裁現時酬金

本集團截至2024年及2023年12月31日止年度已付／應付本公司各董事現時的酬金載列如下：

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財務報表附註

31 December 2024
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34. Directors', chairman's and chief executive's emoluments (continued)

(a) Directors', chairman's and chief executive's current emoluments (continued)

Year ended 31 December 2023

		Director fee	Salaries and allowances	Discretionary bonuses*	Employer's contribution to pension scheme 僱主向退休金計劃供款	Total 總計
		董事袍金 HK\$'000 千港元	薪金及津貼 HK\$'000 千港元	酌情花紅* HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Name of director	董事姓名					
Executive directors:	執行董事：					
Yim Fung (note (i))	閻峰（附註(i)）	—	4,320	3,390	61	7,771
Qi Haiying (note (ii))	祁海英（附註(ii)）	—	4,108	3,360	93	7,561
Non-executive directors:	非執行董事：					
Yu Jian	喻健	—	—	—	—	—
Hu Xupeng	胡旭鵬	—	—	—	—	—
Yu Xuping	虞旭平	—	—	—	—	—
Independent non-executive directors:	獨立非執行董事：					
Fu Tingmei	傅廷美	550	—	—	—	550
Tsang Yiu Keung (note (v))	曾耀強（附註(v)）	548	—	—	—	548
Chan Ka Keung Ceajer	陳家強	550	—	—	—	550
Liu Chung Mun (note (iv))	廖仲敏（附註(iv)）	91	—	—	—	91
		1,739	8,428	6,750	154	17,071

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

* This amount is the discretionary bonus for immediate distribution of directors' service in the corresponding year, and the deferred bonus will be disclosed in the annual report corresponding to the year in which the payment is made (after the Company's established conditions are met).

34. 董事、主席及行政總裁酬金 (續)

(a) 董事、主席及行政總裁現時酬金 (續)

截至2023年12月31日止年度

年內並無董事或主要行政人員放棄或同意放棄任何薪酬的安排。

* 此金額為即期發放董事過往年度服務的酌情花紅，遞延花紅將在發放(滿足本公司既定條件後)的年度對應的年報中披露。

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34. Directors', chairman's and chief executive's emoluments *(continued)*

(b) Directors', chairman's and chief executive's deferred emoluments

In prior years, certain directors were granted share options, in respect of their services to the Group, under the Share Option Scheme, further details of which are set out in note 31 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss and other comprehensive income over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the following directors' and chief executive's remuneration disclosures.

The amount of share-based compensation expense illustrated in the below table represents amortisation to profit or loss of the fair value of these share options granted to the directors measured at the respective grant dates.

34. 董事、主席及行政總裁酬金 *(續)*

(b) 董事、主席及行政總裁遞延酬金

於過往年度，若干董事於購股權計劃項下就其為本集團提供的服務而獲授購股權，進一步詳情載於財務報表附註31。有關購股權的公平值（已於歸屬期間的損益及其他全面收益表中確認）乃於授出日期釐定，而計入本年度財務報表的金額已列入下文董事及主要行政人員薪酬披露中。

下表所述以股份為基礎的薪酬開支金額為授予董事的購股權按有關授出日期計量的公平值於損益中的攤銷金額。

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34. Directors', chairman's and chief executive's emoluments (continued)

(b) Directors', chairman's and chief executive's deferred emoluments (continued)
Year ended 31 December 2024

		Share-based compensation reserve 以股份為基礎薪酬儲備 Share Option Scheme 購股權計劃		Cash-based compensation 以現金為基礎薪酬 Deferred cash bonuses 遞延現金花紅		
				Respective year of service	Year of distribution	Deferred cash bonus expense (note(iii)) 遞延現金花紅 開支(附註(iii)) HK\$'000 千港元
Name of director	董事姓名	Date of grant 授出日期	Share option expense 購股權開支 HK\$'000 千港元			
Executive directors:	執行董事：					
Yim Fung (note (i))	閻峰(附註(i))		-	2020	2024	1,741
			-	2021	2024	2,441
			-	2022	2024	829
Qi Haiying (note (ii))	祁海英(附註(ii))		-	2020	2024	1,209
			-	2021	2024	1,985
			-	2022	2024	742
Non-executive directors:	非執行董事：					
Yu Jian	喻健		-			-
Hu Xupeng	胡旭鵬		-			-
Yu Xuping	虞旭平					
Dong Boyang	董博陽					
Han Zhida	韓志達		-			-
Independent non-executive directors:	獨立非執行董事：					
Fu Tingmei	傅廷美		-			-
Tsang Yiu Keung (note (v))	曾耀強(附註(v))		-			-
Chan Ka Keung Ceajer	陳家強		-			-
Liu Chung Mun (note (iv))	廖仲敏(附註(iv))		-			-
			-			8,947

34. 董事、主席及行政總裁酬金(續)

(b) 董事、主席及行政總裁遞延酬金(續)
截至2024年12月31日止年度

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財務報表附註

31 December 2024
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34. Directors', chairman's and chief executive's emoluments (continued)

(b) Directors', chairman's and chief executive's deferred emoluments (continued)
Year ended 31 December 2023

		Share-based compensation reserve 以股份為基礎薪酬儲備 Share Option Scheme 購股權計劃		Cash-based compensation 以現金為基礎薪酬 Deferred cash bonuses 遞延現金花紅		Deferred cash bonus expense (note (iii)) 遞延現金花紅開支 (附註(iii)) HK\$'000 千港元
Name of director	董事姓名	Date of grant 授出日期	Share option expense 購股權開支 HK\$'000 千港元	Respective year of service 各自服務年份	Year of distribution 分派年度	
Executive directors:	執行董事：					
Yim Fung (note (i))	閻峰 (附註(i))		-	2021	2023	2,441
			-	2020	2023	1,741
			-	2019	2023	1,339
Qi Haiying (note (ii))	祁海英 (附註(ii))		-	2021	2023	1,985
			-	2020	2023	1,209
			-	2019	2023	1,008
Non-executive directors:	非執行董事：					
Yu Jian	喻健		-			-
Hu Xupeng	胡旭鵬		-			-
Yu Xuping	虞旭平		-			-
Independent non-executive directors:	獨立非執行董事：					
Fu Tingmei	傅廷美		-			-
Tsang Yiu Keung (note (v))	曾耀強 (附註(v))		-			-
Chan Ka Keung Ceajer	陳家強		-			-
Liu Chung Mun (note (iv))	廖仲敏 (附註(iv))		-			-
			-			9,723

34. 董事、主席及行政總裁酬金 (續)

(b) 董事、主席及行政總裁遞延酬金 (續)
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31 December 2024
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34. Directors', chairman's and chief executive's emoluments (continued)

(b) Directors', chairman's and chief executive's deferred emoluments (continued)

Note (i): Dr Yim Fung is the executive director and chairman of the Company.

Note (ii): Ms Qi Haiying is the executive director and CEO of the Company.

Note (iii): The deferred cash bonus was paid after the completion of evaluation of prior years performance of the executive directors.

Note (iv): Mr. Liu Chung Mun was appointed as an independent non-executive director on 10 October 2023.

Note (v): Mr. Tsang Yiu Keung resigned as an independent non-executive director with effect from 31 December 2023.

The directors remunerations included share-based compensation of approximately HK\$nil (2023: HK\$nil) attributable to share options granted by Company, part of which was in respect of their services to the Company.

34. 董事、主席及行政總裁酬金 (續)

(b) 董事、主席及行政總裁遞延酬金 (續)

附註(i): 閻峰博士為本公司執行董事兼主席。

附註(ii): 祁海英女士為本公司執行董事兼行政總裁。

附註(iii): 完成過往年度執行董事表現的評估後，支付遞延現金花紅。

附註(iv): 廖仲敏先生於2023年10月10日獲委任為獨立非執行董事。

附註(v): 曾耀強先生辭任獨立非執行董事，自2023年12月31日起生效。

董事薪酬包括本公司授出的購股權應佔以股份為基礎之薪酬約為零港元（2023年：零港元），其中部分乃就彼等向本公司提供的服務而支付。

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財務報表附註

31 December 2024
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35. Notes to the consolidated statement of cash flows

(a) Cash flows from operating activities

35. 綜合現金流量表附註

(a) 經營活動產生的現金流量

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Cash flows from operating activities	經營活動產生的現金流量		
Profit before tax	除稅前溢利	366,631	191,416
Adjustments for:	經調整：		
Depreciation	折舊	82,028	85,352
Unrealised gain on financial instruments measured at fair value through profit of loss	按公平值計入損益計量的金融工具未變現收益	(660,928)	(71,113)
Unrealised loss on debt securities in issue	已發行債務證券未變現虧損	552,092	68,057
Unrealised change on derivative financial instruments	衍生金融工具未變現變動	285,426	126,207
Finance cost	融資成本	2,430,107	1,495,006
Interest income	利息收入	(1,966,627)	(1,763,134)
Dividend income	股息收入	(46,651)	(21,323)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	89	4,311
Effect of loss allowance on loans and advances to customers, net	給予客戶貸款及墊款淨虧損撥備影響	12,198	23,984
Effect of loss allowance on accounts receivable, net	應收款項淨虧損撥備影響	6,371	37,030
Effect of loss allowance on client trust bank balance, net	客戶信託銀行結餘淨虧損撥備影響	(1,468)	(2,289)
Effect of loss allowance on other receivables, net	其他應收款項淨虧損撥備影響	1,380	608
Effect of loss allowance on receivable from reverse repurchase agreements, net	反向回購協議應收款項淨虧損撥備影響	(193)	(391)
Effect of loss allowance on cash and cash equivalents, net	淨虧損撥備對現金及現金等價物的影響	-	-
Effect of loss allowance on bank deposits, net	銀行存款淨虧損撥備影響	(225)	37
Effect of loss allowance on financial assets at fair value through other comprehensive income	虧損撥備對按公平值計入其他全面收益的金融資產的影響	8,208	511
		1,068,438	174,269

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財務報表附註

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35. Notes to the consolidated statement of cash flows (continued)

(a) Cash flows from operating activities (continued)

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Decrease/(increase) in other assets	其他資產減少／(增加)	1,029	(5,281)
Increase in financial assets at fair value through profit or loss	按公平值計入損益的金融資產增加	(1,679,936)	(10,401,590)
Changes in derivative financial instruments	衍生金融工具變動	257,848	207,404
(Increase)/decrease in loans and advances to customers	給予客戶的貸款及墊款(增加)／減少	(2,015,735)	622,387
Increase in accounts receivable	應收款項增加	(2,711,672)	(2,786,692)
Increase in receivable from reverse repurchase agreements	反向回購協議應收款項增加	(9,242,737)	(152,343)
Increase in obligations under repurchase agreements	回購協議的債項增加	21,085,960	6,332,522
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款項增加	(622)	(6,380)
Increase in financial liabilities at fair value through profit or loss	按公平值計入損益的金融負債增加	718,390	330,260
Decrease/(increase) in client trust bank balances	客戶信託銀行結餘減少／(增加)	1,697,404	(400,708)
Increase in time deposits	定期存款增加	(322,596)	(222)
Increase in accounts payable	應付款項增加	1,666,445	1,322,031
Increase/(decrease) in other payables and accrued liabilities	其他應付款項及應計負債增加／(減少)	245,948	(199,965)
Increase in financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產增加	(8,571,899)	(350,786)
Cash generated/(used in) from operations	經營業務所得／(所用)現金	2,196,265	(5,315,094)
Hong Kong profits tax refund	香港利得稅退款	26,267	103,531
Interest received	已收利息	2,030,801	1,527,915
Interest paid	已付利息	(2,519,270)	(1,242,690)
Dividend received	已收股息	47,047	19,967
Net cash flows from/(used in) operating activities	經營活動所得／(所用)現金流量淨額	1,781,110	(4,906,371)

35. 綜合現金流量表附註 (續)

(a) 經營活動產生的現金流量 (續)

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財務報表附註

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35. Notes to the consolidated statement of cash flows (continued)

(b) Changes in liabilities arising from financing activities

		Bank borrowings 銀行借款 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Debt securities in issue 已發行債務證券 HK\$'000 千港元
At 1 January 2023	於2023年1月1日	9,305,776	43,231	41,488,268
Changes from financing cash flows	融資現金流量變動	513,679	(35,323)	4,155,408
Foreign exchange movement, net	外匯變動淨額	98,645	3,383	51,979
Interest expense	利息開支	562,366	1,168	355,347
Additions	添置	—	13,833	—
Disposal	出售	—	(4,970)	—
Interest paid classified as operating cash flows	分類為經營現金流量的已付利息	(511,616)	—	(355,347)
Increase in interest payable	應付利息增加	(50,751)	—	—
Unrealised loss on debt securities in issue	已發行債務證券未變現虧損	—	—	68,057
		9,918,099	21,322	45,763,712
At 1 January 2024	於2024年1月1日	9,918,099	21,322	45,763,712
Changes from financing cash flows	融資現金流量變動	(3,913,878)	(26,007)	2,505,508
Foreign exchange movement, net	外匯變動淨額	(103,688)	(87)	(463,060)
Interest expense	利息開支	619,318	1,636	428,674
Additions	添置	—	59,403	—
Disposal	出售	—	—	—
Interest paid classified as operating cash flows	分類為經營現金流量的已付利息	(680,816)	—	(428,674)
Increase in interest payable	應付利息增加	61,498	—	—
Unrealised loss on debt securities in issue	已發行債務證券未變現虧損	—	—	552,092
		5,900,533	56,267	48,358,252

35. 綜合現金流量表附註 (續)

(b) 融資活動產生的負債變動

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財務報表附註

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35. Notes to the consolidated statement of cash flows (continued)

(c) Major non-cash transactions

During the year, the Group had non-cash additions to right of-use assets and lease liabilities of HK\$59,407,000 (2023: HK\$12,226,000) and HK\$59,403,000 (2023: HK\$13,833,000), respectively, in respect of lease arrangements for property, plant and equipment.

36. Unconsolidated structured entity

A structured entity is an entity in which voting rights are not the dominant factor in deciding control. Structured entity is generally created to achieve a narrow and well defined objective with restrictions around their ongoing activities.

Depending on the Group's power over the activities of the entity and its exposure to and the ability to influence its own returns, it may consolidate the entity. In other cases, it may sponsor or have an interest in such an entity but does not consolidate it. The Group sponsors an entity when:

- (i) It is the majority user of the entity;
- (ii) Its name appears in the name of the entity or on the products issued by the entity;
- (iii) It provides implicit or explicit guarantees of the entity's performance; and
- (iv) It led the formation of the entity.

The unconsolidated structured entities invest in a range of asset classes. The Group receives income from these unconsolidated structured entities through the receipt of arrangement fees and interest income from interest bearing notes issued by these entities. As of 31 December 2024, the Group held notes of HK\$612 million (2023: HK\$1,153 million), under financial assets held for trading and investments (note 20), issued by these entities.

