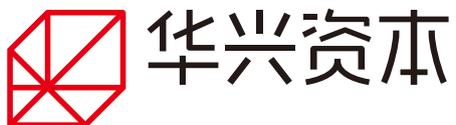




ANNUAL REPORT
2022



CHINA RENAISSANCE HOLDINGS LIMITED
華興資本控股有限公司

(Incorporated in the Cayman Islands with limited liability)
Stock Code: 1911

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COMPANY PROFILE





China Renaissance is the leading investment banking and investment management firm dedicated to China's innovative economy businesses, which are transforming traditional industries through entrepreneurship, technological advancement, and innovative business models. The Group has built its business specifically to discover best-in-class entrepreneurs and businesses and provide them with advisory and capital markets services and investment through all phases of their development. The Group's network of entrepreneurs and investors plays a critical role in supporting investment capital flows into leading innovative economy businesses and structuring industry-shaping transactions.



CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Xie Yi Jing (*Chairman*)
Mr. Lam Ka Cheong Jason (*Vice-Chairman*)
Mr. Du Yongbo
Mr. Wang Lixing

Non-Executive Directors

Mr. Lin Ning David
Ms. Sun Chin Hung

Independent Non-Executive Directors

Ms. Yao Jue
Mr. Ye Junying
Mr. Zhao Yue

AUDIT COMMITTEE

Ms. Yao Jue (*Chairman*)
Mr. Ye Junying
Mr. Zhao Yue

REMUNERATION COMMITTEE

Mr. Ye Junying (*Chairman*)
Mr. Xie Yi Jing
Mr. Zhao Yue

NOMINATION COMMITTEE

Mr. Xie Yi Jing (*Chairman*)
Ms. Yao Jue
Mr. Zhao Yue

COMPANY SECRETARY

Mr. Yee, Ming Cheung Lawrence

AUTHORIZED REPRESENTATIVES

Mr. Xie Yi Jing
Mr. Yee, Ming Cheung Lawrence

AUDITOR

ZHONGHUI ANDA CPA Limited
Registered Public Interest Entity Auditors
23/F, Tower 2
Enterprise Square Five
38 Wang Chiu Road
Kowloon Bay, Hong Kong

COMPANY ADDRESS

Registered Office

The offices of Maples Corporate Services Limited
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Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Principal Place of Business in China

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No. 2A Workers' stadium North Road
Chaoyang District
Beijing 100027, China

Principal Place of Business in Hong Kong

Units 8107-08, Level 81
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

LEGAL ADVISORS

As to Hong Kong law
Reed Smith Richards Butler

As to the laws of mainland China
Commerce & Finance Law Offices

As to BVI and Cayman Islands law
Maples and Calder (Hong Kong) LLP

CORPORATE INFORMATION (CONTINUED)

HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor
Services Limited
Shops 1712–1716, 17th Floor
Hopewell Centre
183 Queen’s Road East Wanchai
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited
PO Box 1093, Boundary Hall
Cricket Square
Grand Cayman, KY1-1102
Cayman Islands

PRINCIPAL BANKS

China CITIC Bank
CMB Wing Lung Bank
HSBC
SPD Silicon Valley Bank
Goldman Sachs

STOCK CODE

1911

COMPANY WEBSITE

<http://www.huaxing.com/>

BUSINESS REVIEW

In 2022, the IPO and secondary stock markets in Hong Kong and the US proved to be one of the most challenging in the past decade. As a result, private placement, IPO underwriting in Hong Kong and the US, as well as the investment portfolio valuation of the investment management business of China Renaissance were under notable pressure. In response to the complex external environment, China Renaissance pursued progress in a prudent manner. Total revenue and net investment gains of the Group for the year amounted to RMB1.6 billion, a year-on-year decrease of 37%. Excluding the one-off impact from the provision for expected credit loss in the second half of 2022, business operations improved in the second half of 2022 as compared to the corresponding period of 2021 as well as the first half of 2022.

In 2022, the investment management business accounted for 53% of the Group's total revenue and net investment gains. The steady management fees and accelerated realization of carried interest provided robust support for the Group's performance. In spite of the challenging conditions in the fund-raising environment, the fee-earning AUM under the investment management business of the Group further increased to RMB26.9 billion as at the end of the Reporting Period, mainly supported by the new funds raised from USD Fund IV and HGC RMB Fund IV. The Group also developed more diversified products and strategies, such as private credit funds and Fund of Hedge Funds (FoHF), in order to capture the investment opportunities in the market in a more flexible way, and provide more comprehensive solutions and diversified product portfolio to new-economy enterprises and investors.

During the Reporting Period, the Group accelerated the realization of carried interest in our financial statements. In 2022, RMB402 million gross carried interest (RMB143 million net carried interest) was realized in our profit and loss statement, significantly higher than that of the corresponding period of 2021. Revenue from realized carried interest accounted for 47% of the total segment revenue of investment management business for the Reporting Period. As at the end of the Reporting Period, the accumulated gross unrealized carried interest amounted to RMB3.7 billion (net unrealized carried interest amounted to RMB1.1 billion), approximately half of which was contributed from the funds raised in 2013 to 2015. It is expected that carried interest will continue to be a significant contributor to our investment management business as well as the Group's performance.

Despite the ongoing market downturns, the Group carried out exits from portfolio projects with a total amount of RMB6.7 billion. As at the end of the Reporting Period, the total AUM of investment management business amounted to RMB42.9 billion. Although the investment gains during the Reporting Period were at relatively low level due to market factors, there was improvement in the second half of 2022 as compared to the first half of 2022 as well as the corresponding period of 2021. At the same time, following market correction, pressure of further reduction in investment portfolio valuation in the future was mitigated to a certain extent.

BUSINESS REVIEW (CONTINUED)

In 2022, the IPO markets in Hong Kong and the US were stagnant and the market activity level dropped to the bottom as compared to the past five years. During the Reporting Period, China Renaissance completed two IPO projects, namely Huitongda and Alnnovation, as a joint sponsor. In respect of private placement segment, China Renaissance continued to maintain top market position. In addition to retaining leading market shares across healthcare, enterprise service and consumer sectors, we also achieved new breakthroughs in hard technology, new energy and advanced manufacturing sectors, completing a more comprehensive layout in essential fields of the new economy.

CR Securities recorded a revenue of RMB127 million from the investment banking business in 2022, which was a historical high. During the Reporting Period, CR Securities completed the A share IPO project for Glory View Technology as a sponsor and the lead underwriter and the A share IPO project for Jingwei Hengrun as a joint lead underwriter, and obtained approval for one convertible bond deal as well as approvals for two additional IPO applications. CR Securities expanded its investment banking team to 90 members from 63 members at the beginning of the year and established a new regional team for the Yangtze River Delta, enriching the matrix structure of “industry team + regional team”. In terms of innovative brokerage business, the App Duoduojin was officially launched in November 2022, with over 120,000 registered users in the first batch and approximately 50,000 new accounts opened by customers. In addition, CR Securities optimized its shareholder structure in 2022 and introduced new strategic investors.

In 2022, our wealth management business continued its healthy growth. As at the end of the Reporting Period, the AUM from alternative assets, a specialty of the Group, further increased to RMB3.8 billion during the Reporting Period. As a result, the overall fee rate also recorded an increase. Our wealth management business continues to gain traction amongst new economy clients, becoming a preferred platform for alternative investments with a nod to China Renaissance’s forte. It is well positioned to attain synergies with the Group’s investment banking and investment management businesses, complementing our business model with a third engine for long-term growth.

BUSINESS REVIEW (CONTINUED)

BUSINESS OUTLOOK

As we enter 2023, there is a high level of uncertainty in the external financial and economic environments, particularly due to the impact of the collapse of Silicon Valley Bank and Credit Suisse, against the backdrop of ongoing tension in the Russian-Ukrainian war, continued interest rate hikes of the Federal Reserve and rising financing costs.