35. 綜合現金流量表附註 (續)

(c) 主要非現金交易

於年內，本集團就物業、廠房及設備租賃安排分別以非現金添置使用權資產及租賃負債59,407,000港元（2023年：12,226,000港元）及59,403,000港元（2023年：13,833,000港元）。

36. 未綜合結構性實體

結構性實體為投票權並非決定控制權的主導因素的實體。結構性實體通常為實現有限而明確的目標而設，其持續經營活動受到限制。

視乎本集團對實體活動的權力及其受實體回報的影響程度及其影響實體回報的能力而定，其可能將實體綜合入賬。在其他情況下，其可能資助實體或於實體中擁有權益，但不將實體綜合入賬。下列情況屬本集團贊助一間實體：

- (i) 其為該實體的主要用戶；
- (ii) 其名稱出現在該實體的名稱或該實體發行的產品上；
- (iii) 其為該實體的業績提供隱含或明確的擔保；及
- (iv) 其牽頭成立該實體。

未綜合結構性實體投資於多種資產類別。本集團通過自該等實體發行的計息票據收取安排費用及利息收入而自該等未綜合結構性實體收取收入。截至2024年12月31日，本集團在持作買賣及投資金融資產（附註20）項下持有該等實體發行的票據612百萬港元（2023年：1,153百萬港元）。

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財務報表附註

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36. Unconsolidated structured entity (continued)

Income from the sponsored structured entities and assets transferred to the structured entities are as follow:

2024 2024年			2023 2023年		
Interest income	Commission and fees	Assets transferred	Interest income	Commission and fees	Assets transferred
利息收入	佣金及費用	已轉讓資產	利息收入	佣金及費用	已轉讓資產
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元	千港元	千港元
Assets securitisations	資產證券化	-	7,799	-	3,283
		-		-	(107,967)

36. 未綜合結構性實體 (續)

來自受贊助的結構性實體的收入及轉讓予結構性實體的資產如下：

37. Five highest paid individuals

Excluding amounts paid or payable by way of commission of sales generated by the individuals, the five highest paid employees during the year included two (2023: two) directors, details of whose remuneration are set out in note 34 above. Details of the remuneration of the remaining three (2023: three) non-director and highest paid employees for the year are as follows:

37. 五位最高薪酬人士

除以個別人士產生的銷售佣金的方式支付或應付的款項外，年內五位最高薪酬僱員包括兩名（2023年：兩名）董事，其薪酬詳情載於上文附註34。年內其餘三名（2023年：三名）非董事及最高薪酬僱員的薪酬詳情如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Salaries and allowances	薪金及津貼	7,860	9,310
Discretionary bonuses	酌情花紅	16,003	15,647
Employer's contribution to pension scheme	僱主向退休金計劃供款	54	54
Sub-total	小計	23,917	25,011
Share-based compensation reserve – Share option expense	以股份為基礎薪酬儲備 – 購股權開支	-	-
Total	總計	23,917	25,011

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財務報表附註

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37. Five highest paid individuals (continued)

The number of non-director and highest paid employees of the Group whose emoluments fell within the following bands is as follows:

		2024 2024年 Number of employees 僱員人數	2023 2023年 Number of employees 僱員人數
Emolument bands	酬金範圍		
– HK\$6,500,001 to HK\$7,000,000	– 6,500,001港元至7,000,000港元	1	–
– HK\$7,000,001 to HK\$7,500,000	– 7,000,001港元至7,500,000港元	–	1
– HK\$7,500,001 to HK\$8,000,000	– 7,500,001港元至8,000,000港元	1	–
– HK\$8,000,001 to HK\$8,500,000	– 8,000,001港元至8,500,000港元	–	1
– HK\$9,500,001 to HK\$10,000,000	– 9,500,001港元至10,000,000港元	1	1
		3	3

37. 五位最高薪酬人士 (續)

非董事，而為本集團最高薪酬僱員的人數及其酬金範圍如下：

38. Related party transactions

- (a) In addition to the transactions and balances set out elsewhere in the financial statements, the Group had the following material transactions with related parties during the year.

38. 關聯方交易

- (a) 除於財務報表另行載列的交易及結餘外，本集團於年內與關聯方進行以下重大交易。

		Notes 附註	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Commission expenses to the ultimate holding company	支付予最終控股公司的佣金開支	(i)	(13,251)	(5,702)
Professional and consultancy fees paid to fellow subsidiaries	支付予同系附屬公司的專業及諮詢費	(ii)	(32,500)	(36,750)
Information technology logistic consultancy fees paid to the ultimate holding company	支付予最終控股公司的信息技術物流諮詢費	(iii)	(19,472)	(9,825)
Consultancy services income received from the ultimate holding company	自最終控股公司收取的諮詢服務收益	(iv)	5,767	5,247
Consultancy services fee paid to the ultimate holding company	向最終控股公司支付的諮詢服務費	(v)	(7,257)	(8,682)
Commission & handling income from an immediate holding company	自直接控股公司收取的佣金及手續費收益	(vi)	10	10
Commission and handling income from the ultimate holding company	自最終控股公司收取的佣金及手續費收益	(vii)	92	4,703
Underwriting fee and sponsor fee income from the ultimate holding company	自最終控股公司收取的包銷費及保薦人費用收益	(viii)	1,179	410

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財務報表附註

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38. Related party transactions (continued)

(a) (continued)

		Notes	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
		附註		
Commission and handling income from fellow subsidiaries	自同系附屬公司收取的佣金及手續費收益	(ix)	11,167	10,174
Commission income and handling income from another fellow subsidiary	自另一同系附屬公司收取的佣金及手續費收益	(x)	34	82
Consultancy service fee and corporate finance service fee paid to the ultimate holding company and fellow subsidiary	支付予最終控股公司及同系附屬公司的諮詢服務費及企業融資服務費	(xi)	(19,472)	(14,019)
Commission income of private funds managed by a fellow subsidiary	同系附屬公司管理私募基金佣金收入	(xii)	429	1,031

Notes:

- (i) The commission expenses to the ultimate holding company were calculated based on the percentage of the transaction value stated in the Cooperation Agreement signed with a wholly-owned subsidiary of the Company.
- (ii) The professional and consultancy fees paid to the fellow subsidiaries for the provision of capital market information were charged at HK\$32,500,000 for the year ended 31 December 2024 (2023: HK\$36,750,000).
- (iii) The Information technology logistic consultancy fees paid to the ultimate holding company for the provision of information technology logistic services were charged at HK\$19,472,000 for the year ended 31 December 2024 (2023: HK\$9,825,000).
- (iv) The consultancy services income received from the ultimate holding company for the provision of consultancy services was received at HK\$5,767,000 for the year ended 31 December 2024 (2023: HK\$5,247,000).
- (v) The consultancy services fee paid to the ultimate holding company for the provision of consultancy services was charged at HK\$7,257,000 for the year ended 31 December 2024 (2023: HK\$8,682,000).

38. 關聯方交易 (續)

(a) (續)

附註：

- (i) 支付予最終控股公司的佣金開支乃按與本公司的一家全資附屬公司簽立的合作協議列明的交易值百分比計算。
- (ii) 截至2024年12月31日止年度，就提供資本市場資料而向同系附屬公司支付專業及諮詢費32,500,000港元（2023年：36,750,000港元）。
- (iii) 截至2024年12月31日止年度，就提供信息技術物流服務向最終控股公司支付的信息技術物流諮詢費為19,472,000港元（2023年：9,825,000港元）。
- (iv) 截至2024年12月31日止年度，就提供諮詢服務向最終控股公司收取的諮詢服務收入為5,767,000港元（2023年：5,247,000港元）。
- (v) 截至2024年12月31日止年度，就提供諮詢服務向最終控股公司支付的諮詢服務費為7,257,000港元（2023年：8,682,000港元）。

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38. Related party transactions (continued)

(a) (continued)

Notes: (continued)

- (vi) The commission and handling income received from the immediate holding company was based on the pricing stated in the signed brokerage agreement with wholly-owned subsidiaries of the Company.
- (vii) The commission and handling income received from the ultimate holding company was based on the pricing stated in the signed brokerage agreement with a wholly-owned subsidiary of the Company.
- (viii) The underwriting and sponsor fee income received from the ultimate holding company was based on the underwriting and sponsor agreement with the ultimate holding company.
- (ix) The commission and handling income received from fellow subsidiaries were based on the pricing stated in the signed brokerage agreement with wholly-owned subsidiaries of the Company.
- (x) The commission income and handling income received from another fellow subsidiary were based on the pricing stated in the signed brokerage agreement with a wholly-owned subsidiary of the Company.
- (xi) The consultancy service fee and corporate finance service fee paid to the ultimate holding company were based on the pricing stated in consultancy services and corporate finance services agreements with wholly-owned subsidiaries of the Company.
- (xii) The commission income received from private funds was based on the pricing stated in the signed brokerage agreement with wholly-owned subsidiaries of the Company.
- (xiii) Included in the Group's accounts receivable was a broker receivable due from the ultimate holding company of HK\$325,820,000 (2023: HK\$81,226,000) arising from dealing in securities as at 31 December 2024. The credit terms provided to the ultimate holding company were consistent with the practice of the securities dealing industry. The balance was unsecured, interest-free and receivable on the settlement day under the relevant market practices.

38. 關聯方交易 (續)

(a) (續)

附註：(續)

- (vi) 直接控股公司收取的佣金及手續費收益乃按與本公司全資附屬公司簽立的經紀協議列明的定價收費。
- (vii) 自最終控股公司收取的佣金及手續費收益乃按與本公司一家全資附屬公司簽立的經紀協議列明的定價收費。
- (viii) 自最終控股公司收取的包銷及保薦人費用按與最終控股公司簽立的包銷及贊助協議收費。
- (ix) 自同系附屬公司收取的佣金及手續費收益乃按與本公司全資附屬公司簽立的經紀協議列明的定價收費。
- (x) 自另一同系附屬公司收取的佣金收益及手續費收益乃按與本公司一家全資附屬公司簽立的經紀協議列明的定價收費。
- (xi) 支付予最終控股公司的諮詢服務費及企業融資服務費按與本公司全資附屬公司的諮詢服務及企業融資服務協議所載定價收取。
- (xii) 自私募基金收取的佣金收入乃基於與本公司全資附屬公司所訂立經紀協議所載定價收取。
- (xiii) 本集團的應收款項包括於2024年12月31日買賣證券產生的應收最終控股公司經紀款項325,820,000港元(2023年：81,226,000港元)。向最終控股公司提供的信貸條款與證券買賣行業的慣例一致。根據相關市場慣例，該結餘為無抵押、免息及須於結算日收取。

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財務報表附註

31 December 2024
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38. Related party transactions (continued)

(a) (continued)

Notes: (continued)

- (xiv) Included in the Group's accounts payable was a broker payable due to the ultimate holding company of HK\$1,827,000 (2023: HK\$8,506,000) arising from dealing in securities as at 31 December 2024. The balance was unsecured, interest-free and payable on the settlement day under the relevant market practices.
- (xv) Included in the Group's prepayments, deposits and other receivables of HK\$58,378,000 (31 December 2023: HK\$58,793,000) was an advance prepayment to the fellow subsidiary for the professional and consultancy fee as at 31 December 2024 mentioned in note (ii) above.
- (xvi) Included in the Group's accounts payable was an accrual payable due to the ultimate holding company of HK\$9,637,000 (31 December 2023: HK\$5,943,000) arising from information technology logistic consultancy service received as at 31 December 2024 mentioned in note (iii) above.
- (xvii) Included in the Group's accounts receivables were amounts due from the ultimate holding company of HK\$7,005,000 (2023: HK\$5,830,000) for consultancy services income provided mentioned in the note (iv) above.
- (xviii) Included in the Group's accounts payables were amounts due to the ultimate holding company of HK\$8,431,000 (2023: HK\$8,718,000) for consultancy services fee paid mentioned in the note (v) above.
- (xix) Included in the Group's payables were the accounts payables to clients in note (vi) above arising from dealing in securities of HK\$3,000 (31 December 2023: HK\$4,000). The balances were unsecured, interest-bearing and payable on demand.

38. 關聯方交易 (續)

(a) (續)

附註：(續)

- (xiv) 本集團之應付賬款包括於2024年12月31日買賣證券產生之應付最終控股公司之經紀應付款項1,827,000港元(2023年：8,506,000港元)。根據相關市場慣例，該結餘為無抵押、免息及須於結算日支付。
- (xv) 本集團的預付款項、按金及其他應收款項58,378,000港元(2023年12月31日：58,793,000港元)包括就上文附註(ii)所述於2024年12月31日專業及諮詢費向同系附屬公司預付之款項。
- (xvi) 於2024年12月31日，本集團的應付賬款包括就上文附註(iii)所述已收信息技術物流諮詢服務產生的應付最終控股公司應計款項9,637,000港元(2023年12月31日：5,943,000港元)。
- (xvii) 本集團的應收款項包括應收最終控股公司款項7,005,000港元(2023年：5,830,000港元)，為就上文附註(iv)所述提供諮詢服務收入應收最終控股公司的賬款。
- (xviii) 本集團的應付賬款包括就上文附註(v)所述已付諮詢服務費而應付最終控股公司的賬款8,431,000港元(2023年：8,718,000港元)。
- (xix) 本集團之應付賬款包括證券買賣產生之應付上文附註(vi)客戶賬款3,000港元(2023年12月31日：4,000港元)。結餘為無抵押、計息及須按要求償還。

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財務報表附註

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38. Related party transactions (continued)

(a) (continued)

Notes: (continued)

(xx) Included in the Group's accounts payables were amounts due to the ultimate holding company of HK\$154,000 (2023: HK\$182,000) mentioned in note (vii) and the fellow subsidiaries of HK\$117,039,000 (2023: HK\$444,328,000) mentioned in note (ix) and another fellow subsidiary of HK\$12,000 (2023: HK\$55,000) mentioned in note (x) arising from dealing in securities, futures and foreign exchange as at 31 December 2024. The balances were unsecured, interest-bearing and payable on demand.

(xxi) Included in the Group's accounts payables were the accounts payable to the ultimate holding company mentioned in note (xi) for the consulting service fee and corporate finance service fee of HK\$16,599,000 (2023: HK\$5,423,000) as at 31 December 2024.

(xxii) Included in the Group's accounts receivable were accounts receivables to private funds of HK\$61,000 (2023: payables of HK\$31,000) arising from dealing in securities mentioned in note (xii) as at 31 December 2024. The balance was unsecured, interest-bearing and payable on the settlement day under the relevant market practices.

The Company's ultimate holding company, GTJA, is a state-owned enterprise controlled by the PRC government. Therefore, other PRC state-owned enterprises are related parties of the Company and its subsidiaries and any transaction entered into between the Group and other PRC state-owned enterprises are regarded as related party transactions of the Group.

38. 關聯方交易 (續)

(a) (續)

附註：(續)

(xx) 於2024年12月31日，本集團之應付款項包括就因買賣證券、期貨及外匯產生之就附註(vii)所述應付最終控股公司154,000港元（2023年：182,000港元）、就附註(ix)所述應付同系附屬公司117,039,000港元（2023年：444,328,000港元）及就附註(x)所述應付另一間同系附屬公司12,000港元（2023年：55,000港元）。該結餘乃無抵押、計息及須於要求時支付。

(xxi) 於2024年12月31日，本集團的應付款項包括於附註(xi)所述應付最終控股公司的諮詢服務費及企業融資服務費16,599,000港元（2023年：5,423,000港元）。

(xxii) 於2024年12月31日，本集團的應收款項包括就附註(xii)所述因買賣證券產生應收私人基金款項61,000港元（2023年：應付款項31,000港元）。結餘為無抵押、計息及根據相關市場慣例於結付日支付。

本公司最終控股公司國泰君安為中國政府控制的國有企業，因此，其他中國國有企業為本公司及其附屬公司的關聯方，本集團與其他中國國有企業訂立之任何交易均被視為本集團的關聯方交易。

Notes to Financial Statements

財務報表附註

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38. Related party transactions (continued)

(a) (continued)

Majority of the bank borrowings and deposits of the Group were entered into with state-owned banks. In addition, the Group enters into transactions with state-owned enterprises that relate to the Group's normal business activities, including but not limited to brokerage services, corporate finance business, asset management business, loan and financing business and investment holding and market making business. These transactions are entered into in the ordinary course of business at an arm's length and under the normal commercial terms and conditions as to those that would have been entered into with non-state-owned enterprises, which were not considered as individually significant in accordance with HKAS 24.

The related party transactions in respect of items (i) to (ix) and (xi) to (xii) also constitute continuing connected transactions to be disclosed in the annual report as defined in Chapter 14A of the Listing Rules.

- (b) Details of the remuneration of the key management personnel of the Group are disclosed in note 34 to the financial statements.

39. Financial risk management

The Group's activities mainly expose to such financial risks as credit risk, market risk and liquidity risk. The Group's overall risk management framework focuses on the analysis, evaluation, acceptance and monitoring of these risks which are an inevitable consequence of being in business. The Group's aim is therefore to achieve an appropriate balance between risk and return and minimise any potential adverse effect on the Group's financial performance.

The Group's risk management policies are approved by the Board and are designed to identify and analyse these risks, to set appropriate risk limits and controls and to monitor the risks and adherence to limits by means of reliable and up-to-date information. The Board provides written principles for overall risk management. The Group regularly reviews its risk management policies to reflect any change in the market and clients.

38. 關聯方交易 (續)

(a) (續)

本集團大部分銀行借款及存款均與國有銀行訂立。此外，本集團與國有企業進行與本集團日常業務活動有關的交易，包括但不限於經紀服務、企業融資業務、資產管理業務、貸款及融資業務、投資控股及做市業務。該等交易乃於日常業務過程中公平地按與非國有企業進行的交易類似的正常商業條款及條件進行，並按照香港會計準則第24號沒有被視為個別重大交易。

上文第(i)至(ix)及(xi)至(xii)項的關聯方交易亦構成須於年報披露之持續關連交易(定義見《上市規則》第十四A章)。

- (b) 本集團主要管理人員薪酬詳情於財務報表附註34披露。

39. 金融風險管理

本集團的業務主要面臨信貸風險、市場風險及流動資金風險等金融風險。本集團整體風險管理框架集中於分析、評估、接受及監控該等於業務過程中不可避免的風險。因此，本集團的目標為適當地平衡風險與回報，並將對本集團財務表現潛在的任何不良影響減至最低。

本集團的風險管理政策由董事會批准，旨在識別及分析上述風險，設定適當的風險限額並控制及監控風險及使用可靠及先進的資訊以嚴守限額。董事會就整體風險管理制定書面原則。本集團定期檢討其風險管理政策，以反映市場及客戶的任何變動。

Notes to Financial Statements

財務報表附註

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39. Financial risk management (continued)

The main financial risks arising from the Group's financial instruments are credit risk, market risk and liquidity risk. The policies for managing each of these risks are summarised below:

Credit risk

Credit exposures arise principally from loans and advances to customers, accounts receivable, debt securities, bank balances and client trust bank balances which are included in the Group's asset portfolio.

Credit risk limit control and mitigation policies

The Board delegates to the management committees the duties to monitor the credit risk of the Group. Members of the management committees include, inter alia, the CEO, the CFO, the CRO, responsible officers and the head of related control departments. The management committees are mainly responsible for the development of financing business and approval of major credit exposure and the risk management committee to provide independent supervision of all credit risk metrics and limits.

The risk management department and business department are responsible for approval, monitoring and review of the Group's credit risk of financing clients. It is also responsible for making settlement calls when the trades of financing clients exceed their respective limits. Failure to meet margin calls may result in liquidation of the client's position. The credit limit and margin limit for each client and the lending ratio of securities acceptable as collateral prepared by business department and approved by risk management department, the significant transaction will be approved by the management committees.

Loans and advances to customers including IPO loans for subscription of new shares are normally settled within 1 week from the drawdown date. Forced liquidation action would be taken if the customers fail to settle their shortfall within a specific period of tolerance after the IPO allotment result is announced.

For debt securities, external rating such as Standard & Poor's and Moody's ratings or their equivalents are used by the risk management department for managing credit risk exposures as supplemented by the Group's own credit assessment.

39. 金融風險管理 (續)

本集團金融工具所產生的主要金融風險為信貸風險、市場風險及流動資金風險。管理各項風險的政策概括如下：

信貸風險

信貸風險主要源自本集團資產組合中的給予客戶的貸款及墊款、應收款項、債務證券、銀行結餘及客戶信託銀行結餘。

信用風險限額控制及緩釋政策

董事會委派管理委員會監控本集團信貸風險。管理委員會包括(除其他外)行政總裁、財務總監、首席風險官、負責人員及相關監控部門主管。管理委員會主要負責發展融資業務及批准主要信貸風險及風險管理委員會獨立監察所有信貸風險參數及限額。

風險管理部及營業部負責批准、監控及審閱本集團的融資客戶信貸風險。其亦須於融資客戶的交易超過其各別限額時發出補倉通知。未能補倉的客戶可能被斬倉。各客戶的信貸限額及孖展限額以及營業部釐定及風險管理部批准可接納為抵押的證券貸款比率、重大交易將由管理委員會批准。

給予客戶的貸款及墊款包括有關認購新股的首次公開發售貸款，一般於自提取日期起一周內結算。倘客戶於首次公開發售配發結果公佈後的指定寬限期內未能結算其差額，則將會被斬倉。

就債務證券而言，風險管理部門採用外部信貸評級(如標準普爾及穆迪評級或其同行評級)進行信貸風險管理，本集團進行補充性自行信貸評估。

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財務報表附註

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39. Financial risk management (continued)

Credit risk (continued)

Credit risk limit control and mitigation policies (continued)

The Group's bank balances are deposited in respectable and large commercial banks. For the client trust bank balances which are held in segregated accounts, they are deposited in authorised financial institutions in Hong Kong. The credit risk of bank balances and client trust bank balances is considered insignificant.

Accounts receivable from clients represent receivables from clients arising from dealing in securities, which normally had a delivery-against payment settlement term of 1 to 3 days. The Group allows credit up to the settlement dates of the respective securities transactions (normally from T+1 to T+3 days). All applications for credit limits must be reviewed by the credit manager and approved by risk management department or the management committees. The risk management department and business department determines whether a forced liquidation action is to be taken against clients with overdue balances on a case-by-case basis. The management committees regularly reviews the overdue balances.

The Group only accepts margin deposits in the form of cash for futures, options and leveraged foreign exchange dealing and broking. No unauthorised transaction is allowed to be executed if the current position of the customer exceeds its trading limit. The margin deposit placed and the aggregate of the required margin deposits of each futures, options and leveraged foreign exchange contract are timely monitored by both the dealers and the risk management department. Margin calls will be executed by the on-site duty staff for futures, options and leveraged foreign exchange brokerage business if there is a deficit with the margin deposit. Forced liquidation of the customer's position will be executed if the customer fails to meet the margin calls.

Management considers that the credit risk of the Group resulting from securities, futures, options and leveraged foreign exchange brokerage business as well as margin and other loan financing is properly managed within the defined internal control framework.

Accounts receivable from brokers and dealers are placed with large financial institutions which are governed by regulators. The credit risk of accounts receivable from brokers and dealers is considered insignificant.

39. 金融風險管理 (續)

信貸風險 (續)

信用風險限額控制及緩釋政策 (續)

本集團銀行結餘乃存於聲譽良好的大型商業銀行。就以獨立賬戶持有的客戶信託銀行結餘而言，該等結餘乃存於香港認可金融機構。銀行結餘及客戶信託銀行結餘的信貸風險乃視為不重大。

應收客戶款項指證券交易產生的應收客戶款項，付款交收的結算期一般為一至三天。本集團授予的信貸期最多至各項證券交易的結算日（一般為T+1至T+3日內）。所有信貸限額的申請均須經信貸主任審計及由風險管理部或管理委員會批准。風險管理部及營業部釐定是否就逾期結餘逐筆對個別客戶採取強制清盤措施。管理委員會定期檢討逾期結餘。

本集團對期貨、期權及槓桿外匯買賣及經紀僅接受現金形式的保證金。倘客戶的本期財務狀況超過交易限額，則不得進行任何未經授權的交易。所投入的保證金及各項期貨、期權及槓桿外匯合約所要求的保證金總額由交易商及風險管理部門及時監察。倘保證金不足，現場在職的員工會就期貨、期權及槓桿外匯經紀業務發出補倉通知。未能補倉的客戶將被斬倉。

管理層認為本集團因證券、期貨、期權及槓桿外匯經紀業務以及孖展及其他貸款融資所面臨的信貸風險均在界定內部控制框架內妥當管理。

應收經紀及交易商的款項存放於監管機構管治下的大型金融機構。應收經紀及交易商的款項的信貸風險乃視為不重大。

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39. Financial risk management *(continued)*

Credit risk *(continued)*

Credit risk limit control and mitigation policies *(continued)*

Ageing of accounts receivable from corporate clients and investment funds arising from corporate finance, asset management and investment holding and market making businesses is closely monitored. There were no significant defaults in the past.

The credit risk of accounts receivable from the Stock Exchange and other clearing houses is considered to be minimal.

Regarding the risk of the counterparties, the Group monitored the margin call process in accordance with the credit terms under the trading master agreement entered into with the counterparties. In addition, the Group assesses counterparty's credit risk through assigning internal credit ratings and set counterparty limits according to counterparty's types, credit ratings and business demand.

ECL allowance and provisioning policies

The Group's policy requires the review of individual outstanding amounts at least monthly or more regularly depending on individual circumstances or market condition.

The Group has adopted HKFRS 9, where the ECL allowance requirements under HKFRS 9 are based on an ECL model. The Group applies simplified approach to measure ECL on accounts receivable from corporate clients, investment funds and others; and general approach to measure ECL on loans and advances to customers, time deposits and other financial assets accounted for at amortised cost and fair value through other comprehensive income as well as loan commitments. Under the simplified approach, the Group measures the ECL allowance at an amount equal to lifetime ECL. Under the general approach, financial assets migrate through the following three stages based on the change in credit risk since initial recognition: Stage 1: 12-months ECL, Stage 2: Lifetime ECL – not credit-impaired and Stage 3: Lifetime ECL – credit-impaired.

39. 金融風險管理 *(續)*

信貸風險 *(續)*

信用風險限額控制及緩釋政策 *(續)*

企業融資、資產管理及投資控股以及做市業務所產生的應收企業客戶及投資基金款項的賬齡在密切監控內。過往概無重大違約。

應收聯交所及其他結算所的應收款項的信貸風險甚微。

有關交易對手的風險，本集團根據與交易對手簽定協議中的信用條款進行監控，包括追繳或補充保證金等。另外，本集團對交易對手進行內部評級，根據交易對手類型、信用評級及業務需求設置交易對手限額。

預期信用虧損撥備及撥備政策

本集團的政策要求至少每月或在特定情況或因應市況下更為頻繁地對個別未結清款項進行審閱。

本集團已採納香港財務報告準則第9號，香港財務報告準則第9號下的預期信用虧損撥備要求以預期信用損失模型為依據。本集團應用簡易方法計量企業客戶、投資基金及其他的應收款項的預期信用損失，並應用一般方法計量給予客戶的貸款及墊款、定期存款及其他按攤銷成本及按公平值計入其他全面收益入賬的金融資產以及貸款承擔的預期信用損失。根據簡易方法，本集團基於全期預期信用損失計量預期信用虧損撥備。按照一般方法，金融工具乃基於初步確認後的信貸風險變動，通過下列三個階段予以轉撥：第一階段：12個月的預期信用損失、第二階段：全期預期信用損失—並無信貸減值及第三階段：全期預期信用損失—信貸減值。

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財務報表附註

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39. Financial risk management (continued)

Credit risk (continued)

Assessment of significant increase in credit risk

When determining whether the risk of default has increased significantly since initial recognition, the Group considers both quantitative and qualitative information and analysis based on the Group's historical experience and expert credit risk assessment, including forward-looking information. The loan and advances use the number of DPD and LTV to determine significant increase in credit risk. For non-standard financing, internally derived credit ratings have been identified as representing the best available determinant of credit risk. Credit risk is deemed to have increased significantly if the credit rating has significantly deteriorated at the reporting date relative to the credit rating at the date of initial recognition.

Calculation of ECL

The ECL are assessed by the Group on semi-annual basis. Based on DPD, LTV and internally derived credit ratings, loans and advances to customers are classified into 3 stages.

Under stage 1 is calculated on collective basis. For the year ended 31 December 2024 and 2023, the 12-month ECL was measured based on loss rate approach.

The ECL of each scenario is then calculated in accordance with the respective loan exposure. When the loans are classified under stage 2 and stage 3, the lifetime ECL is calculated.

As at 31 December 2024, the average loss rate for 12-month ECL, Lifetime ECL not credit-impaired and lifetime ECL credit-impaired was 0.02%, 3.83% and 99.93% respectively.

As at 31 December 2023, the average loss rate for 12-month ECL, Lifetime ECL not credit-impaired and lifetime ECL credit-impaired was 0.02%, 3.84% and 99.95% respectively.

39. 金融風險管理 (續)

信貸風險 (續)

評估信貸風險大幅增加

於釐定自初始確認以來違約風險是否大幅增加時，本集團兼顧定量及定性資料以及基於本集團過往經驗及專家信貸風險評估的分析，包括前瞻性資料。貸款及墊款採用逾期天數及貸款與抵押品價值比釐定信貸風險是否大幅增加。就非標準融資而言，已確立內部信貸評級作為信貸風險的最佳可用指標。倘若報告日期的信貸評級相較初始確認日期的信貸評級大幅惡化，則信貸風險視為已大幅增加。

預期信用損失的計算

本集團每半年評估預期信用損失。根據逾期天數、貸款與抵押品價值比及內部制定的信貸評級，給予客戶的貸款及墊款分為三個階段。

第一階段下的預期信用損失集中進行計算。截至2024年及2023年12月31日止年度，12個月預期信用損失乃根據損失率法計量。

隨後，根據相關貸款敞口計算各情境下的預期信用損失。倘貸款分類為第二階段及第三階段，則計算全期預期信用損失。

於2024年12月31日，12個月預期信用損失、全期預期信用損失—無信貸減值及全期預期信用損失—信貸減值的平均虧損比率分別為0.02%、3.83%及99.93%。

於2023年12月31日，12個月預期信用損失、全期預期信用損失—無信貸減值及全期預期信用損失—信貸減值的平均虧損比率分別為0.02%、3.84%及99.95%。

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財務報表附註

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39. Financial risk management *(continued)*

Credit risk *(continued)*

Calculation of ECL *(continued)*

If there is material decrease in collateral value and the full recovery of the loan is in doubt, the retail and non-standard loan will be classified into stage 3. For the loans classified as stage 3, the Group may further calculate the ECL based on probability-weighted scenarios to measure the ECL. Each scenario is associated with different exposure at default and probability.