Nevertheless, there are many opportunities where uncertainties lie. In China, as the pandemic control measures have further relaxed, there are a number of emerging high-quality enterprises which focus on different market segments and with significant competitive strengths. Continuous efforts will be made to identify and support outstanding companies and entrepreneurs emerging in these fields, helping them grow into new industry leaders. China Renaissance will continue to develop its investment management business while performing its responsibilities and fulfilling its commitment. China Renaissance will seek active exits from selective portfolio investments and realize carried interest in our financial statements in the coming years.

It is particularly during turbulent times that clients need more guidance from their trusted advisor, and we shall fulfill our role as a champion for our clients. China Renaissance will further strengthen its relationship with customers, continues to pivot towards new growth sectors, such as core technology, new energy and advanced manufacturing, and seize such arising opportunities.

In addition, the Group will make unfaltering efforts to optimize its operation and cost structure. It will continue to closely monitor market risks and exposures. Moreover, in the first quarter of 2023, the Group actively repaid its syndicated loans to further reduce the debt level and lower financial costs.

Although the road ahead is long and fraught with challenges, by persevering ahead we will reach our goals. We have overcome significant obstacles and navigated various ups and downs over the past year, and we believe that the Group is well positioned for a new start when appropriate opportunities arise.

FINANCIAL HIGHLIGHTS



The following table summarizes our consolidated results of operations for the years indicated. The summary consolidated financial data set forth below should be read together with, and is qualified in its entirety by reference to, the consolidated financial statements in this Annual Report, including the related notes. Our financial information was prepared in accordance with IFRS.

FINANCIAL HIGHLIGHTS (CONTINUED)

SUMMARY OF CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	For the Year Ended	
	December 31,	
	2022	2021
	RMB'000	RMB'000
Total revenue	1,585,380	1,744,483
Total revenue and net investment gains	1,586,889	2,504,011
Total operating expenses	(1,690,755)	(1,641,207)
Operating (loss)/profit	(103,866)	862,804
(Loss)/Profit before tax	(383,007)	1,855,904
Income tax expense	(70,971)	(210,519)
(Loss)/Profit for the year	(453,978)	1,645,385
(Loss)/Profit for the year attributable to owners of the Company	(429,901)	1,624,362

To supplement our financial information presented in accordance with IFRS, we also use adjusted net (loss)/profit attributable to owners of the Company as an additional financial measure, which is not required by, or presented in accordance with, IFRS. We believe that this non-IFRS measure facilitates comparisons of operating performance from period to period and company to company by adjusting for potential impacts of non-recurring and certain non-cash items and our management considers this non-IFRS measure to be indicative of our operating performance. We believe that this measure provides useful information to investors and others in understanding and evaluating our consolidated results of operations in the same manner as they help our management. Adjusted net (loss)/profit attributable to owners of the Company does not have a standardised meaning prescribed by IFRS and may not be comparable to similarly titled measures presented by other companies. The use of this non-IFRS measure has limitations as an analytical tool, and the Shareholders should not consider it in isolation from, or as substitute for analysis of, or our results of operations as reported under IFRS.

FINANCIAL HIGHLIGHTS (CONTINUED)

SUMMARY OF CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

	For the Year Ended December 31,	
	2022	2021
	RMB'000	RMB'000
(Loss)/Profit for the year attributable to owners of the Company	(429,901)	1,624,362
Add:		
Share-based payment expense	113,478	62,703
Change in fair value of call option	82,000	(844,170)
Subtotal before adjustments relating to carried interest	(234,423)	842,895
Add:		
Reversal of unrealized net carried interest ⁽¹⁾	(216,630)	(256,993)
Non-IFRS Measure: Adjusted net (loss)/profit attributable to owners of the Company (unaudited)⁽²⁾	(451,053)	585,902

Notes:

- (1) The unrealized net carried interest is calculated by subtracting our carried interest to management team and other parties from our unrealized income from carried interest as follows.

	For the Year Ended December 31,	
	2022	2021
	RMB'000	RMB'000
Reversal of unrealized income from carried interest	(791,193)	(453,128)
Reversal of carried interest to management team and other parties	574,563	196,135
Reversal of unrealized net carried interest	(216,630)	(256,993)

The unrealized income from carried interest is based on the underlying fair value change of the respective funds under our investment management business. The unrealized income from carried interest is allocated to us based on the cumulative fund performance to date, subject to the achievement of minimum return levels to limited partners. At the end of each reporting period, we calculate the unrealized income from carried interest that would be due to us for each fund, pursuant to the relevant fund agreements, as if the fair value of the underlying investments were realized as of such date, irrespective of whether such amounts have been realized. As of December 31, 2022, accumulated unrealized income from carried interest and unrealized net carried interest were RMB3.7 billion and RMB1.1 billion, respectively. As the fair value of underlying investments varies among reporting periods, it is necessary to make adjustments to amounts presented as unrealized income from carried interest. Such adjustments may, in certain circumstances, reverse the unrealized income from carried interest reported in the prior period due to fluctuations in the value of the underlying investments.

- (2) We define adjusted net (loss)/profit attributable to owners of the Company as profit or loss for the year attributable to owners of the Company adjusted for the impact of (i) share-based payment expense, (ii) change in fair value of call option, (iii) reversal of unrealized income from carried interest, and (iv) reversal of carried interest to management team and other parties.

MANAGEMENT DISCUSSION AND ANALYSIS

SEGMENT PERFORMANCE

The following table sets forth a breakdown of revenue and net investment gains or losses by reporting segment for the years indicated.

	For the Year Ended December 31,			
	2022 RMB'000	2021 RMB'000	Change RMB'000	% of change
Business Segment				
Investment Banking	422,824	1,100,656	(677,832)	-61.6%
Investment Management	847,531	910,540	(63,009)	-6.9%
CR Securities	204,820	409,633	(204,813)	-50.0%
Others	111,714	83,182	28,532	34.3%
Total revenue and net investment gains or losses	1,586,889	2,504,011	(917,122)	-36.6%

The following table sets forth a breakdown of operating (loss)/profit by reporting segment for the years indicated.

	For the Year Ended December 31,			
	2022 RMB'000	2021 RMB'000	Change RMB'000	% of change
Business Segment				
Investment Banking	(61,384)	309,332	(370,716)	n.m.
Investment Management	174,897	540,201	(365,304)	-67.6%
CR Securities	(147,526)	78,005	(225,531)	n.m.
Others	(69,853)	(64,734)	(5,119)	7.9%
Operating (loss)/profit	(103,866)	862,804	(966,670)	n.m.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

SEGMENT PERFORMANCE (CONTINUED)

Investment Banking

The following table sets forth segment revenue, segment operating expenses and segment operating (loss)/profit for the years indicated.

	For the Year Ended December 31,		Change RMB'000	% of change
	2022 RMB'000	2021 RMB'000		
Investment Banking				
Advisory services	268,832	537,929	(269,097)	-50.0%
Equity underwriting	17,873	348,889	(331,016)	-94.9%
Sales, trading, and brokerage	134,739	192,947	(58,208)	-30.2%
Interest Income	—	4,873	(4,873)	-100.0%
Segment revenue	421,444	1,084,638	(663,194)	-61.1%
Net investment gains	1,380	16,018	(14,638)	-91.4%
Segment revenue and net investment gains	422,824	1,100,656	(677,832)	-61.6%
Compensation and benefit expenses	(308,352)	(592,309)	283,957	-47.9%
Impairment loss under expected credit loss model, net of reversal	(38,055)	(44,999)	6,944	-15.4%
Other operating expenses	(137,801)	(154,016)	16,215	-10.5%
Segment operating expenses	(484,208)	(791,324)	307,116	-38.8%
Segment operating (loss)/profit	(61,384)	309,332	(370,716)	n.m.

The following table sets forth a breakdown of the transaction value of the investment banking business by major service type for the years indicated.