Incorporation of forward-looking information

When estimating the ECL on loan and advances to customers, the Group has incorporated forward-looking economic information through the use of industry trend and experienced credit judgement to reflect the qualitative factors, and through the use of multiple probability-weighted scenarios by the stock market analysis.

Maximum exposure to credit risk before collateral held or other credit enhancements

The Group's maximum exposure to credit risk in the event that the counterparties fail to perform their obligations as at the end of the reporting period, in relation to each class of financial assets, is the carrying amount of those assets as indicated in the statement of financial position.

These amounts represent the worst case scenario of credit risk exposure to the Group at 31 December 2024 and 2023, without taking account of any collateral held or other credit enhancements attached.

Concentration of risks of financial assets with credit risk exposure

(a) Bank balances and client trust bank balances

The counterparties of all client trust bank balances and the majority of cash and bank balances are located in Hong Kong. As the Group's bank balances and client trust bank balances are deposited with a number of financially sound financial institutions, in the opinion of the Group, the concentration risk of the Group's bank balances and client trust bank balances is insignificant.

39. 金融風險管理 *(續)*

信貸風險 *(續)*

預期信用損失的計算 *(續)*

倘抵押品價值大幅下降且貸款能否悉數收回存疑，則零售及非標準貸款分類為第三階段。就分類為第三階段的貸款而言，本集團可根據概率加權情境計算預期信用損失，以計量預期信用損失。不同的情境與不同的違約敞口及概率相關。

納入前瞻性資料

於估計給予客戶的貸款及墊款的預期信用損失時，本集團已納入前瞻性經濟資料，包括通過使用行業趨勢及基於經驗的信用判斷以反映定量因素，以及通過使用多種概率加權情境進行股票市場分析。

除所持抵押品或其他信貸提升前所面對的最高信貸風險

倘交易對手未能於報告期間結束時履行其責任，則本集團所面對的與各類金融資產相關的最高信貸風險值為財務狀況表內所示該等資產的賬面值。

該等金額為本集團於2024年及2023年12月31日所面對的信貸風險的最差情形，且未計及任何所持抵押品或所附其他信貸提升情況。

面臨信貸風險的金融資產的風險集中程度

(a) 銀行結餘及客戶信託銀行結餘

所有客戶信託銀行結餘及大部分現金及銀行結餘的交易對手均位於香港。由於本集團的銀行結餘及客戶信託銀行結餘乃存於多家財務穩健的金融機構，故本集團認為本集團的銀行結餘及客戶信託銀行結餘的集中風險不大。

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財務報表附註

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2024年12月31日

39. Financial risk management *(continued)*

Credit risk *(continued)*

Concentration of risks of financial assets with credit risk exposure (continued)

- (b) Loans and advances to customers and accounts receivable from clients

The counterparties of the majority of loans and advances to customers (including margin loans, IPO loans and other loan financing) and accounts receivable from clients are individuals who are mainly located in China. The business department and risk management department daily prepares an analysis of key financing client and futures, options and leveraged foreign exchange client exposure for review to avoid excessive concentration of risk. The Group manages its concentration risk by diversified clients and collateral portfolio and various concentration limit.

- (c) Accounts receivable from brokers, dealers as well as clearing houses and others

The Group also has accounts receivable from clearing houses, brokers and dealers from its securities, futures, options and leveraged foreign exchange brokerage business as well as other receivables from asset management, corporate finance and investment holding and market making businesses. Responsible officers manage the concentration of risk by monitoring their respective exposures on a timely basis.

Securities borrowing and lending

In the normal course of brokerage business, the Group may enter into securities borrowing and lending arrangements with customers and financial institutions. The Group is not subject to significant price risks under the securities borrowing and lending arrangement. The cash collateral received and cash collateral placed are included in the accounts payable and accounts receivable from brokers and dealers, respectively. The Group is principally liable for repaying the borrowed securities in case of any default by the customers.

39. 金融風險管理 *(續)*

信貸風險 *(續)*

*面臨信貸風險的金融資產的風險集中程度 *(續)**

- (b) 給予客戶的貸款及墊款以及應收客戶款項

大部分給予客戶的貸款及墊款(包括孖展貸款、首次公開發售貸款及其他貸款融資)以及應收客戶款項的交易對手為個人，主要居於中國。營業部及風險管理部門每日編製及審閱主要融資客戶及期貨、期權及槓桿外匯客戶風險分析，以期避免過度集中的風險。本集團通過與各行各業的客戶以及抵押品組合及各種集中度限制管理其集中風險。

- (c) 應收經紀、交易商以及結算所及其他人士的款項

本集團亦有應收結算所、經紀及交易商有關證券、期貨、期權及槓桿外匯經紀業務的款項以及來自資產管理、企業融資及投資控股以及做市業務的其他應收款項。負責人員通過定時監察彼等各自面臨的風險管理集中風險。

證券借貸業務

在正常的經紀業務過程中，本集團可與客戶及金融機構訂立證券借貸安排。在證券借貸安排下，本集團並無面對重大價格風險。所收取的現金抵押品以及所存放的現金抵押品分別計入應付款項以及應收經紀及交易商款項。倘客戶有任何違約行為，本集團主要負責償還借入證券。

Notes to Financial Statements

財務報表附註

31 December 2024
2024年12月31日

39. Financial risk management (continued)

Credit risk (continued)

Securities borrowing and lending (continued)

As at 31 December 2024, the Group outstanding securities borrowed/lent to customers and financial institutions and their corresponding cash collateral paid/received are as follows:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Equity securities borrowed from financial institutions	自金融機構借入的股權證券	999,041	141,839
Equity securities pledged by margin customers for stock lending	保證金客戶為借出股票而抵押的股權證券	3,374	3,375
		1,002,415	145,214
Cash collateral placed with financial institutions	存放在金融機構的現金抵押品	1,052,538	148,033
Equity securities lent to customers	向客戶借出的股權證券	43,763	2,394
Cash collateral received from customers	自客戶收取的現金抵押品	49,618	6,025

Market risk

The Group takes on exposure to market risk, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks mainly arise from open positions in interest rate, currency and equity products, all of which are exposed to general and specific market movements and changes in the level of volatility of market rates or prices such as interest rates, foreign exchange rates and equity prices.

The financial instruments held by the Group mainly exposed it to interest rate risk and price risk. The market risk mainly includes cash flow interest rate risk and price risk. The Group has established policies and procedures for monitoring and controlling the market risk arising from these financial instruments.

39. 金融風險管理 (續)

信貸風險 (續)

證券借貸業務 (續)

截至2024年12月31日，本集團向客戶及金融機構借入／借出的未償還證券及其相應的已付／已收現金抵押品如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Equity securities borrowed from financial institutions	自金融機構借入的股權證券	999,041	141,839
Equity securities pledged by margin customers for stock lending	保證金客戶為借出股票而抵押的股權證券	3,374	3,375
		1,002,415	145,214
Cash collateral placed with financial institutions	存放在金融機構的現金抵押品	1,052,538	148,033
Equity securities lent to customers	向客戶借出的股權證券	43,763	2,394
Cash collateral received from customers	自客戶收取的現金抵押品	49,618	6,025

市場風險

本集團所面對的市場風險，乃指由於市場價格變動而引致金融工具的公平值或未來現金流量變動的風險。市場風險乃主要因利率、貨幣及股權產品等的未平倉而產生，並受到一般及特定的市場變動及市場利率或價格（如利率、匯率及股價）波幅變動的風險所影響。

本集團所持有的金融工具主要面對利率風險及價格風險。市場風險主要包括現金流量利率風險及價格風險。本集團已制定有關政策及程序，以監測及控制該等金融工具所產生的市場風險。

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財務報表附註

31 December 2024
2024年12月31日

39. Financial risk management (continued)

Market risk (continued)

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's loans and advances to customers, accounts receivable, financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, accounts payable to clients, bank borrowings, debt securities in issue, receivable from reverse repurchase agreements, obligations under repurchase agreements, client trust bank balances and cash and bank balances. Debt investments usually bear a fixed rate interest and they are managed through the sensitivity analysis and risk limit to monitor and control the interest rate risk.

Interest on cash at banks will fluctuate at floating rates based on daily bank deposit rates. Bank borrowings and margin loans receivable at variable rates exposed the Group to cash flow interest rate risk. Other financial assets and liabilities which are mainly hedged the interest rate risk, not sensitive to the movement of interest rate, of which the interest rate risk is also considered to be minimal. The Group mitigates its interest rate risk by monitoring market interest rate movements and revising the interest rates offered to its customers on an ongoing basis in order to limit potential adverse effects of interest rate movements on net interest income. The Group regularly calculates the impact on profit or loss of a possible interest rate shift on its portfolio of bank borrowings, margin loans receivable, debt securities investment and interest-bearing bank deposits.

The following table illustrates the potential impact, of a parallel upward or downward shift of 100 basis points in interest rate curves with all other variables held constant on the Group's net profit for the next twelve months from the reporting date, based on the Group's positions of interest-earning assets, interest-bearing liabilities and listed debt securities investments at year end.

39. 金融風險管理 (續)

市場風險 (續)

利率風險

本集團面臨的市場利率變動風險主要與本集團給予客戶的貸款及墊款、應收款項、按公平值計入損益的金融資產及負債、按公平值計入其他全面收益的金融資產、應付客戶款項、銀行借款、已發行債務證券、反向回購協議應收款項、回購協議的債項、客戶信託銀行結餘以及現金與銀行結餘有關。債務投資通常按固定利率計息，通過敏感度分析及風險限額以監控及控制利率風險對其進行管理。

銀行存款利息按根據每日銀行存款利率計算的浮動利率而波動。本集團面對以浮息計息的銀行借款及應收孖展貸款款項所產生的現金流量利率風險。主要對沖利率風險的其他金融資產及負債不易受利率波動影響，故其利率風險亦被認為微乎其微。本集團通過監控市場利率變動並持續修訂給予客戶的利率，從而減輕利率風險，藉此限制利率變動對利息收入淨額的潛在不利影響。本集團定期計算其銀行借款、應收孖展貸款款項、債務證券投資及計息銀行存款組合可能產生的利率變動對損益的影響。

根據本集團於年末的生息資產，計息負債及上市債務證券投資的情況，下表顯示利率曲線平移向上或向下100個基點而其他所有變數維持不變對本集團報告日期起計未來12個月的淨利潤的潛在影響。

Notes to Financial Statements

財務報表附註

31 December 2024
2024年12月31日

39. Financial risk management (continued)

Market risk (continued)
Interest rate risk (continued)
Interest rate sensitivity analysis

Interest rate increase 100 basis points	利率上升100基點
Interest-earning assets and interest-bearing liabilities	生息資產及計息負債
Debt securities investment	債務證券投資
Net Amount	淨額

Note: Sensitivity analysis focus on directional investment which may potentially impact the Group's profit before tax. For the securities, financial product and derivative financial instruments held by the Group are structured as derivative products in issue for sales to customers and for hedging purpose. They are not subject to the sensitivity analysis as the risk has been either transferred to customers or properly hedged and mitigated accordingly. For the securities held by the Group, whether they have been hedged against the interest rate risk and price risk or not sensitive to the movement of interest rate or equity index (e.g. money market fund), they are not subject to the sensitivity analysis. For financial assets at fair value through other comprehensive income are not subject to the sensitivity analysis.

The estimated 1% increase in interest rate represents management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting period. The sensitivity analysis is unrepresentative because the year-end exposure does not reflect the exposure during the year.

39. 金融風險管理 (續)

市場風險 (續)
利率風險 (續)
利率敏感度分析

Increase/(decrease) in profit before tax 除稅前溢利增加／(減少)	
2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
103,967	(22,618)
(166,941)	(53,206)
(62,974)	(75,824)

附註：敏感度分析側重於可能對本集團除稅前溢利產生潛在影響的方向性投資。本集團持有的證券、金融產品及衍生金融工具結構化為已發行衍生產品，以向客戶銷售及作對沖用途。其並無承受敏感度分析，因為有關風險已相應轉移客戶或進行適當對沖或緩和。就本集團持有的證券而言，無論其是否已對沖利率風險及價格風險，或對利率或股票指數的變動不敏感（如貨幣市場基金），因此不需要進行敏感度分析。按公平值計入其他全面收益的金融資產不受敏感度分析的影響。

估計利率1%的增加指管理層對下個年度報告期間前期間的利率合理變動的評估。該敏感度分析不具代表性，原因是年末的風險不能反映全年的風險。

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財務報表附註

31 December 2024
2024年12月31日

39. Financial risk management (continued)

Market risk (continued)

Price risk

The Group is exposed to equity securities price risk from listed equity instruments and fund investments held by the Group which are classified in the statement of financial position as financial assets and liabilities at fair value through profit or loss. Price risk is the risk of changes in fair value of financial instruments from fluctuations, whether such a change in price is caused by factors specific to the individual instrument or factors affecting all instruments traded in the markets. The Group mitigates its price risk by performing detailed due diligence analysis of investments and dedicated professionals are assigned to oversee and monitor the performance of investments.

The sensitivity analysis below has been determined based on the assumption that the price of all the direct investment of listed equity instruments and funds move according to the historical correlation with the Hong Kong Hang Seng Index and other relevant equity indices. The analysis is based on the assumption that the equity index had changed by 10% with all other variable held constant, it represents management's assessment of the reasonably possible change in equity index.

Changes in relevant index	相關指數變動	Increase/(decrease) in profit before tax 除稅前溢利增加／(減少)	
		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Increase 10%	上升10%	40,713	34,975
Decrease 10%	下降10%	(40,713)	(34,975)

Note: Sensitivity analysis focus on directional investment which may potentially impact the Group's profit before tax. For the securities, financial product and derivative financial instruments held by the Group are structured as derivative products in issue for sales to customers and for hedging purpose. They are not subject to the sensitivity analysis as the risk has been either transferred to customers or properly hedged and mitigated accordingly. For the securities held by the Group, whether they have been hedged against the interest rate risk and price risk or not sensitive to the movement of interest rate or equity index (e.g. money market fund), they are not subject to the sensitivity analysis. For financial assets at fair value through other comprehensive income are not subject to the sensitivity analysis.