	For the Year Ended December 31,		Change RMB in million	% of change
	2022 RMB in million	2021 RMB in million		
Transaction Value				
Advisory services	38,607	49,354	(10,747)	-21.8%
Equity underwriting	2,839	174,156	(171,317)	-98.4%
Total	41,446	223,510	(182,064)	-81.5%

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

SEGMENT PERFORMANCE (CONTINUED)

Investment Banking (Continued)

Segment Revenue and Net Investment Gains

Investment banking revenue and net investment gains were RMB422.8 million for the year ended December 31, 2022, a decrease of 61.6% from the year ended December 31, 2021. The decrease was mainly attributable to a significant decline in the market volume of Initial Public Offerings for new economy businesses in Hong Kong and the United States for the year of 2022 comparing to the year of 2021 and significantly reduced financing activities in private placement market, resulting in lower equity underwriting revenue and advisory services revenue to the Group.

Interest income and net investment gains mainly come from the structured finance related products. Structured financing is dedicated to exploring and developing non-equity financing services to new economy firms.

Segment Operating Expenses

For the investment banking segment, segment operating expenses decreased by 38.8% from RMB791.3 million for the year ended December 31, 2021 to RMB484.2 million for the year ended December 31, 2022, which was primarily attributed to the decrease in compensation and benefit expenses from RMB592.3 million for the year ended December 31, 2021 to RMB308.4 million for the year ended December 31, 2022.

Segment Operating (Loss)/Profit

For the investment banking segment, segment operating loss was RMB61.4 million for the year ended December 31, 2022, as compared to RMB309.3 million of segment operating profit for the year ended December 31, 2021.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

SEGMENT PERFORMANCE (CONTINUED)

Investment Management

The following table sets forth segment revenue, segment operating expenses and segment operating profit for the years indicated.

	For the Year Ended December 31,		Change RMB'000	% of change
	2022 RMB'000	2021 RMB'000		
Investment Management				
Management fees	495,036	407,995	87,041	21.3%
Realized income from carried interest	402,353	28,815	373,538	1,296.3%
Interest income	20,394	—	20,394	n.m.
Segment revenue	917,783	436,810	480,973	110.1%
Net investment (losses)/gains	(70,252)	473,730	(543,982)	n.m.
Segment revenue and net investment gains or losses	847,531	910,540	(63,009)	-6.9%
Compensation and benefit expenses	(108,770)	(214,359)	105,589	-49.3%
Finance costs	(29,541)	(40,045)	10,504	-26.2%
Carried interest to management team and other parties	(259,288)	(11,734)	(247,554)	2,109.7%
Investment losses attributable to interest holders of consolidated structured entities	32,929	1,320	31,609	2,394.6%
Impairment loss under expected credit loss model, net of reversal	(206,438)	(1,835)	(204,603)	11,150.0%
Other operating expenses	(101,526)	(103,686)	2,160	-2.1%
Segment operating expenses	(672,634)	(370,339)	(302,295)	81.6%
Segment operating profit	174,897	540,201	(365,304)	-67.6%

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

SEGMENT PERFORMANCE (CONTINUED)

Investment Management (Continued)

The following table sets forth a movement of investments in our own private equity funds and investments in third-party private equity funds for the year indicated.

	Investments in our own funds RMB'000	Investments in third-party funds RMB'000
Balance at December 31, 2021	3,271,627	1,104,043
Invested Capital	258,878	86,450
Distribution	(2,209,893)	(90,513)
Changes in value	(41,349)	(87,045)
Effect of exchange rate change	84,387	79,781
Balance at December 31, 2022	1,363,650	1,092,716

As of December 31, 2022, the IRR of investments in our own private equity funds and investments in third-party private equity funds was 25.3% and 23.2%, respectively.

The following table sets forth certain operational information for the investment management segment as of the dates indicated.

	As of December 31,	
	2022	2021
	RMB in million	RMB in million
Committed Capital	36,551	32,723
Invested Capital	30,424	27,897
Fair Value of Investments	58,692	58,155
Fee-earning AUM	26,904	23,761
AUM	42,896	48,850

The management fees for each of our main funds are calculated on a percentage which ranges from 1.5% to 2.0% of capital commitments during investment period or cost of undisposed investments after investment period. For our project funds, the percentage may vary from 0% to 2%. The income from carried interest from each of our funds is determined only after the fund has achieved its applicable contractual hurdle rate and is based on a percentage of difference of fair value of investments net of expenses over invested capital, which is typically 20% for our main funds and ranges from 0% to 20% for our project funds. The hurdle rate of our funds is typically 8% per annum. Our main funds generally have investment periods of five years. The term of our main funds generally last for 7 to 12 years, subject to a limited number of extensions with the consent of the limited partners.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

SEGMENT PERFORMANCE (CONTINUED)

Investment Management (Continued)

The following table sets forth certain performance information for our private equity funds as of the dates indicated.

RMB in million except multiples and percentages	Committed Capital	Realized Investments ⁽¹⁾ Invested capital	Fair Value	Unrealized Investments Invested capital	Fair Value	Gross Multiple of Invested Capital ⁽²⁾
As of December 31, 2022						
Main Funds ⁽³⁾	29,516	4,655	14,138	18,653	32,228	2.0
Project Funds	7,035	2,819	7,012	4,297	5,314	1.7
Total	36,551	7,474	21,150	22,950	37,542	1.9
As of December 31, 2021						
Main Fund ⁽³⁾	25,767	3,038	9,807	18,193	34,919	2.1
Project Funds	6,956	1,607	4,363	5,059	9,066	2.0
Total	32,723	4,645	14,170	23,252	43,985	2.1

- (1) An investment is considered fully or partially realized when it has been disposed of or has otherwise generated disposition proceeds or current income.
- (2) The gross multiples of invested capital measure the aggregate value generated by private equity fund's investments in absolute terms. Each gross multiple of invested capital is calculated by dividing the sum of total realized and unrealized values of a private equity fund's investments by the total amount of capital invested by the private equity fund. Such total amount of capital invested by the private equity fund does not give effect to the allocation of realized and unrealized carried interest or the payment of any applicable management fees or operating expenses.
- (3) As of December 31, 2021, we managed ten main private equity funds, including seven under our Huaxing Growth Capital and three under our Huaxing Healthcare Capital. As of December 31, 2022, we managed eleven main private equity funds, including eight under our Huaxing Growth Capital and three under our Huaxing Healthcare Capital.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

SEGMENT PERFORMANCE (CONTINUED)

Investment Management (Continued)

Segment Revenue and Net Investment Gains or Losses

For the investment management segment, management fees increased by 21.3% from RMB408.0 million for the year ended December 31, 2021 to RMB495.0 million for the year ended December 31, 2022. This increase was primarily in connection with the increased capital commitment after first closing of Huaxing Growth Capital USD Fund IV in September, 2021 and first closing of Huaxing Growth Capital RMB Fund IV in April, 2022. The committed capital increased 11.7% from RMB32.7 billion as of December 31, 2021 to RMB36.6 billion as of December 31, 2022. Net investment gains from the investment management business mainly represents the investment income from the investments in our own private equity funds and third-party private equity funds. Net investment losses were RMB70.3 million for the year ended December 31, 2022, as compared to RMB473.7 million of net investment gains for the year ended December 31, 2021. Drastic volatilities in secondary markets in 2022 inevitably affected the mark-to-market valuations in our investment management business, despite our active management of public market positions within investment portfolios.

As of December 31, 2022, the total return of three main funds and six project funds have successfully exceeded the agreed return level in the governing agreement, and it is highly improbable that a significant reversal in the amount of cumulative return will occur. Accordingly, the Group was entitled to a performance-based fee and recognized this fee as income from carried interest. The carried interest to management team and other parties was recognized as an operating expense. During the year ended December 31, 2022, RMB402.4 million of realized income from carried interest from three main funds and five project funds was recognized, which increased significantly from RMB28.8 million for the year ended December 31, 2021.

Segment Operating Expenses

For the investment management segment, segment operating expenses increased from RMB370.3 million for the year ended December 31, 2021 to RMB672.6 million for the year ended December 31, 2022. This increase was primarily due to (i) an increase in provision of impairment loss under expected credit loss model, please see note 9 of consolidated financial statements for further details, (ii) an increase in carried interest to management team and other parties, and partially offset by a decrease in compensation and benefits and an increase in investment losses attributable to interest holders of consolidated structured entities.

Segment Operating Profit

For the investment management segment, segment operating profit was RMB174.9 million and RMB540.2 million for the year ended December 31, 2022 and 2021, respectively.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

SEGMENT PERFORMANCE (CONTINUED)

CR Securities

The following table sets forth segment revenue, segment operating expenses, and segment operating (loss)/profit for the years indicated.

	For the Year Ended December 31,			
	2022 RMB'000	2021 RMB'000	Change RMB'000	% of change
CR Securities				
Transaction and advisory fees	157,428	118,771	38,657	32.5%
Interest income	18,751	32,322	(13,571)	-42.0%
Segment revenue	176,179	151,093	25,086	16.6%
Net investment gains	28,641	258,540	(229,899)	-88.9%
Segment revenue and net investment gains	204,820	409,633	(204,813)	-50.0%
Compensation and benefit expenses	(247,017)	(218,331)	(28,686)	13.1%
Investment losses/(gains) attributable to interest holders of consolidated asset management schemes	650	(965)	1,615	n.m.
Impairment loss under expected credit loss model, net of reversal	79	(796)	875	n.m.
Finance cost	(20,795)	(36,488)	15,693	-43.0%
Other operating expenses	(85,263)	(75,048)	(10,215)	13.6%
Segment operating expenses	(352,346)	(331,628)	(20,718)	6.2%
Segment operating (loss)/profit	(147,526)	78,005	(225,531)	n.m.

Segment Revenue and Net Investment Gains

For the CR Securities segment, segment revenue was RMB176.2 million for the year ended December 31, 2022, an increase of 16.6% from RMB151.1 million for the year ended December 31, 2021. This increase was primarily due to an increase in equity underwriting revenue for the IPO in the STAR market of Shanghai Stock Exchange and the IPO in the Growth Enterprise Board of Shenzhen Stock Exchange. Net investment gains decreased from RMB258.5 million for the year ended December 31, 2021 to RMB28.6 million for the year ended December 31, 2022. This decrease was primarily due to decrease in investment income from principal investment and co-investments in previously underwritten IPO projects on Science and Technology Innovation Board, affected by A share volatilities.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

SEGMENT PERFORMANCE (CONTINUED)

CR Securities (Continued)

Segment Operating Expenses

For the CR Securities segment, segment operating expenses increased by 6.2% from RMB331.6 million for the year ended December 31, 2021 to RMB352.3 million for the year ended December 31, 2022. This was primarily due to the increase in compensation and benefit expenses and other operating expenses, resulting from the expansion of business, and partially offset by a decrease in finance cost.

Segment Operating (Loss)/Profit

For the CR Securities segment, segment operating loss for the year ended December 31, 2022 was RMB147.5 million, which was a shift from segment operating profit of RMB78.0 million for the year ended December 31, 2021.

Others

The others segment mainly comprises of wealth management business, and investment and management of our own funds. Wealth management business provides value-added wealth management services for high net worth individuals and other high net worth groups represented by new-economy entrepreneurs.

The following table sets forth segment revenue, segment operating expenses and segment operating loss for the years indicated.

	For the Year Ended December 31,			
	2022 RMB'000	2021 RMB'000	Change RMB'000	% of change
Others				
Segment revenue	69,974	71,942	(1,968)	-2.7%
Segment revenue and net investment gains	111,714	83,182	28,532	34.3%
Compensation and benefit expenses	(89,093)	(74,289)	(14,804)	19.9%
Impairment loss under expected credit loss model, net of reversal	(87)	1,230	(1,317)	n.m.
Finance cost	(62,117)	(35,948)	(26,169)	72.8%
Other operating expenses	(30,270)	(38,909)	8,639	-22.2%
Segment operating expenses	(181,567)	(147,916)	(33,651)	22.8%
Segment operating loss	(69,853)	(64,734)	(5,119)	7.9%

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

SEGMENT PERFORMANCE (CONTINUED)

Others (Continued)

Segment Revenue and Net Investment Gains

For the others segment, total revenue and net investment gains were RMB111.7 million for the year ended December 31, 2022, an increase of 34.3% from RMB83.2 million for the year ended December 31, 2021. This increase was primarily due to increase in investment gains generated from cash management products.

Segment Operating Expenses

For the others segment, segment operating expenses increased by 22.8% from RMB147.9 million for the year ended December 31, 2021 to RMB181.6 million for the year ended December 31, 2022.

Segment Operating Loss

For the others segment, total segment operating loss was RMB69.9 million and RMB64.7 million for the year ended December 31, 2022 and 2021, respectively.

RESULTS OF OPERATIONS

Revenue and Net Investment Gains

The following table sets forth a breakdown of revenue and net investment gains by type for the years indicated.

	For the year ended December 31,		Change RMB'000	% of change
	2022 RMB'000	2021 RMB'000		
Transaction and advisory fees	578,872	1,198,536	(619,664)	-51.7%
Management fees	529,032	442,102	86,930	19.7%
Interest income	75,123	75,030	93	0.1%
Income from carried interest	402,353	28,815	373,538	1,296.3%
Total revenue	1,585,380	1,744,483	(159,103)	-9.1%
Net investment gains	1,509	759,528	(758,019)	-99.8%
Total revenue and net investment gains	1,586,889	2,504,011	(917,122)	-36.6%

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

RESULTS OF OPERATIONS (CONTINUED)

Revenue and Net Investment Gains (Continued)

Total revenue was RMB1,585.4 million for the year ended December 31, 2022, a decrease of 9.1% from RMB1,744.5 million for the year ended December 31, 2021.

- Transaction and advisory fees were RMB578.9 million, a decrease of 51.7% from the prior year.
- Management fees increased to RMB529.0 million, an increase of 19.7% from the prior year.
- Interest income was RMB75.1 million, an increase of 0.1% from the prior year.
- Realized income from carried interest was RMB402.4 million, an increase of 1,296.3% from the prior year.

Net investment gains were mainly derived from investments in our own private equity funds, third-party private equity funds, listed equity investments, wealth management related products, structured finance related products, financial bonds and other cash management products. Net investment gains decreased from RMB759.5 million for the year ended December 31, 2021 to RMB1.5 million for the year ended December 31, 2022.

Total revenue and net investment gains were RMB1,586.9 million for the year ended December 31, 2022, a decrease of 36.6% from RMB2,504.0 million for the year ended December 31, 2021.

Operating Expenses

Total operating expenses increased by 3.0% from RMB1,641.2 million for the year ended December 31, 2021 to RMB1,690.8 million for the year ended December 31, 2022.

Compensation and benefit expenses were RMB753.2 million and RMB1,099.3 million for the year ended December 31, 2022 and 2021, respectively. Among compensation and benefit expenses, share-based compensation increased by 81.0% from RMB62.7 million for the year ended December 31, 2021 to RMB113.5 million for the year ended December 31, 2022.

Finance costs were RMB112.5 million and RMB112.5 million for the year ended December 31, 2022 and 2021, respectively.

Provision of impairment losses under expected credit loss model increased from RMB46.4 million for the year ended December 31, 2021 to RMB244.5 million for the year ended December 31, 2022 for prudent considerations.

Investment losses attributable to interest holders of consolidated structured entities were RMB33.6 million and RMB0.4 million for the year ended December 31, 2022 and 2021, respectively.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

RESULTS OF OPERATIONS (CONTINUED)

Operating Expenses (Continued)

Carried interest to management team and other parties increased from RMB11.7 million for the year ended December 31, 2021 to RMB259.3 million for the year ended December 31, 2022, in line with the increase in income from carried interest.