39. 金融風險管理 (續)

市場風險 (續)

價格風險

本集團因持有上市股本工具及基金投資(於財務狀況表分類為按公平值計入損益的金融資產及負債)而承受股本證券價格風險。價格風險指金融工具公平值因波動而出現變動的風險，無論有關價格變動是因個別工具特有的因素或影響市場上所有買賣工具的因素所引致。本集團通過對投資進行詳細的盡職分析降低價格風險，並指派專業人士監督及監控投資表現。

以下敏感度分析乃假設所有上市權益類產品及基金直接投資的價格根據與香港恆生指數及其他相關股票指數之過往關係變動而釐定。分析乃以假設股票指數變動10%而其他變數維持不變，這代表管理層對股票指數合理可能變動的評估。

Increase/(decrease) in profit before tax 除稅前溢利增加／(減少)	
2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
40,713	34,975
(40,713)	(34,975)

附註：敏感度分析側重於可能對本集團除稅前溢利產生潛在影響的方向性投資。本集團持有的證券、金融產品及衍生金融工具結構化為已發行衍生產品，以向客戶銷售及作對沖用途。其並無承受敏感度分析，因為有關風險已相應轉移客戶或進行適當對沖或緩和。就本集團持有的證券而言，無論其是否已對沖利率風險及價格風險，或對利率或股票指數的變動不敏感(如貨幣市場基金)，因此不需要進行敏感度分析。按公平值計入其他全面收益的金融資產不受敏感度分析的影響。

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39. Financial risk management *(continued)*

Market risk *(continued)*

Price risk *(continued)*

The sensitivity analysis is unrepresentative because the year-end exposure does not reflect the exposure during the year.

Besides, the asset quality of the margin clients' margin collateral will deteriorate when the market comes down drastically, scenario analysis and stress testing are regularly performed on an individual client basis.

Foreign currency risk

Foreign currency risk refers to the risk that movements in foreign currency exchange rates will affect the Group's financial results and its cash flows.

The Group's foreign exchange risk principally arises from its leveraged foreign exchange dealing and broking business as well as the Group's transactions which are denominated in currencies other than the HK\$.

For the leveraged foreign exchange brokerage business, the Group hedges the majority of the client positions through back-to-back transactions with external counterparties. The Group adopts stringent control over its positions to minimize its exposure to foreign exchange risk.

The Group's principal operations are transacted and recorded in Hong Kong dollar, US dollar and Renminbi. The Group is not exposed to material foreign exchange risk as HK dollar is pegged with US dollar. When the exchange rate of Renminbi or other currencies fluctuates, the Group will take appropriate hedging measures if necessary. The impact of other foreign currency exposure is relatively minimal to its total assets and liabilities.

Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash, the availability of funding from an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying business, the treasury department maintains flexibility in funding by maintaining available committed credit facilities from the banks.

Sources of liquidity are daily reviewed by treasury department to ensure the availability of sufficient liquid funds to meet all obligations.

39. 金融風險管理 *(續)*

市場風險 *(續)*

價格風險 *(續)*

該敏感度分析不具代表性，原因是年末的風險不能反映全年的風險。

此外，孖展客戶的孖展抵押品的資產質素會於市場嚴重下滑時惡化。情景分析及壓力測試乃按個別客戶基準定期進行。

外匯風險

外匯風險指影響本集團財務業績及其現金流量的外幣匯率變動的風險。

本集團的外匯風險主要來自其槓桿式外匯買賣及經紀業務以及本集團以港元以外貨幣為單位的交易。

就槓桿外匯經紀業務而言，本集團通過與外部對手方的背對背交易對沖大多數客戶的倉位。本集團對其倉位採納嚴格監控，以最小化其外匯風險。

本集團的主要業務以港元、美元及人民幣進行交易及列賬。由於港元與美元掛鈎，故本集團並無面臨重大外匯風險。在人民幣或其他貨幣匯率波動時，如有需要，本集團會採取適當的對沖措施。其他外幣風險相對於其總資產及負債的影響相對較低。

流動資金風險

審慎的流動資金風險管理包括維持充足的現金，通過已承諾信貸融資的足夠額度備有資金，及有能力減少市場持倉。由於相關業務的多變性質，庫務部致力通過已承諾的可用銀行信貸融資維持資金的靈活性。

庫務部每日審計流動資金來源，以確保可獲得充足流動資金，履行所有責任。

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39. Financial risk management (continued)

Liquidity risk (continued)

Management monitors rolling forecasts of the Group’s liquidity reserve (comprising undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows in strict compliance with statutory requirements. This is achieved by monitoring the liquidity position of the individual companies within the Group on a daily basis to ensure the availability of sufficient liquid funds to meet all obligations and compliance with the statutory requirements such as the Hong Kong Securities and Futures (Financial Resources) Rules.

The following tables summarise the maturity profile of the Group’s financial liabilities, based on the contractual and undiscounted cash flows:

As at 31 December 2024

		Up to 1 month 一個月內 HK\$'000 千港元	1 to 3 months 一至三個月 HK\$'000 千港元	3 to 12 months 三至十二個月 HK\$'000 千港元	1 to 5 years 一至五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Liabilities	負債					
Accounts payable	應付款項	19,714,804	-	-	-	19,714,804
Bank borrowings	銀行借款	5,901,536	21,221	-	-	5,922,757
Lease liabilities	租賃負債	2,043	4,087	18,233	38,734	63,097
Debt securities in issue	已發行債務證券	34,487,680	3,478,297	3,421,881	7,124,455	48,512,313
Financial liabilities at fair value through profit or loss	按公平值計入損益的 金融負債	3,122,085	-	-	-	3,122,085
Obligations under repurchase agreement	回購協議債項	26,648,054	6,282,558	2,758,209	-	35,688,821
		89,876,202	9,786,163	6,198,323	7,163,189	113,023,877
Off-balance sheet items	資產負債表外項目					
Underwriting obligations	承銷承諾	-	-	-	-	-
Capital commitments	資本承擔	6,445	-	-	-	6,445
		6,445	-	-	-	6,445
Derivative cash flows	衍生現金流量					
Derivative financial instruments settled on a gross basis	按總額結算的衍生 金融工具					
Total inflows	總流入	17,565,489	7,280,278	18,699,740	7,168,775	50,714,282
Total outflows	總流出	(17,644,299)	(7,026,211)	(18,855,234)	(7,580,938)	(51,106,682)
		(78,810)	254,067	(155,494)	(412,163)	(392,400)

39. 金融風險管理 (續)

流動資金風險 (續)

管理層根據預期現金流量監控本集團的流動資金儲備 (包括未提取借款融資) 及現金及現金等價物的滾存預測，以嚴格遵守法定要求。為達到此目的，本集團需要每日監控旗下公司的流動資金狀況，以確保能夠取得充足的流動資金履行所有責任，並符合有關法定要求 (如香港證券及期貨 (財政資源) 規則)。

根據合約及未貼現現金流量，下表概述本集團金融負債的到期情況：

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39. Financial risk management (continued)

Liquidity risk (continued)
As at 31 December 2023

		Up to 1 month 一個月內 HK\$'000 千港元	1 to 3 months 一至三個月 HK\$'000 千港元	3 to 12 months 三至十二個月 HK\$'000 千港元	1 to 5 years 一至五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Liabilities	負債					
Accounts payable	應付款項	18,048,359	-	-	-	18,048,359
Bank borrowings	銀行借款	7,244,585	2,164,736	614,499	-	10,023,820
Lease liabilities	租賃負債	2,820	5,640	10,312	3,821	22,593
Debt securities in issue	已發行債務證券	30,050,634	1,219,724	232,499	14,394,114	45,896,971
Financial liabilities at fair value through profit or loss	按公平值計入損益的 金融負債	2,432,272	-	-	-	2,432,272
Obligations under repurchase agreement	回購協議的債項	5,212,771	6,917,427	661,613	1,641,468	14,433,279
		62,991,441	10,307,527	1,518,923	16,039,403	90,857,294
Off-balance sheet items	資產負債表外項目					
Underwriting obligations	承銷承諾	-	-	-	-	-
Capital commitments	資本承擔	11,614	-	-	-	11,614
		11,614	-	-	-	11,614
Derivative cash flows	衍生現金流量					
Derivative financial instruments settled on a gross basis	按總額結算的衍生 金融工具					
Total inflows	總流入	8,573,529	12,527,206	7,341,224	11,942,259	40,384,218
Total outflows	總流出	(8,594,306)	(12,528,843)	(7,356,756)	(12,450,973)	(40,930,878)
		(20,777)	(1,637)	(15,532)	(508,714)	(546,660)

39. 金融風險管理 (續)

流動資金風險 (續)
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財務報表附註

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39. Financial risk management (continued)

Fair values of financial assets and liabilities

Financial instruments not measured at fair value

At the end of the reporting period, the fair values of the Group's financial assets and liabilities not measured at fair value were not materially different from their carrying amount due to their short term nature.

Financial instruments measured at fair value

Group's valuation process

The fair values of financial assets in Level 1 and Level 2 are measured by reference to quoted market prices and brokers' quotes, respectively. The Group engaged independent professional valuers to perform the valuation of financial instruments in Level 3 for financial reporting purposes. These valuation reports are sent to the finance department and discussed at the Audit Committee at least twice per annum, which is in line with the Group's reporting dates.

At each financial year end, the finance department reviews all significant unobservable inputs and valuation adjustments used to measure the fair values of financial instruments in Level 3. Changes in fair values of financial assets in Levels 2 and 3 are analysed at each reporting date.

39. 金融風險管理 (續)

金融資產及負債的公平值

並非按公平值計量的金融工具

於報告期間結束時，本集團並非按公平值計量的金融資產及負債的公平值因該等資產及負債的短期性質而與其賬面值無重大差異。

按公平值計量的金融工具

本集團的估值流程

第1級及第2級金融資產的公平值乃分別參考市場報價及經紀報價計量。本集團已委聘獨立專業估值師對第3級金融工具進行估值，以作財務申報目的。該等估值報告將每年至少兩次（與本集團的報告日期一致）呈送予財務部並於審核委員會上討論。

於各財政年度末，財務部審閱所有用於計量第3級金融工具公平值的重大無法觀察參數及估值調整。第2級及第3級金融資產的公平值變動於各報告日期進行分析。

Notes to Financial Statements

財務報表附註

31 December 2024
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39. Financial risk management (continued)

Fair values of financial assets and liabilities (continued)

Financial instruments measured at fair value (continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2024

		Fair value measurement using 採用以下各項的公平值計量			Total 總計 HK\$'000 千港元
		Quoted prices in active Markets (Level 1) 活躍 市場報價 (第1級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可 觀察參數 (第2級) HK\$'000 千港元	Significant unobservables inputs (Level 3) 重大無法 觀察參數 (第3級) HK\$'000 千港元	
Non-current	非流動				
Financial assets held for trading and investments	持作買賣及投資金融資產				
– Unlisted equity securities	– 非上市股本證券	–	–	1,238,747	1,238,747
Financial products	金融產品	421,670	3,133,350	809,200	4,364,220
Derivative financial instruments	衍生金融工具	–	244,946	–	244,946
		421,670	3,378,296	2,047,947	5,847,913
Current	流動				
Financial assets held for trading and investments	持作買賣及投資的金融資產				
– Unlisted fixed income securities	– 非上市固定收益證券	–	39,402	–	39,402
– Unlisted convertible securities	– 非上市可換股證券	–	–	215,593	215,593
– Listed equity securities	– 上市股本證券	1,199,157	–	–	1,199,157
– Listed debt securities	– 上市債務證券	–	21,877,735	–	21,877,735
– Unlisted debt securities	– 非上市債務證券	–	2,502,631	232,905	2,735,536
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產				
– Listed fund investments	– 上市基金投資	1,741,131	–	–	1,741,131
– Unlisted fund investments	– 非上市基金投資	–	355,803	160,824	516,627
– Other financial instruments	– 其他金融工具	–	507,988	–	507,988
– Financial products	– 金融產品	3,071,286	27,553,726	5,264,644	35,889,656
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產				
– Listed equity securities	– 上市股本證券	670,284	–	–	670,284
– Listed debt securities	– 上市債務證券	–	7,523,556	–	7,523,556
– Unlisted debt securities	– 非上市債務證券	–	791,432	–	791,432
Derivative financial instruments	衍生金融工具	–	1,511,594	–	1,511,594
		6,681,858	62,663,867	5,873,966	75,219,691
		7,103,528	66,042,163	7,921,913	81,067,604

39. 金融風險管理 (續)

金融資產及負債的公平值 (續)

按公平值計量的金融工具 (續)

公平值等級

公平值等級下表闡明本集團金融工具的公平值計量等級：

按公平值計量的資產：

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39. Financial risk management (continued)

Fair values of financial assets and liabilities
(continued)
Financial instruments measured at fair value (continued)
Fair value hierarchy
The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2023

		Quoted prices in active markets (Level 1) 活躍 市場報價 (第1級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可 觀察參數 (第2級) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大無法 觀察參數 (第3級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Non-current	非流動				
Financial assets held for trading and investments	持作買賣及投資金融資產				
– Unlisted equity securities	– 非上市股本證券	–	–	1,825,052	1,825,052
Financial products	金融產品	470,712	7,962,967	6,387,217	14,820,896
Derivative financial instruments	衍生金融工具	–	323,154	–	323,154
		470,712	8,286,121	8,212,269	16,969,102
Current	流動				
Financial assets held for trading and investments	持作買賣及投資的金融資產				
– Unlisted fixed income securities	– 非上市固定收益證券	–	3,402	–	3,402
– Unlisted convertible securities	– 非上市可換股證券	–	–	205,920	205,920
– Listed equity securities	– 上市股本證券	1,325,364	–	–	1,325,364
– Listed debt securities	– 上市債務證券	–	4,276,860	–	4,276,860
– Unlisted debt securities	– 非上市債務證券	–	4,339,712	748,646	5,088,358
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產				
– Listed fund investments	– 上市基金投資	5,912,798	–	–	5,912,798
– Unlisted fund investments	– 非上市基金投資	–	378,958	347,661	726,619
– Other financial instruments	– 其他金融工具	–	159,439	–	159,439
– Financial products	– 金融產品	5,770,907	27,039,339	903,995	33,714,241
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產				
– Listed equity securities	– 上市股本證券	76,481	–	–	76,481
– Listed debt securities	– 上市債務證券	–	370,123	–	370,123
Derivative financial instruments	衍生金融工具	–	1,612,106	–	1,612,106
		13,085,550	38,179,939	2,206,222	53,471,711
		13,556,262	46,466,060	10,418,491	70,440,813

39. 金融風險管理 (續)

金融資產及負債的公平值
(續)
按公平值計量的金融工具 (續)
公平值等級
公平值等級下表闡明本集團金融工具的公平值計量等級：

按公平值計量的資產：

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Fair value measurement using
採用以下各項的公平值計量

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39. Financial risk management (continued)

Fair values of financial assets and liabilities (continued)

Financial instruments measured at fair value (continued)

Fair value hierarchy (continued)

Liabilities measured at fair value:

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39. 金融風險管理 (續)

金融資產及負債的公平值 (續)

按公平值計量的金融工具 (續)

公平值等級 (續)