Other operating expenses decreased by 4.5% from RMB371.7 million for the year ended December 31, 2021 to RMB354.9 million for the year ended December 31, 2022.

Operating (Loss)/Profit

Operating loss was RMB103.9 million for the year ended December 31, 2022, as compared to RMB862.8 million of operating profit for the year ended December 31, 2021.

Other Income, Gains or Losses

Other losses were RMB19.4 million for the year ended December 31, 2022, as compared to RMB27.8 million of other gains for the year ended December 31, 2021. Other gains or losses mainly came from government grants, net exchange (loss)/gain, gain on disposal of associates and impairment loss on investment in a joint venture. Please refer to note 10 of the consolidated financial statements for further details.

Investment (Loss)/Income arising from Certain Incidental and Ancillary Investments

Incidental to, and ancillary of, our business operations, we have made investments from time to time, the primary types of which include strategic minority equity investments. We make strategic minority equity investments primarily to establish long-term business relationships with selected companies to facilitate our business. These companies operate in various new economy sectors, such as data service and information technology, and we leverage their expertise to enhance our various business operations.

Investment loss arising from certain incidental and ancillary investments was RMB171.5 million for the year ended December 31, 2022, as compared to RMB135.6 million of investment income arising from certain incidental and ancillary investments for the year ended December 31, 2021, resulting from the depreciation in value of strategic minority equity investments.

Share of Results of Associates

Share of loss of associates decreased from RMB7.7 million for the year ended December 31, 2021 to RMB0.4 million for the year ended December 31, 2022.

Share of Results of a Joint Venture

Share of loss of a joint venture decreased from RMB6.7 million for the year ended December 31, 2021 to RMB5.8 million for the year ended December 31, 2022.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

RESULTS OF OPERATIONS (CONTINUED)

Change in Fair Value of Call Option

The Special Administrative Measures for Access of Foreign Investment (Negative List) (2018 Edition) was promulgated on June 28, 2018 and became effective on July 28, 2018, pursuant to which the limit of ownership percentage by foreign investors in a securities company increased from 49% to 51%. On March 13, 2020, the China Securities Regulatory Commission (“CSRC”) announced an elimination of foreign equity cap in securities companies starting from April 1, 2020. Qualified foreign investors can render applications to establish new wholly-owned securities companies or change actual controllers in their existing joint ventures according to Chinese laws, regulations and applicable rules and service guides of the CSRC. Our call option to acquire the non-controlling interests in CR Securities is substantially exercisable and is mandatorily measured at fair value through profit or loss as a derivative in accordance with IFRS. A loss of RMB82.0 million for the year ended December 31, 2022 was recorded under the change in fair value of call option.

(Loss)/Profit before Tax

Loss before tax was RMB383.0 million for the year ended December 31, 2022, as compared to RMB1,855.9 million of profit before tax for the year ended December 31, 2021.

Income Tax Expense

Income tax expense was RMB71.0 million and RMB210.5 million for the year ended December 31, 2022 and 2021, respectively.

(Loss)/Profit for the Year and (Loss)/Profit for the Year Attributable to Owners of the Company

Loss for the year was RMB454.0 million for the year ended December 31, 2022, as compared to RMB1,645.4 million of profit for the year ended December 31, 2021. Loss for the year attributable to owners of the Company was RMB429.9 million for the year ended December 31, 2022, as compared to RMB1,624.4 million of profit for the year attributable to owners of the Company for the year ended December 31, 2021.

Adjusted Net (Loss)/Profit Attributable to Owners of the Company

Adjusted net loss attributable to owners of the Company without unrealized net carried interest was RMB234.4 million for the year ended December 31, 2022, as compared to RMB842.9 million of adjusted net profit attributable to owners of the Company without unrealized net carried interest for the year ended December 31, 2021. Unrealized net carried interest, calculated as unrealized income from carried interest subtracting carried interest to management team and other parties, was a reverse of RMB216.6 million and a reverse of RMB257.0 million for the year ended December 31, 2022 and 2021, respectively. Adjusted net loss attributable to owners of the Company with unrealized net carried interest was RMB451.1 million for the year ended December 31, 2022, as compared to RMB585.9 million of adjusted net profit attributable to owners of the Company with unrealized net carried interest for the year ended December 31, 2021.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

CASH FLOWS

During the year ended December 31, 2022, we funded working capital and other capital requirements primarily from cash generated from our business operations. We have primarily used cash to fund our capital expenditures and working capital for our business expansion.

We generally deposit our excess cash in interest bearing bank accounts and current accounts and invest in investment-grade financial bonds, structured finance products and other cash management investments. As of December 31, 2022, we had aggregate cash and cash equivalents of RMB1,537.7 million. Excluding CR Securities, we had cash and cash equivalents of RMB1,442.3 million. As of December 31, 2022, we had RMB3,132.7 million of cash and cash equivalents, term deposits, pledged bank deposits and highly liquid cash management products. Besides, we also had RMB2,092.5 million of highly liquid financial assets which mainly comprise of listed corporate bonds.

Cash Flows from Operating Activities

Cash generated from operating activities consists primarily of our transaction and advisory fees, management fees, interest income and realized net investment gains received. Cash used in operating activities mainly comprises of investments in cash management products and contribution in the working capital. Cash flow from operating activities reflects: (i) profit or loss before income tax adjusted for non-cash and non-operating items, such as depreciation of property and equipment, amortization of intangible assets, losses on disposal of property and equipment, change in fair value of call option, net investment gains, interest income, finance costs, investment income or loss arising from certain incidental and ancillary investments, gains on disposal of associates, impairment loss on investment in a joint venture, impairment losses under expected credit loss model, net of reversal, investment gains or losses attributable to interest holders of consolidated structured entities, share of results of associates, share of results of a joint venture and share-based payment expense; (ii) the effects of movements in working capital, such as increase or decrease in accounts and other receivables, amounts due from related parties, amounts due to related parties, financial assets purchased under resale agreements, cash held on behalf of brokerage clients, accounts and other payables, financial assets sold under repurchase agreements, payable to brokerage clients and contract liabilities; (iii) increase or decrease in financial assets at fair value through profit or loss; and (iv) other cash items such as interest received and income tax paid.

For the year ended December 31, 2022, we had net cash used in operating activities of RMB738.0 million, resulting from our loss before income tax of RMB383.0 million adjusted for non-cash and non-operating items of RMB699.2 million, income tax payment of RMB110.0 million, interest earned of RMB41.2 million and movements in working capital of RMB985.4 million. Movements in working capital primarily reflected: (i) an increase of RMB530.8 million in accounts and other receivables in connection with our business operations, (ii) an increase of RMB312.4 million in amounts due from related parties, (iii) a decrease of RMB11.5 million in amounts due to related parties, (iv) an increase of RMB251.4 million in financial assets at fair value through profit or loss, (v) a decrease of RMB623.5 million in financial assets sold under repurchase agreements, (vi) a decrease of RMB473.0 million in payable to brokerage clients, (vii) a decrease of RMB36.7 million in contract liabilities; and partially offset by (viii) a decrease of RMB104.5 million in financial assets purchased under resale agreements, (ix) a decrease of RMB473.0 million in cash held on behalf of brokerage clients, and (x) an increase of RMB676.4 million in accounts and other payables.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

CASH FLOWS (CONTINUED)

Cash Flows from Operating Activities (Continued)

For the year ended December 31, 2021, we had net cash generated from operating activities of RMB1,697.8 million, resulting from our profit before income tax of RMB1,855.9 million adjusted for non-cash and non-operating items of RMB1,469.1 million, income tax payment of RMB125.4 million, interest earned of RMB37.8 million and movements in working capital of RMB1,398.7 million. Movements in working capital primarily reflected: (i) a decrease of RMB1,830.7 million in accounts and other receivables in connection with our business operations, (ii) a decrease of RMB1,111.1 million in financial assets at fair value through profit or loss, (iii) an increase of RMB750.4 million in payable to brokerage clients, (iv) a decrease of RMB170.6 million in financial assets purchased under resale agreements, (v) an increase of RMB12.6 million in amounts due to related parties, (vi) an increase of RMB12.4 million in contract liabilities; and partially offset by (vii) a decrease of RMB1,463.9 million in accounts and other payables, (viii) an increase of RMB750.4 million in cash held on behalf of brokerage clients, (ix) a decrease of RMB270.2 million in financial assets sold under repurchase agreements, and (x) an increase of RMB4.6 million in amounts due from related parties.

Cash Flows from Investing Activities

Cash outflows from investing activities primarily consist of our purchase of property and equipment, intangible assets, financial assets at fair value through profit or loss (non-current), financial bonds, term deposits, pledged bank deposits, investments in associates, loan receivables and other financial assets. Cash inflows from investing activities primarily consist of proceeds from disposal of financial bonds, maturity of term deposits, and repayment of loan receivables.

For the year ended December 31, 2022, net cash generated from investing activities was RMB327.8 million, primarily due to (i) proceeds from investments in associates of RMB158.1 million, (ii) net cash inflows for the disposal of financial assets at fair value through profit or loss of RMB566.2 million, (iii) net cash inflows for the disposal of financial assets at fair value through other comprehensive income of RMB48.9 million, (iv) net cash inflows from foreign currency forward contracts of RMB43.8 million; and partially offset by (v) net origination of loan receivables of RMB171.3 million, (vi) net placement of RMB262.5 million of term deposits, and (vii) net placement of pledged bank deposits of RMB34.2 million.

For the year ended December 31, 2021, net cash used in investing activities was RMB1,028.2 million, primarily due to (i) net cash outflows for the purchase of financial assets at fair value through profit or loss of RMB1,633.9 million, (ii) net cash outflows for the purchase of financial assets at fair value through other comprehensive income of RMB156.2 million, (iii) net placement of RMB61.2 million of term deposits, (iv) net placement of pledged bank deposits of RMB21.1 million; and partially offset by (v) net repayment of loan receivables of RMB575.0 million, (vi) proceeds from investments in associates of RMB192.4 million, and (vii) proceeds from other financial assets of RMB124.5 million.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

CASH FLOWS (CONTINUED)

Cash Flows from Financing Activities

Financing activities primarily consist of issuances of ordinary shares for share option exercised, bank borrowings, structured notes, cash injection by third-party holders to consolidated structured entities, capital contribution from non-controlling shareholders, purchase of shares to be held under share award scheme, repurchase of shares, distribution of dividends to Shareholders and non-controlling shareholders, acquisition of additional equity interest from a non-controlling shareholder, repayment of lease liabilities, proceeds from or repayments of financial liabilities at fair value through profit or loss, and interest paid on the banking borrowings.

For the year ended December 31, 2022, net cash used in financing activities was RMB619.1 million, primarily due to (i) payment of dividends to shareholders of RMB201.1 million, (ii) net cash outflows from bank borrowings of RMB261.2 million, (iii) payment of RMB83.0 million for the purchase of Shares to be held under share award scheme, (iv) repayment of RMB57.5 million for the lease liabilities, (v) cash repayment of RMB34.0 million to third-party holders of consolidated structured entities, (vi) payment of RMB92.8 million for the interest; and partially offset by (vii) net cash inflows from structured notes of RMB76.2 million, and (viii) cash injection by third-party holders to consolidated structured entities of RMB26.6 million.

For the year ended December 31, 2021, net cash generated from financing activities was RMB1,117.3 million, primarily due to (i) net cash inflows from bank borrowings of RMB2,123.1 million, (ii) net cash inflows from structured notes of RMB159.0 million, (iii) cash injection by third-party holders to consolidated structured entities of RMB165.1 million; and partially offset by (iv) acquisition of RMB409.6 million of additional equity interest from a non-controlling shareholder, (v) repayments of RMB314.4 million of financial liabilities at fair value through profit or loss, (vi) cash repayment of RMB215.6 million to third-party holders of consolidated structured entities, (vii) payment of dividends to shareholders of RMB197.3 million, (viii) repayment of RMB53.2 million for the lease liabilities, (ix) payment of RMB65.1 million for the purchase of Shares to be held under share award scheme, (x) payment of RMB34.7 million on repurchase of Shares, and (xi) payment of RMB72.9 million for the interest.

OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

As of December 31, 2022, we had not entered into any off-balance sheet transactions.

CAPITAL STRUCTURE

We manage our capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to Shareholders through the optimisation of our capital structure.

The Group has maintained sound financial strength during the year ended December 31, 2022. The Group is aware of the need to use capital for further business expansion, continuously seeking various means of financing. As of December 31, 2022, the Group had RMB2,115.0 million of outstanding bank borrowings and held credit facilities from authorized institutions in aggregate principal amount of RMB5,073.4 million. As of December 31, 2022, the Group had RMB3,132.7 million of cash and cash equivalents, term deposits, pledged bank deposits and highly liquid cash management products. Besides, the Group also had RMB2,092.5 million of highly liquid financial assets which mainly comprise of listed corporate bonds.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

GEARING RATIO

The gearing ratio of the Group, which is calculated as total liabilities divided by total assets, excluding the effect of right-of-use assets, lease liabilities, open trade receivable, open trade payable, payable to interest holders of consolidated structured entities, cash held on behalf of brokerage clients and payable to brokerage clients, receivable on behalf of underwriting clients and payable to underwriting clients was 31.6% as of December 31, 2022, compared with 35.3% as of December 31, 2021.

SIGNIFICANT INVESTMENTS HELD

The following table sets forth the fair value of investments of our primary investment activities as of the dates indicated.

	As of December 31,	
	2022	2021
	RMB'000	RMB'000
Investments in our own private equity funds in our capacity as a general partner and limited partner	1,363,650	3,271,627
Investments in third-party private equity funds in our capacity as a limited partner	1,092,716	1,104,043
Strategic minority equity investments		
– Investments in the form of preferred shares of other companies	278,222	291,089
– Equity holdings in non-associate companies	212,331	303,400
Total	2,946,919	4,970,159

As of December 31, 2022, the Group had investments of our primary investment activities amounting to an aggregate of approximately RMB2,946.9 million measured in fair value, which decreased by 40.7% as compared to December 31, 2021. Each investment was individually less than 5% of the total assets of the Group as of December 31, 2022.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

The Group did not have any plans for material investments and capital assets as at December 31, 2022.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

The Group did not have material acquisitions and disposals of subsidiaries and affiliated companies for the year ended December 31, 2022.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

EMPLOYEE AND REMUNERATION POLICY

As of December 31, 2022, we had 754 full-time employees, including over 85% of whom are advisory and investment professionals.

The following table sets forth the number of our employees by function as of December 31, 2022.

Function	Number of Employees	Percentage
Investment Banking	199	27%
Investment Management	93	12%
CR Securities	310	41%
Others	37	5%
Group Middle and Back Office	115	15%
Total	754	100%

The following table sets forth the number of our employees by geographic region as of December 31, 2022.