按公平值計量的負債：

於2024年12月31日

		Fair value measurement using 採用以下各項的公平值計量			Total 總計
		Quoted prices in active Markets (Level 1) 活躍 市場報價 (第1級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可 觀察參數 (第2級) HK\$'000 千港元	Significant unobservables inputs (Level 3) 重大無法 觀察參數 (第3級) HK\$'000 千港元	
Non-current 非流動					
Debt securities in issue designated at fair value through profit and loss	指定按公平值計入損益的 已發行債務證券	-	2,866,883	1,121,118	3,988,001
Derivative financial instruments	衍生金融工具	-	310,376	-	310,376
		-	3,177,259	1,121,118	4,298,377
Current 流動					
Debt securities in issue designated at fair value through profit and loss	指定按公平值計入損益的 已發行債務證券	-	28,564,605	5,216,042	33,780,647
Financial liabilities held for trading	持作買賣的金融負債				
- Listed equity securities	- 上市股本證券	567,426	-	-	567,426
- Listed debt securities	- 上市債務證券	-	1,238,875	-	1,238,875
- Unlisted fixed income securities	- 非上市固定收益證券	1,240	1,240		
Financial liabilities designated at fair value through profit or loss	指定按公平值計入損益的 金融負債				
- Financial products	- 金融產品	-	1,091,844	-	1,091,844
- Third-party interest in consolidated investment funds	- 綜合投資基金的 第三方權益	-	222,700	-	222,700
Derivative financial instruments	衍生金融工具	-	1,747,753	-	1,747,753
		567,426	32,867,017	5,216,042	38,650,485
		567,426	36,044,276	6,337,160	42,948,862

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39. Financial risk management (continued)

Fair values of financial assets and liabilities (continued)

Financial instruments measured at fair value (continued)

Fair value hierarchy (continued)

Liabilities measured at fair value: (continued)

As at 31 December 2023

39. 金融風險管理 (續)

金融資產及負債的公平值 (續)

按公平值計量的金融工具 (續)

公平值等級 (續)

按公平值計量的負債：(續)

於2023年12月31日

		Fair value measurement using 採用以下各項的公平值計量			Total 總計
		Quoted prices in active markets (Level 1) 活躍 市場報價 (第1級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可 觀察參數 (第2級) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大無法 觀察參數 (第3級) HK\$'000 千港元	
Non-current	非流動				
Debt securities in issue designated at fair value through profit and loss	指定按公平值計入損益的已發行債務證券	-	4,489,336	6,701,941	11,191,277
Derivative financial instruments	衍生金融工具	-	297,192	-	297,192
		-	4,786,528	6,701,941	11,488,469
Current	流動				
Debt securities in issue designated at fair value through profit and loss	指定按公平值計入損益的已發行債務證券	-	27,809,903	808,785	28,618,688
Financial liabilities held for trading	持作買賣的金融負債				
- Listed equity securities	- 上市股本證券	148,747	-	-	148,747
- Listed debt securities	- 非上市債務證券	-	506,494	-	506,494
- Unlisted fixed income securities	- 非上市固定收益證券	-	1,600	-	1,600
Financial liabilities designated at fair value through profit or loss	指定按公平值計入損益的金融負債				
- Financial products	- 金融產品	-	1,593,032	-	1,593,032
- Third-party interest in consolidated investment funds	- 綜合投資基金的第三方權益	-	182,399	-	182,399
Derivative financial instruments	衍生金融工具	-	1,396,383	-	1,396,383
		148,747	31,489,811	808,785	32,447,343
		148,747	36,276,339	7,510,726	43,935,812

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財務報表附註

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39. Financial risk management (continued)

Fair values of financial assets and liabilities (continued)

Financial instruments measured at fair value (continued)

Fair value hierarchy (continued)

(a) Financial instruments in Level 1

The fair values of financial instruments traded in active markets are based on quoted market prices at the end of the reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, or broker and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market prices used for financial assets and financial liabilities held by the Group are the current bid price and the current ask price.

(b) Financial instruments in Level 2

The fair values of financial instruments that are not traded in an active market (for example, over-the-counter) are determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs used in the valuation for financial instruments are observable, the financial instruments are included in Level 2.

If one or more of the significant inputs are not based on observable market data, the financial instrument is included in Level 3.

39. 金融風險管理 (續)

金融資產及負債的公平值 (續)

按公平值計量的金融工具 (續)

公平值等級 (續)

(a) 第1級金融工具

於活躍市場買賣的金融工具公平值根據報告期末的市場報價計算。活躍的市場指可即時及定期從交易所、交易商、或經紀取得報價的市場，而該等報價反映按公平基準進行的實際及定期發生的市場交易。本集團所持金融資產及金融負債所用的市場報價為當時的買盤價及賣盤價。

(b) 第2級金融工具

並非於活躍市場（例如場外市場）買賣的金融工具公平值乃使用估值技術釐定。該等估值技術盡可能採用可觀察市場數據（如有），盡量不依賴實體的特定估計。如金融工具估值所用的所有重大參數均為可觀察參數，該金融工具列入第2級。

倘有一個或多個重大參數並非以可觀察市場數據為基準，該金融工具列入第3級。

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財務報表附註

31 December 2024
2024年12月31日

39. Financial risk management (continued)

Fair values of financial assets and liabilities (continued)

Financial instruments measured at fair value (continued)

Fair value hierarchy (continued)

(c) Financial instruments in Level 3

The following table presents the changes in Level 3 financial instruments for the years ended 31 December 2024 and 2023. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of each reporting period in which they occur.

Level 3 financial assets For the year ended 31 December 2024

		Unlisted equity securities (note 20) 非上市 股本證券 (附註20) HK\$'000 千港元	Unlisted fixed income securities (note 20) 非上市 固定收入證券 (附註20) HK\$'000 千港元	Unlisted fund investments (note 20) 非上市 基金投資 (附註20) HK\$'000 千港元	Unlisted convertible securities (note 20) 非上市 可換股證券 (附註20) HK\$'000 千港元	Financial products (note 20) 金融產品 (附註20) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2024	於2024年1月1日	1,825,052	748,646	347,661	205,920	7,291,212	10,418,491
Purchases	購買	-	-	-	-	-	-
Disposal	出售	-	-	-	-	(966,492)	(966,492)
Transfer to level 1 (note 1)	轉入第1級(附註1)	(349,350)	-	-	-	-	(349,350)
Transfer to level 2 (note 2)	轉入第2級(附註2)	-	(514,292)	-	-	-	(514,292)
Net (loss)/gain recognised in profit or loss	於損益確認的(虧損)/ 收益淨額	(236,955)	(1,449)	(186,837)	9,673	(250,876)	(666,444)
At 31 December 2024	於2024年12月31日	1,238,747	232,905	160,824	215,593	6,073,844	7,921,913

Note 1: During the year ended 31 December 2024, the unlisted equity securities are listed in stock exchange. As at 31 December 2024, the fair value is determined by market price.

Note 2: As of 31 December 2024, the valuations of unlisted fixed income securities and unlisted fund investments were determined by observable broker quotes or market price of the reference securities. As of 31 December 2023, the valuations were determined by unobservable inputs such as the credit assessment of the issuer and value of collateral held.

39. 金融風險管理 (續)

金融資產及負債的公平值 (續)

按公平值計量的金融工具(續)

公平值等級(續)

(c) 第3級金融工具

下表呈列截至2024年及2023年12月31日止年度，第3級金融工具的變動。本集團的政策為，於各報告期結束時確認公平值等級的變動。

第3級金融資產 截至2024年12月31日止年度

附註1：截至2024年12月31日止年度，非上市股本證券於證券交易所上市。於2024年12月31日，公平值由市場價格釐定。

附註2：截至2024年12月31日，非上市固定收入證券及非上市基金投資的估值通過可觀察經紀報價或參考證券的市價釐定。截至2023年12月31日，估值以發行人的信貸評級及所持抵押品的價值等不可觀察輸入數據釐定。

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財務報表附註

31 December 2024
2024年12月31日

39. Financial risk management (continued)

Fair values of financial assets and liabilities (continued)

Financial instruments measured at fair value (continued)

Fair value hierarchy (continued)

(c) Financial instruments in Level 3 (continued)

Level 3 financial assets

For the year ended 31 December 2023

		Unlisted equity securities (note 20) 非上市股本證券 (附註20) HK\$'000 千港元	Unlisted fixed income securities (note 20) 非上市固定收入證券 (附註20) HK\$'000 千港元	Unlisted fund investments (note 20) 非上市基金投資 (附註20) HK\$'000 千港元	Unlisted convertible securities (note 20) 非上市可換股證券 (附註20) HK\$'000 千港元	Financial products (note 20) 金融產品 (附註20) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2023	於2023年1月1日	1,769,013	1,304,539	400,137	196,640	7,398,973	11,069,302
Purchases	購買	-	-	-	-	-	-
Disposal	出售	-	(47,610)	-	-	(61,020)	(108,630)
Transfer from level 2 (note 1)	從第2級轉入(附註1)	-	83,167	-	-	155,940	239,107
Net (loss)/gain recognised in profit or loss	於損益確認的(虧損)/收益淨額	56,039	(591,450)	(52,476)	9,280	(202,681)	(781,288)
At 31 December 2023	於2023年12月31日	1,825,052	748,646	347,661	205,920	7,291,212	10,418,491

Note 1: The valuations of unlisted fixed income securities and unlisted fund investments were previously determined by observable broker quotes or market price of the reference securities. As of 31 December 2023, the valuations were determined by unobservable inputs such as the credit assessment of the issuer and value of collateral held.

39. 金融風險管理 (續)

金融資產及負債的公平值 (續)

按公平值計量的金融工具(續)

公平值等級(續)

(c) 第3級金融工具(續)

第3級金融資產

截至2023年12月31日止年度

附註1：非上市固定收入證券及非上市基金投資的估值先前通過可觀察經紀報價或參考證券的市價釐定。截至2023年12月31日，估值以發行人的信貸評級及所持抵押品的價值等不可觀察輸入數據釐定。

Notes to Financial Statements

財務報表附註

31 December 2024
2024年12月31日

39. Financial risk management (continued)

Fair values of financial assets and liabilities (continued)

Financial instruments measured at fair value (continued)

Fair value hierarchy (continued)

(c) Financial instruments in Level 3 (continued)

Level 3 financial liabilities

For the year ended 31 December 2024

		Debt securities in issue 已發行債務證券
At 1 January 2024	於2024年1月1日	7,510,726
Issuance	發行	-
Redemption	贖回	(966,491)
Net loss recognised in profit or loss	於損益確認的虧損淨額	(207,075)
At 31 December 2024	於2024年12月31日	6,337,160

Level 3 financial liabilities

For the year ended 31 December 2023

		Debt securities in issue 已發行債務證券
At 1 January 2023	於2023年1月1日	7,650,290
Issuance	發行	-
Transfer from level 2 (note 1)	轉自第2級(附註1)	123,567
Redemption on maturity	於到期時贖回	(61,645)
Net loss recognised in profit or loss	於損益確認的虧損淨額	(201,486)
At 31 December 2023	於2023年12月31日	7,510,726

Note 1: The valuations of unlisted fixed income securities and unlisted fund investments were previously determined by observable broker quotes or market price of the reference securities. As of 31 December 2023, the valuations were determined by unobservable inputs such as the credit assessment of the issuer and value of collateral held.

39. 金融風險管理 (續)

金融資產及負債的公平值 (續)

按公平值計量的金融工具(續)

公平值等級(續)

(c) 第3級金融工具(續)

第3級金融負債

截至2024年12月31日止年度

		Debt securities in issue 已發行債務證券
At 1 January 2024	於2024年1月1日	7,510,726
Issuance	發行	-
Redemption	贖回	(966,491)
Net loss recognised in profit or loss	於損益確認的虧損淨額	(207,075)
At 31 December 2024	於2024年12月31日	6,337,160

第3級金融負債

截至2023年12月31日止年度

		Debt securities in issue 已發行債務證券
At 1 January 2023	於2023年1月1日	7,650,290
Issuance	發行	-
Transfer from level 2 (note 1)	轉自第2級(附註1)	123,567
Redemption on maturity	於到期時贖回	(61,645)
Net loss recognised in profit or loss	於損益確認的虧損淨額	(201,486)
At 31 December 2023	於2023年12月31日	7,510,726

附註1：非上市固定收益證券及非上市基金投資的估值先前由可觀察經紀人報價或參考證券的市場價格釐定。截至2023年12月31日，估值乃根據發行人的信貸評估及所持抵押品價值等不可觀察輸入數據釐定。

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財務報表附註

31 December 2024
2024年12月31日

39. Financial risk management (continued)

Fair values of financial assets and liabilities (continued)

Financial instruments measured at fair value (continued)

Fair value hierarchy (continued)

(c) Financial instruments in Level 3 (continued)

Below is a summary of significant unobservable inputs to the valuation of financial instruments as at 31 December 2024 and 2023:

31 December 2024

	Valuation technique 估值技術	Significant unobservable input 重大無法觀察參數	Average 平均	Sensitivity of the fair value to the input 公平值對參數的敏感度
Unlisted convertible securities	Market Approach	Pricing multiples of market comparable companies used to determine the estimated equity value of the Project Company: – Price to earnings multiple	13.41	10% increase or decrease in the underlying stock price, the fair value would be increased by HK\$22 million or decreased by HK\$22 million, respectively.
非上市可換股證券	市場法	用於釐定項目公司估計股權價值的市場可資比較公司的定價倍數： – 市盈率	13.41	相關股價上升或降低10%，公平值將分別增加22百萬港元或減少22百萬港元。
Unlisted fixed income securities	Income approach	Collateral value	N/A	N/A
非上市固定收入證券	收入法	抵押品價值	不適用	不適用
Unlisted fund investments	Net asset value	N/A	N/A	N/A
非上市基金投資	資產淨值	不適用	不適用	不適用
Unlisted equity securities	Market approach	Pricing multiples, discount rate for lack of marketability, volatility	N/A	The higher the pricing multiples, the higher the fair value. The higher the discount rate, the lower the fair value. The higher the volatility, the higher the fair value.
非上市股本證券	市場法	定價倍數、缺乏市場流通性的貼現率、波幅	不適用	定價倍數越高，公平值越高。貼現率越高，公平值越低。波幅越高，公平值越高。
Financial products	Net asset value	N/A	N/A	N/A
金融產品	資產淨值	不適用	不適用	不適用
Debt securities in issue	Net asset value	N/A	N/A	N/A
已發行債務證券	資產淨值	不適用	不適用	不適用

39. 金融風險管理 (續)

金融資產及負債的公平值 (續)

按公平值計量的金融工具 (續)

公平值等級 (續)

(c) 第3級金融工具 (續)

下文為金融工具於2024年及2023年12月31日估值的重大無法觀察參數概要：

2024年12月31日

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財務報表附註

31 December 2024
2024年12月31日

39. Financial risk management (continued)

Fair values of financial assets and liabilities
(continued)

Financial instruments measured at fair value (continued)

Fair value hierarchy (continued)

(c) Financial instruments in Level 3 (continued)

31 December 2023

	Valuation technique 估值技術	Significant unobservable input 重大無法觀察參數	Average 平均	Sensitivity of the fair value to the input 公平值對參數的敏感度
Unlisted convertible securities	Market Approach	Pricing multiples of market comparable companies used to determine the estimated equity value of the Project Company: – Price to earnings multiple	10.41	10% increase or decrease in the underlying stock price, the fair value would be increased by HK\$22 million or decreased by HK\$22 million, respectively.
非上市可換股證券	市場法	用於釐定項目公司估計股權價值的市場可資比較公司的定價倍數： – 市盈率	10.41	相關股價上升或降低10%，公平值將分別增加22百萬港元或減少22百萬港元。
Unlisted fixed income securities	Income approach	Collateral value	N/A	N/A
非上市固定收入證券	收入法	抵押品價值	不適用	不適用
Unlisted fund investments	Net asset value	N/A	N/A	N/A
非上市基金投資	資產淨值	不適用	不適用	不適用
Unlisted equity securities	Market approach	Pricing multiples, discount rate for lack of marketability, volatility	N/A	The higher the pricing multiples, the higher the fair value. The higher the discount rate, the lower the fair value. The higher the volatility, the higher the fair value.
非上市股本證券	市場法	定價倍數、缺乏市場流通性的貼現率、波幅	不適用	定價倍數越高，公平值越高。貼現率越高，公平值越低。波幅越高，公平值越高。
Financial products	Net asset value	N/A	N/A	N/A
金融產品	資產淨值	不適用	不適用	不適用
Debt securities in issue	Net asset value	N/A	N/A	N/A
已發行債務證券	資產淨值	不適用	不適用	不適用

39. 金融風險管理 (續)

金融資產及負債的公平值
(續)

按公平值計量的金融工具 (續)

公平值等級 (續)

(c) 第3級金融工具 (續)

2023年12月31日

Notes to Financial Statements

財務報表附註

31 December 2024
2024年12月31日

39. Financial risk management *(continued)*

Capital management

The Group's objectives for managing capital, which represent a broader concept than the "equity" on the face of the statement of financial position, are:

- to comply with the capital requirements under the Hong Kong Securities and Futures (Financial Resources) Rules for its subsidiaries which are licensed corporations;
- to safeguard the Group's ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders;
- to support the Group's stability and growth; and
- to maintain a strong capital base to support the development of its business.