Geographic Region	Number of Employees	Percentage
Beijing, China	315	42%
Shanghai, China	250	33%
Other cities in China	57	8%
Hong Kong	114	15%
United States	15	2%
Singapore	3	—%
Total	754	100%

Our success depends on our ability to attract, retain and motivate qualified personnel. As part of our retention strategy, we offer employees performance-based cash bonuses and other incentives in addition to base salaries. As of December 31, 2022, 110 grantees held options granted under the ESOP (as defined in the Prospectus) and restricted shares under the RSU Plan (as defined in the Prospectus) which remained outstanding. The total remuneration expenses, including share-based payment expense, for the year ended December 31, 2022 were RMB753.2 million.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

FOREIGN EXCHANGE RISK

Foreign currency risk arises from future commercial transactions, recognized assets and liabilities and net investments in foreign operations. Although we operate businesses in different countries, our primary subsidiaries operate in the PRC with most of the transactions settled in RMB. When considered appropriate, we enter into hedging activities with regard to exchange rate risk. During the year ended December 31, 2022, we used foreign currency forward contracts for hedging purposes. As of December 31, 2022, we did not hedge or used any financial instruments for hedging purposes.

PLEDGE OF ASSETS

As of December 31, 2022, the Company pledged one US\$ bank deposit of US\$8.4 million (equivalent to approximately RMB58.4 million) to secure our long term credit facilities.

CONTINGENT LIABILITIES

As of December 31, 2022, we did not have any material contingent liabilities.

FINAL DIVIDENDS

The Board does not recommend the distribution of a final dividend for the year ended December 31, 2022.

During the year ended December 31, 2022, a final dividend of RMB38 cents per share in respect of the year ended December 31, 2021 (2021: RMB38 cents per share in respect of the year ended December 31, 2020) was declared to owners of the Company. The aggregate amount of the final dividend declared in the year ended December 31, 2022 amounted to RMB201.1 million (2021: RMB197.3 million), and such cash dividend was paid on July 22, 2022 (2021: paid on July 22, 2021).

The following table sets forth our dividend declarations for the years indicated.

	For the year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Dividends to shareholders of the Company	201,114	197,319

Details of the dividend policy adopted by the Company is set out in the section headed "Corporate Governance Report" of this Annual Report.

REPORT OF DIRECTORS

The Board of the Company is pleased to present this Report of Directors together with the consolidated financial statements of the Group for the year ended December 31, 2022.

DIRECTORS

The Directors who held office during the year ended December 31, 2022 and up to the Latest Practicable Date are:

Executive Directors:

Mr. Bao Fan^(note 1)

Mr. Xie Yi Jing (*Chairman*)^(note 2)

Mr. Lam Ka Cheong Jason (*Vice-Chairman*)^(note 3)

Mr. Du Yongbo^(note 4)

Mr. Wang Lixing

Non-executive Directors:

Mr. Li Eric Xun^(note 5)

Mr. Liu Xing^(note 6)

Mr. Lin Ning David

Ms. Sun Chin Hung^(note 7)

Independent non-executive Directors:

Ms. Yao Jue

Mr. Ye Junying

Mr. Zhao Yue

Notes:

1. Mr. Bao Fan has resigned as an executive Director and the Chairman of the Board with effect from February 2, 2024 for health reasons and to spend more time on his family affairs;
2. Mr. Xie Yi Jing has been appointed as the Chairman of the Board with effect from February 2, 2024;
3. Mr. Lam Ka Cheong Jason has been appointed as an executive Director and Vice-Chairman of the Board with effect from February 2, 2024;
4. Mr. Du Yongbo has been appointed as an executive Director with effect from February 2, 2024;
5. Mr. Li Eric Xun has resigned as non-executive Director with effect from July 14, 2023 due to his other business engagements which require more of his time and dedication;
6. Mr. Liu Xing has resigned as non-executive Director with effect from July 14, 2023 due to his other business engagements which require more of his time and dedication;
7. Ms. Sun Chin Hung has been appointed as a non-executive Director with effect from February 2, 2024.

Biographical details of the Directors and senior management of the Group are set out in the section headed "Directors and Senior Management" on pages 53 to 60 in this Annual Report.

REPORT OF DIRECTORS (CONTINUED)

GLOBAL OFFERING

The Company was incorporated in the Cayman Islands on July 13, 2011 as an exempted limited liability company under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The Company's Shares were listed on the Main Board of the Stock Exchange on September 27, 2018.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Analysis of the principal activities of the Group during the year ended December 31, 2022 is set out in Note 49 to the consolidated financial statements.

BUSINESS REVIEW

A fair review of the business of the Group as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including an analysis of the Group's financial performance and an indication of likely future developments in the Group's business are set out in the section headed "Business Review" and "Management Discussion and Analysis" of this Annual Report. The Group's key relationships with its stakeholders who have a significant impact on the Group and on which the Group's success depends, is set out in the section headed "Environmental, Social and Governance Report" of this Annual Report. These discussions form part of this Annual Report. Events affecting the Company that have occurred since the end of the financial year is set out in the section headed "Important Events After The Reporting Date" of "Other Information" in this Annual Report.

PRINCIPAL RISKS AND UNCERTAINTIES

The following list is a summary of certain principal risks and uncertainties facing the Group, some of which are beyond its control:

- our businesses may be materially and adversely affected by general market and economic conditions in China and other jurisdictions where we operate;
- we are subject to risks associated with operating in the rapidly evolving new economy sectors;
- the financial services industry and all of the subsectors, in which we compete, are intensely competitive;
- our profitability may fluctuate and we may incur net loss in the future;
- our operations depend on key management and professional staff and our business may suffer if we are unable to recruit or retain them;
- we are exposed to the risk of harm to our reputation, which may have a material adverse effect on our business, results of operations and financial condition; and

PRINCIPAL RISKS AND UNCERTAINTIES (CONTINUED)

- potential challenges stemming from macro and industry environments since 2020, especially challenges arising from subdued economic activities against COVID-19, which will likely slow down the revenue realization of investment banking projects.

However, the above is not an exhaustive list. Investors are advised to make their own judgment or consult their own investment advisors before making any investment in the Shares.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to fulfilling social responsibility, promoting employee benefits and development, protecting the environment, giving back to the community and achieving sustainable growth. Details are set out in the section headed “Environmental, Social and Governance Report” in this Annual Report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

As far as the Board and management are aware, the Group has complied in all material aspects with relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year ended December 31, 2022, there was no material breach of, or non-compliance with, applicable laws and regulations by the Group.

CONNECTED TRANSACTIONS

The following are connected transactions entered into by the Group which are required to be disclosed in accordance with Chapter 14A of the Listing Rules and transactions of the Group which constituted continuing connected transactions for the Group for the year ended December 31, 2022.

During the year ended December 31, 2022, save as disclosed below, no other related party transactions disclosed in Note 44 to the consolidated financial statements constituted a connected transaction or continuing connected transaction which should be disclosed pursuant to the Listing Rules. The Company has complied with the disclosure requirements prescribed in Chapter 14A of the Listing Rules with respect to the connected transactions and continuing connected transactions entered into by the Group during the year under review.

Connected Transactions

Set out below is a summary of the connected transaction for the Group entered into during the year ended December 31, 2022, which are required to be disclosed in accordance with Chapter 14A of the Listing Rules.

1. Go Perfect Deed of Gift

Deeds of gift were executed by the Company on April 1, 2022, July 12, 2022 and August 25, 2022 respectively in favour of Go Perfect, an entity held by a trust whose beneficiaries include the Company’s connected persons, pursuant to which the Company provided an aggregate of HK\$87,000,000 as gift for the benefit of the Go Perfect Trust Scheme to purchase existing Shares on-market for satisfaction of any future awards that may be granted pursuant to the RSU Plan. Please see the Company’s announcement dated April 1, 2022 for further details.

REPORT OF DIRECTORS (CONTINUED)

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions

Non-exempt continuing connected transactions

Set out below is a summary of the continuing connected transactions of the Group, which are subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

1. *Carried Interest Distribution Framework Agreement*

Background

We incentivize the personnel of our investment funds by sharing carried interest to be distributed from the general partners of the investment funds. Thus, on June 15, 2018 (as amended and restated on September 11, 2018), the Company, Huagan Shanghai (a wholly-owned subsidiary), CR Investments Corporation (a wholly-owned subsidiary), our Consolidated Affiliated Entities (being the ultimate general partners of the relevant funds) and the Connected Investment Team Members (as defined below), entered into the Carried Interest Distribution Framework Agreement.