The liquid capital is monitored daily by each individual licensed subsidiary's management based on the Securities and Futures (Financial Resources) Rules. The required information is filed with the SFC on a timely basis. The SFC requires each licensed corporation to maintain a level of required liquid capital which is the higher of the floor requirement ranging from HK\$0.1 million to HK\$15 million and 5% of the aggregate of its adjusted liabilities and clients' margin. All licensed corporations within the Group complied with their required liquid capital during the years ended 31 December 2024 and 2023.

A subsidiary of the Company is a member of the Hong Kong Confederation of Insurance Brokers and is required to maintain a minimum net asset value of HK\$0.1 million at all times. Two subsidiaries of the Company are registered with the Monetary Authority of Singapore and are required to maintain a minimum base capital requirement of SG\$250,000 and SG\$1,000,000 at all times, respectively. A subsidiary of the Company is a licensed subsidiary under Monetary Authority of Macao and is required to satisfy with relevant capital requirements.

The capital of the Group mainly comprises its total equity.

39. 金融風險管理 *(續)*

資本管理

本集團資本管理的目標概念比財務狀況表的「權益」更為廣闊，即：

- 就本身為持牌法團的附屬公司而言，符合香港證券及期貨（財政資源）規則的資本規定；
- 保障本集團持續經營的能力，以繼續為股東提供回報及為其他持份者提供利益；
- 維持本集團的穩定及發展；及
- 維持穩固的資本基礎，以支持其業務的發展。

持牌附屬公司的管理層根據證券及期貨（財政資源）規則每天監控流動資金，並按時向證監會提呈所需資料。證監會規定，各持牌法團須保持所需流動資本水平為介乎0.1百萬港元至15百萬港元的最低要求及其經調整負債及客戶保證金總和的5%兩者中的較高者。於截至2024年及2023年12月31日止年度，本集團旗下所有持牌法團均符合所需流動資金水平規定。

本公司一家附屬公司是香港保險顧問聯會成員及須在所有時候維持最低資產淨值0.1百萬港元。本公司兩家附屬公司在新加坡金融管理局登記及須在所有時候分別維持最低基本資本規定250,000新加坡元及1,000,000新加坡元。本公司一家附屬公司是澳門金融管理局的持牌附屬公司，並須符合相關的資本規定。

本集團的資本主要包括其權益總額。

Notes to Financial Statements

財務報表附註

31 December 2024
2024年12月31日

40. Offsetting financial assets and financial liabilities

The Group currently has a legally enforceable right to set off the Continuous Net Settlement (CNS) money obligations receivable and trade payables with HKSCC and it intends to settle on a net basis as accounts receivable from or accounts payable to the Stock Exchange. The net amount of CNS money obligations receivable or payable with HKSCC and the guarantee fund placed in HKSCC do not meet the criteria for offsetting in the financial statements and the Group does not intend to settle the balances on a net basis.

40. 抵銷金融資產與金融負債

本集團目前擁有合法可執行權利抵銷與香港結算的持續淨額交收（持續淨額交收）應收賬與交易應付款項，並擬按淨額基準作為應收或應付聯交所賬款結算。與香港結算的持續淨額交收應收賬或應付賬的淨額及存放於香港結算的保證基金並不符合於財務報表內抵銷的標準，本集團不擬按淨額基準結算有關結餘。

		Gross amount of recognised financial assets/ (liabilities)	Gross amount of recognised financial liabilities	Net amounts of financial assets/ (liabilities) reflected in the financial statements	Related amounts not set off in the statement of financial position	Net
		已確認金融資產／（負債）總額	抵銷已確認金融（資產）／負債總額	於財務報表呈列的金融資產／（負債）淨額	尚未於財務狀況表抵銷的有關金額	淨額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 31 December 2024	於2024年12月31日					
Financial assets	金融資產					
Accounts receivable arising from brokerage – the Stock Exchange and other clearing houses	經紀業務應收款項 – 聯交所及其他結算所	6,102,189	(3,807,195)	2,294,994	–	2,294,994
Loans and advances to Customers	給予客戶的貸款及墊款	7,746,401	–	7,746,401	(7,742,749)	3,652
Financial liabilities	金融負債					
Accounts payable arising from brokerage – the Stock Exchange and other clearing houses	經紀業務應付款項 – 聯交所及其他結算所	(4,609,433)	3,807,195	(802,238)	–	(802,238)
As at 31 December 2023	於2023年12月31日					
Financial assets	金融資產					
Accounts receivable arising from brokerage – the Stock Exchange and other clearing houses	經紀業務應收款項 – 聯交所及其他結算所	3,992,580	(2,857,801)	1,134,779	–	1,134,779
Loans and advances to Customers	給予客戶的貸款及墊款	5,761,594	–	5,761,594	(5,759,086)	2,508
Financial liabilities	金融負債					
Accounts payable arising from brokerage – the Stock Exchange and other clearing houses	經紀業務應付款項 – 聯交所及其他結算所	(3,176,382)	2,857,801	(318,581)	–	(318,581)

Notes to Financial Statements

財務報表附註

31 December 2024
2024年12月31日

40. Offsetting financial assets and financial liabilities (continued)

The tables below reconcile the “net amount of financial assets/(liabilities) presented in the statement of financial position”, as set out above, to the amounts presented in the statement of financial position.

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Net amount of accounts receivable arising from brokerage after offsetting as stated above	上文所述抵銷後經紀業務應收款項淨額		
– the Stock Exchange and other clearing houses	– 聯交所及其他結算所	2,294,994	1,134,779
Accounts receivable other than the Stock Exchange and other clearing houses	聯交所及其他結算所以外的應收款項	8,876,187	7,325,921
Less: Impairment	減：減值	(74,811)	(69,225)
Accounts receivables in the statement of financial position	財務狀況表內應收款項	11,096,370	8,391,475
Net amount of accounts payable arising from brokerage after offsetting as stated above	上文所述抵銷後經紀業務應付款項淨額		
– the Stock Exchange and other clearing houses	– 聯交所及其他結算所	802,238	318,581
Accounts payables other than the Stock Exchange and other clearing houses	聯交所及其他結算所以外的應付款項	18,912,566	17,729,778
Accounts payables in the statement of financial position	財務狀況表內應付款項	19,714,804	18,048,359

The “net amounts of financial assets/(liabilities) reflected in the financial statements”, as set out above, is included in “accounts receivable and accounts payable arising from brokerage – the Stock Exchange and other clearing houses” in notes 18 and 24 to the financial statements, respectively.

40. 抵銷金融資產與金融負債 (續)

下表對上文所載的「於財務狀況表呈報的金融資產／（負債）淨額」與財務狀況表呈報的金額進行對賬。

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Net amount of accounts receivable arising from brokerage after offsetting as stated above	上文所述抵銷後經紀業務應收款項淨額		
– the Stock Exchange and other clearing houses	– 聯交所及其他結算所	2,294,994	1,134,779
Accounts receivable other than the Stock Exchange and other clearing houses	聯交所及其他結算所以外的應收款項	8,876,187	7,325,921
Less: Impairment	減：減值	(74,811)	(69,225)
Accounts receivables in the statement of financial position	財務狀況表內應收款項	11,096,370	8,391,475
Net amount of accounts payable arising from brokerage after offsetting as stated above	上文所述抵銷後經紀業務應付款項淨額		
– the Stock Exchange and other clearing houses	– 聯交所及其他結算所	802,238	318,581
Accounts payables other than the Stock Exchange and other clearing houses	聯交所及其他結算所以外的應付款項	18,912,566	17,729,778
Accounts payables in the statement of financial position	財務狀況表內應付款項	19,714,804	18,048,359

上文所載的「於財務報表反映的金融資產／（負債）淨額」分別包括在財務報表附註18及24的「經紀業務應收款項及應付款項－聯交所及其他結算所」。

Notes to Financial Statements

財務報表附註

31 December 2024
2024年12月31日

41. Statement of financial position of the Company

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

41. 本公司財務狀況表

有關本公司於報告期末的財務狀況表的資料如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	投資附屬公司	26,117,665	21,862,665
Fixed assets	固定資產	–	989
Deferred tax assets	遞延稅項資產	1,310	1,548
		26,118,975	21,865,202
Current assets	流動資產		
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	8,382	18,925
Amount due from subsidiaries	應收附屬公司款項	13,224,891	14,386,786
Cash and cash equivalents	現金及現金等價物	180,638	55,459
Total current assets	流動資產總額	13,413,911	14,461,170
Current liabilities	流動負債		
Lease liabilities	租賃負債	–	(877)
Accrued liabilities	應計負債	(15,418)	(64,473)
Debt securities in issue	已發行債務證券	(8,062,170)	(4,110,743)
– At amortised cost	– 按攤銷成本	(6,834,597)	(2,534,065)
– Designated at fair value through profit or loss	– 指定按公平值計入損益	(1,227,573)	(1,576,678)
– Bank loans	– 銀行貸款	(5,861,443)	(9,449,391)
– Amount due to a subsidiary	– 應付一家附屬公司款項	(6,330,501)	(3,194,774)
Tax payable	應付稅項	(1,822)	(3,166)
Total current liabilities	流動負債總額	(20,271,354)	(16,823,424)
Net current liabilities	流動負債淨值	(6,857,443)	(2,362,254)
Non-current liabilities	非流動負債		
Debt securities in issue	已發行債務證券	(3,125,610)	(3,225,006)
– At amortised cost	– 按攤銷成本	(3,125,610)	(3,144,937)
– Designated at fair value through profit or loss	– 指定按公平值計入損益	–	(80,069)
		(3,125,610)	(3,225,006)
Net assets	資產淨值	16,135,922	16,277,942

Notes to Financial Statements

財務報表附註

31 December 2024
2024年12月31日

41. Statement of financial position of the Company (continued)

41. 本公司財務狀況表 (續)

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Equity	權益		
Share capital	股本	10,902,195	10,902,195
Currency translation reserve	貨幣換算儲備	-	-
Share option reserve	購股權儲備	13,083	19,432
Retained profits	保留溢利	5,220,644	5,356,315
Total equity	權益總額	16,135,922	16,277,942

Dr. YIM Fung
閻峰博士
Director
董事

Ms. QI Haiying
祁海英女士
Director
董事

Notes to Financial Statements

財務報表附註

31 December 2024
2024年12月31日

41. Statement of financial position of the Company (continued)

A summary of the Company's reserves is as follows:

41. 本公司財務狀況表 (續)

公司儲備概要如下：

		Currency translation reserve 貨幣換算儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2022 and 1 January 2023	於2022年12月31日及2023年1月1日	187	26,132	5,567,965	5,594,284
Total comprehensive income for the year	年內全面收益總額	-	-	(27,459)	(27,459)
Disposal of a subsidiary	出售一間附屬公司	(187)	-	187	-
Recognition of equity-settled share-based payments	確認以權益結算以股份為基礎的付款	-	-	-	-
Transfer of share option reserve upon the forfeiture of share options	購股權失效而轉讓購股權儲備	-	(6,700)	6,700	-
Final special dividend for 2022	2022年末期特別股息	-	-	(95,539)	(95,539)
Interim dividend for 2023 (note 10)	2023年中期股息(附註10)	-	-	(95,539)	(95,539)
As at 31 December 2023 and 1 January 2024	於2023年12月31日及2024年1月1日	-	19,432	5,356,315	5,375,747
Total comprehensive income for the year	年內全面收益總額	-	-	82,863	82,863
Share repurchase	股份購回	-	-	(14,815)	(14,815)
Recognition of equity-settled share-based payments	確認以權益計算以股份為基礎的付款	-	-	-	-
Transfer of share option reserve upon the forfeiture of share options	購股權失效而轉讓購股權儲備	-	(6,349)	6,349	-
Final dividend for 2023 (note 10)	2023年末期股息(附註10)	-	-	(95,539)	(95,539)
Interim dividend for 2024 (note 10)	2024年中期股息(附註10)	-	-	(114,529)	(114,529)
		-	13,083	5,220,644	5,233,727

Notes to Financial Statements

財務報表附註

31 December 2024
2024年12月31日

42. Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2024

Up to the date of issue of these financial statements, the HKICPA has issued a number of new or amended standards, which are not yet effective for the year ended 31 December 2024 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
<i>Amendments to HKAS 21, The effects of changes in foreign exchange rates: Lack of exchangeability</i>	1 January 2025
<i>Amendments to HKFRS 9, Financial instruments and HKFRS 7, Financial instruments: disclosures – Amendments to the classification and measurement of financial instruments</i>	1 January 2026
<i>Annual improvements to HKFRS Accounting Standards – Volume 11</i>	1 January 2026
<i>HKFRS 18, Presentation and disclosure in financial statements</i>	1 January 2027
<i>HKFRS 19, Subsidiaries without public accountability: disclosures</i>	1 January 2027

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

42. 截至2024年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能產生之影響

截至該等財務報表刊發之日，香港會計師公會已頒佈多項新訂或經修訂準則，有關修訂及準則於截至2024年12月31日止年度尚未生效，且並未於該等財務報表中採納。該等發展包括以下可能與本集團有關者。

	對以下日期或之後開始之會計期間生效
香港會計準則第21號(修訂本)，匯率變動的影響：缺乏可換性	2025年1月1日
香港財務報告準則第9號(修訂本)，金融工具及香港財務報告準則第7號金融工具：披露—分類及計量金融工具的修訂	2026年1月1日
香港財務報告準則會計準則的年度改進—第11卷	2026年1月1日
香港財務報告準則第18號，財務報表的呈列及披露	2027年1月1日
香港財務報告準則第19號，非公共受託責任附屬公司：披露	2027年1月1日

本集團正在評估該等發展於首次應用期間預期造成的影響。迄今為止，本集團的結論是，採納其不大可能對綜合財務報表造成重大影響。

Notes to Financial Statements

財務報表附註

31 December 2024
2024年12月31日

43. Events after the reporting period

Subsequent to the end of the reporting period, Guotai Junan Securities (Hong Kong) Limited, a wholly owned subsidiary of the Company, completed the subscription of 35,350,000 right issue shares in GTJA Vietnam, a subsidiary of Guotai Junan Securities (Hong Kong) Limited and a company listed on the Hanoi Stock Exchange. The total consideration for these shares was VND 392,685,000,000 (approximately equivalent to HK\$120,000,000). Guotai Junan Securities (Hong Kong) Limited's shareholding in GTJA Vietnam has been increased from 50.97% to 67.38%.

In addition, references are made to (1) the joint announcement dated 9 October 2024 issued by GTJA, the ultimate holding company of the Company, and Haitong regarding a proposed merger by way of absorption and a share exchange by GTJA; and (2) the announcement dated 14 March 2025 issued by GTJA on the completion of the proposed merger. As at the date of the report, the Company considers it is not practical to assess the potential impact, if any, of the proposed merger on the Group. The Company will continue monitoring the situation and, where there is any material update on the matter, issue further announcement as and when necessary.

The matters mentioned above are non-adjusting events after the financial year end and do not result in any adjustments to the consolidated financial statements for the year ended 31 December 2024.

43. 報告期後事宜

於報告期末後，本公司之全資附屬公司國泰君安證券(香港)有限公司完成認購國泰君安越南(該公司為國泰君安證券(香港)有限公司的附屬公司，並於河內證券交易所上市) 35,350,000股供股股份。該等股份的總代價為392,685,000,000越南盾(約相當於120,000,000港元)。國泰君安證券(香港)有限公司於國泰君安越南的持股由50.97%增加至67.38%。

此外，茲提述(1)本公司之最終控股公司國泰君安與海通所發佈日期為2024年10月9日的聯合公告，內容有關國泰君安通過吸收及換股的方式進行擬議合併(「擬議合併」)；及(2)國泰君安就完成擬議合併所發佈日期為2025年3月14日的公告。於本報告日期，本公司認為評估擬議合併對本集團的潛在影響(如有)並不切實可行。本公司將繼續監察有關情況，並在該事項有任何重大更新時，於必要時發佈進一步公告。

上文所述事項屬財政年度結束後的非調整事項，不會導致對截至2024年12月31日止年度的綜合財務報表作出任何調整。

Five Years Financial Summary

五年財務概要

RESULTS

業績

For the year ended 31 December
截至12月31日止年度

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元
Revenue and other income	收入及其他收益	4,427,037	3,230,094	2,327,603	3,964,944	4,940,344
Profit before tax	除稅前溢利	366,631	191,416	26,657	1,287,646	1,814,679
Profit for the year	年內溢利	350,697	206,105	83,042	1,103,273	1,567,772
Profit attributable to ordinary equity holders of the Company	本公司普通股股東應佔溢利	347,783	201,261	80,381	1,094,743	1,562,587

ASSETS AND LIABILITIES

資產與負債

As at 31 December
於12月31日

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元
Loans and advances to customers	給予客戶的貸款及墊款	7,746,401	5,761,594	6,391,369	15,854,687	15,604,244
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	39,057,188	19,970,416	11,517,623	23,253,517	31,507,050
Financial products	金融產品	40,253,876	48,535,137	45,938,678	31,599,309	39,512,089
Receivable from reverse repurchase agreements	反向回購協議應收款項	9,982,509	739,579	586,845	4,443,729	3,022,800
Derivative financial instruments	衍生金融工具	1,756,540	1,935,260	2,104,513	619,230	1,261,354
Cash and cash equivalents	現金及現金等價物	7,204,149	7,407,815	7,756,580	5,277,874	5,508,779
Client trust bank balances	客戶信託銀行結餘	12,054,082	13,750,018	13,347,021	17,804,841	18,707,026
Other current assets	其他流動資產	11,345,128	8,681,685	6,053,134	6,711,577	5,936,096
Other non-current assets	其他非流動資產	773,276	753,649	759,323	723,329	661,303
Total assets	資產總額	130,173,149	107,535,153	94,455,086	106,288,093	121,720,741
Interest bearing borrowing	計息借款	(5,956,800)	(9,939,421)	(9,349,007)	(5,375,203)	(9,739,397)
Debt securities in issue	已發行債務證券	(48,358,252)	(45,763,712)	(41,488,268)	(45,491,783)	(47,919,872)
Financial liabilities at fair value through profit or loss	按公平值計入損益的金融負債	(3,122,085)	(2,432,272)	(2,108,386)	(8,772,805)	(6,666,260)
Obligations under repurchase agreements	回購協議的債項	(35,113,555)	(14,027,595)	(7,695,073)	(9,255,723)	(17,396,163)
Derivative financial instruments	衍生金融工具	(2,058,129)	(1,693,575)	(1,529,217)	(532,961)	(862,429)
Other liabilities	其他負債	(20,537,625)	(18,716,580)	(17,348,939)	(21,422,679)	(23,897,453)
Non-controlling interests	非控股權益	(112,046)	(122,525)	(129,497)	(129,578)	(121,048)
Shareholders' fund	股東資金	14,914,657	14,839,473	14,806,699	15,307,361	15,118,119

Glossary

詞彙

In this report, unless the context requires otherwise, the following expressions have the following meanings:

2020 amendments • Amendments to HKAS 1, Presentation of financial statements: Classification of liabilities as current or non-current

2022 amendments • Amendments to HKAS 1, Presentation of financial statements: Non-current liabilities with covenants

AGM • the annual general meeting of the Company

Anti-Money Laundering and Counter-Terrorist Financing Ordinance • the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Chapter 615 of the Laws of Hong Kong)

Articles of Association • the articles of association of the Company

Board • the board of directors of the Company

CEO • the chief executive officer of the Company

CFO • the chief financial officer of the Group

CG Code • the Corporate Governance Code set out in Appendix C1 of the Listing Rules

Chairman • the chairman of the Board

CO • the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)

Company or **Guotai Junan International** • Guotai Junan International Holdings Limited, incorporated in Hong Kong with limited liability, whose shares are listed on the Main Board of the Stock Exchange (stock code: 1788.HK)

Company Secretary • the company secretary of the Company

於本報告內，除文義另有所指外，下列詞彙具有以下涵義：

2020年修訂本 • 香港會計準則第1號(修訂本)，財務報表的呈報：負債分類為流動或非流動

2022年修訂本 • 香港會計準則第1號(修訂本)，財務報表的呈報：附帶契諾的非流動負債

股東週年大會 • 本公司股東週年大會

《打擊洗錢及恐怖分子資金籌集條例》 • 《打擊洗錢及恐怖分子資金籌集條例》(香港法例第615章)

《組織章程細則》 • 本公司《組織章程細則》

董事會 • 本公司董事會

行政總裁 • 本公司行政總裁

財務總監 • 本集團財務總監

《企業管治守則》 • 《上市規則》附錄C1所載之《企業管治守則》

主席 • 董事會主席

《公司條例》 • 《公司條例》(香港法例第622章)

本公司或**國泰君安國際** • 國泰君安國際控股有限公司，於香港註冊成立的有限公司，其股份於聯交所主板上市(股份代號：1788.HK)

公司秘書 • 本公司公司秘書

Glossary

詞彙

CRO • the chief risk officer of the Group

Director(s) • the director(s) of the Company

DPD • days past due

ECL • expected credit loss

EGM • the extraordinary general meeting of the Company

ESG • environmental, social and governance

Executive Director(s) • the executive Director(s)

Greater Bay Area • Guangdong-Hong Kong-Macao Greater Bay Area

Group • the Company together with its subsidiaries from time to time

GSN Programme • guaranteed structured note programme

GTJA Financial Holdings • Guotai Junan Financial Holdings Limited, a company incorporated in Hong Kong with limited liability, a wholly-owned subsidiary of GTJA, and a controlling shareholder of the Company

GTJA Group • GTJA and its subsidiaries from time to time (but excluding the Group)

GTJA or parent company • Guotai Junan Securities Co., Ltd., a joint stock limited company incorporated in the PRC with limited liability, whose A-shares are listed on the Shanghai Stock Exchange (stock code: 601211.SH) and H-shares are listed on the Main Board of the Stock Exchange (stock code: 2611.HK), and the holding company of GTJA Financial

GTJA Vietnam • Guotai Junan Securities (Vietnam) Corp., a company incorporated in Vietnam, the shares of which are listed on the Hanoi Stock Exchange (stock code: IVS.HN), a non-wholly owned subsidiary of the Company

首席風險官 • 本集團首席風險官

董事 • 本公司董事

逾期天數 • 逾期天數

預期信用損失 • 預期信用損失

股東特別大會 • 本公司股東特別大會

ESG • 環境、社會及管治

執行董事 • 執行董事

大灣區 • 粵港澳大灣區

本集團 • 本公司及其不時的附屬公司

擔保結構票據計劃 • 擔保結構票據計劃

國泰君安金融控股 • 國泰君安金融控股有限公司，一間於香港註冊成立的有限公司，為國泰君安的全資附屬公司及本公司的控股股東

國泰君安集團 • 國泰君安及其不時的附屬公司（但不包括本集團）

國泰君安或母公司 • 國泰君安證券股份有限公司，一間於中國註冊成立的股份有限公司，其A股於上海證券交易所上市（股份代號：601211.SH）及H股於聯交所主板上市（股份代號：2611.HK），並為國泰君安金融的控股公司

國泰君安越南 • 國泰君安證券（越南）股份公司，一間於越南註冊成立的公司，其股份於河內證券交易所上市（股份代號：IVS.HN），本公司之非全資附屬公司

Glossary

詞彙

Haitong • Haitong Securities Co., Ltd., a joint stock company incorporated in the PRC with limited liability, formerly listed on the Shanghai Stock Exchange and the Main Board of the Stock Exchange

Haitong Group • Haitong and its subsidiaries from time to time

HK or Hong Kong • The Hong Kong Special Administrative Region of the PRC

HKAS(s) • Hong Kong Accounting Standard(s)

HKICPA • Hong Kong Institute of Certified Public Accountants

HKICPA Code • HKICPA's Code of Ethics for Professional Accountants

HKFRS(s) • Hong Kong Financial Reporting Standard(s)

HKSA(s) • Hong Kong Standard(s) on Auditing

HKSCC • Hong Kong Securities Clearing Company Limited

HKUST • the Hong Kong University of Science and Technology

HK\$ • Hong Kong Dollars, the lawful currency of Hong Kong

Independent Non-executive Director(s) • the independent non-executive Director(s)

IPO(s) • initial public offering(s)

IR team • investor relations team of the Company

ISDA • International Swaps and Derivatives Association, Inc.

Listing Rules • the Rules Governing the Listing of Securities on the Stock Exchange

海通 • 海通證券股份有限公司，一家於中國註冊成立的股份有限公司，此前於上海證券交易所及聯交所主板上市

海通集團 • 海通及其不時的附屬公司

香港 • 中國香港特別行政區

香港會計準則 • 《香港會計準則》

香港會計師公會 • 香港會計師公會

香港會計師公會守則 • 《專業會計師道德守則》

香港財務報告準則 • 《香港財務報告準則》

香港審計準則 • 《香港審計準則》

香港結算 • 香港中央結算有限公司

香港科技大學 • 香港科技大學

港元 • 港元，香港法定貨幣

獨立非執行董事 • 獨立非執行董事

首次公開發售 • 首次公開發售

投資者關係團隊 • 本公司投資者關係團隊

ISDA • 國際掉期及衍生品協會

《上市規則》 • 聯交所《證券上市規則》

Glossary

詞彙

LTV • loan-to-collateral value

Macao • The Special Administrative Region of Macao of the PRC

Mainland China • the PRC, for the purpose of this report, does not include Hong Kong, Macao and Taiwan

Master Agreement • a master agreement entered into between the Company and GTJA on 3 November 2023

Model Code • the Model Code for Securities Transactions by Directors of Listed Issuers sets out in Appendix C3 of the Listing Rules

MOP • Macanese Pataca, the lawful currency of Macao

MPF • mandatory provident fund

MPF Scheme • MPF scheme

MTN Programme • medium term note programme

Non-executive Director(s) • non-executive Director(s)

Pillar Two model rules • the Global Anti-Base Erosion Model Rules published by the Organisation for Economic Co-operation and Development in 2021

Pillar Two Income Taxes • tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development

PRC or **China** • The People's Republic of China

RMB • Renminbi, the lawful currency of the PRC

SFC • The Securities and Futures Commission

SFO • the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

Share(s) • ordinary share(s) of the Company

貸款與抵押品價值比 • 貸款與抵押品價值比

澳門 • 中國澳門特別行政區

中國內地 • 中國，就本報告而言，不包括香港、澳門及台灣

總協議 • 本公司與國泰君安於2023年11月3日訂立的總協議

《標準守則》 • 《上市規則》附錄C3所載《上市發行人董事進行證券交易之標準守則》

澳門元 • 澳門元，澳門法定貨幣

強積金 • 強制性公積金

強積金計劃 • 強制性公積金計劃

中期票據計劃 • 中期票據計劃

非執行董事 • 非執行董事

第二支柱示範規則 • 2021年經濟合作與發展組織發佈的《全球反基礎侵蝕示範規則》

支柱二所得稅 • 為實施經濟合作暨發展組織頒佈的第二支柱示範規則而頒佈或實質上頒佈的稅務法例

中國 • 中華人民共和國

人民幣 • 人民幣，中國法定貨幣

證監會 • 證券及期貨事務監察委員會

《證券及期貨條例》 • 《證券及期貨條例》(香港法例第571章)

股份 • 本公司普通股

Glossary

詞彙

Shareholder(s) • shareholder(s) of the Company

Share Option Scheme • The share option scheme of the Company adopted on 19 June 2010 and expired on 19 June 2020

SPPI • solely payments of principal and interest

Stock Exchange • The Stock Exchange of Hong Kong Limited

US • United States of America

US\$ • United States Dollars, the lawful currency of the US

VND • Vietnamese Dong, the lawful currency of Vietnam

YOY • year on year

% • per cent

股東 • 本公司股東

購股權計劃 • 本公司於2010年6月19日採納的購股權計劃，並於2020年6月19日屆滿

僅為本金及利息付款 • 僅為本金及利息付款

聯交所 • 香港聯合交易所有限公司

美國 • 美利堅合眾國

美元 • 美元，美國法定貨幣

越南盾 • 越南盾，越南法定貨幣

同比 • 與去年同期相比

% • 百分比



國泰君安國際
GUOTAI JUNAN INTERNATIONAL

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