The Carried Interest Distribution Framework Agreement governs the distribution of carried interest to designated personnel of 22 of our investment funds from which we derive income from carried interest. Recipients of such distribution of carried interest may include connected persons of the Company (the “**Connected Investment Team Members**”, including, as of 31 December 2022, Mr. Bao (our former Director who resigned February 2, 2024), Mr. Wang Xinwei (a substantial shareholder of certain subsidiaries of the Group), FBH Partners Limited (an associate of Mr. Bao), CRP Holdings Limited (an associate of Mr. Bao), Running Goal Limited (an associate of Mr. Bao), High Fortune Investments Limited (an associate of Mr. Wang Xinwei). Mr. Du Yongbo (our Director who resigned on August 22, 2020 and was re-appointed on February 2, 2024) and Ever Perfect Investment Limited (an associate of Mr. Du Yongbo) were not connected persons of the Company and hence not Connected Investment Team Members during the Reporting Period.) The term of the Carried Interest Distribution Framework Agreement commenced on the date of the agreement and shall end on December 31, 2030.

Pursuant to the Carried Interest Distribution Framework Agreement, certain employees or directors of members of the Group as well as our external consultants who are our former employees and independent third parties responsible for managing the 22 relevant investment funds may, by virtue of their limited partner interests in the general partners of our investment funds (which include any of Huagan Shanghai or its subsidiaries, CR Investments Corporation or its subsidiaries, or any of the Consolidated Affiliated Entities or their respective subsidiaries), receive distributions of carried interest for their contribution to the management and operation of the investment funds after such general partners receive their carried interest.

As disclosed in the Prospectus, we consider that it would be unsuitable to adopt monetary annual caps for the Carried Interest Distribution Framework Agreement. We expect to retain at least 25% of the distributable carried interest for each of the 22 relevant investment funds.

REPORT OF DIRECTORS (CONTINUED)

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

1. Carried Interest Distribution Framework Agreement (Continued)

Background (Continued)

For the year ended December 31, 2022, carried interest in the total amount of RMB151,051,098 was received by the general partner of the relevant investment funds as set out below:

Name of relevant investment funds	Amount of carried interest received by the general partner of the fund (RMB)
Huaxing Growth Capital USD Fund I	9,334,948
Huaxing Growth Capital USD Fund II	29,801,131
Project fund(s)	111,915,019

For the year ended December 31, 2022, (i) carried interest in the amount of RMB2,345,343 received by the general partner of Huaxing Growth Capital USD Fund I was distributed to the Group; and (ii) carried interest in the total amount of RMB2,623,081 received by the general partner of Huaxing Growth Capital USD Fund I was distributed to the Connected Investment Team Members as set out below:

Name of Connected Investment Team Member	Amount of carried interest distributed to the relevant Connected Investment Team Member (RMB)
FBH Partners Limited (as associate of Mr. Bao)	2,204,270
High Fortune Investments Limited (an associate of Mr. Wang Xinwei)	418,811

REPORT OF DIRECTORS (CONTINUED)

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

1. Carried Interest Distribution Framework Agreement (Continued)

Background (Continued)

For the year ended December 31, 2022, (i) carried interest in the amount of RMB8,205,019 received by the general partner of Huaxing Growth Capital USD Fund II was distributed to the Group; and (ii) carried interest in the total amount of RMB3,211,030 received by the general partner of Huaxing Growth Capital USD Fund II was distributed to the Connected Investment Team Members as set out below:

Name of Connected Investment Team Member	Amount of carried interest distributed to the relevant Connected Investment Team Member (RMB)
FBH Partners Limited (as associate of Mr. Bao)	2,579,133
High Fortune Investments Limited (an associate of Mr. Wang Xinwei)	631,897

For the year ended December 31, 2022, (i) carried interest in the amount of RMB53,118,226 received by the general partner of relevant project funds was distributed to the Group; and (ii) no carried interest received by the general partner of the relevant project funds was distributed to the Connected Investment Team Members.

Save as disclosed above, for the year ended December 31, 2022, there were no carried interest distribution arrangements entered into under the Carried Interest Distribution Framework Agreement.

Further details of the Carried Interest Distribution Framework Agreement are set out in the Prospectus.

REPORT OF DIRECTORS (CONTINUED)

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

1. Carried Interest Distribution Framework Agreement (Continued) **Background (Continued)**

Confirmation from independent non-executive Directors

The Company's independent non-executive Directors have reviewed the Carried Interest Distribution Framework Agreement, and confirmed the Carried Interest Distribution Framework Agreement has been entered into:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or better; and
- (c) according to the agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

Conclusions from the Company's independent Auditor

The Auditor of the Company has confirmed in a letter to the Board that, with respect to the Carried Interest Distribution Framework Agreement entered into by the Group, for the year ended December 31, 2022:

- (a) nothing has come to their attention that causes the Auditor to believe that the disclosed continuing connected transactions have not been approved by the Board;
- (b) for transactions involving the provision of goods or services by the Group, nothing has come to their attention that causes the Auditor to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group;
- (c) nothing has come to their attention that causes the Auditor to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- (d) nothing has come to their attention that causes the Auditor to believe that the disclosed continuing connected transactions have exceeded the annual cap as set by the Company.

REPORT OF DIRECTORS (CONTINUED)

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

2. Contractual Arrangements

Background to the Contractual Arrangements

Our Consolidated Affiliated Entities are held by their respective registered shareholders (the “**Registered Owners**”). As of December 31, 2022, (i) the Registered Owners with respect to Shanghai Quanyuan and Dazi Huashi were Mr. Du Yongbo (“**Mr. Du**”), our Director (resigned on August 22, 2020 and was re-appointed on February 2, 2024), and Mr. Wang Xinwei (“**Mr. Wang**”), a substantial shareholder of certain subsidiaries of our Group; and (ii) the Registered Owners with respect to Dazi Hualing and Dazi Huafeng, were Ms. Xin Xin (“**Ms. Xin**”), our Chief Strategy Officer and Ms. Zheng Yi, the Group’s Financial Controller (“**Ms. Zheng**”).

One of our core businesses is investment management which we engage in through managing private equity investments funds including RMB denominated funds (as well as the legal entities of these RMB denominated funds, together the “**RMB Funds**”) in China. Many of our RMB Funds primarily invest in innovative and emerging businesses, the underlying investee companies of which are subject to foreign investment restrictions and/or prohibitions in China (the “**FI Restrictions**”) under the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》) promulgated by the PRC National People’s Congress and became effective on January 1, 2020 (the “**FIL**”) and the Special Entry Management Measures (Negative List) for the Access of Foreign Investment (2021 Version) (《外商投資准入特別管理措施(負面清單)(2021年版)》) (the “**2021 Negative List**”) jointly promulgated by National Development and Reform Commission of China (中華人民共和國國家發展和改革委員會) (“**NDRC**”) and the Ministry of Commerce of the People’s Republic of China (中華人民共和國商務部) (“**MOFCOM**”) and became effective on January 1, 2022, whilst a limited number of these RMB Funds invest in investee companies whose businesses are not subject to FI Restrictions. We derive our investment management revenue primarily from two sources, namely collection of management fees and carried interest from the investment funds.

The investment fund management entities currently are not subject to the FI Restrictions, and therefore our equity interests in all of our current and future investment fund management entities for our RMB Funds that we control are and will be held by Huagan Shanghai (or its wholly owned subsidiaries) unless there is any change to the FI Restrictions.

We collect carried interest from the general partners of our RMB Funds. In the private equity investment fund industry, to ensure compliance with applicable PRC laws and regulations and to conform with the industry practice, the investee companies usually adopt a “look-through” approach in determining eligibility of their investors when they engage in businesses subject to FI Restrictions (in the case of investors which are limited partnerships, the investee companies will assess the shareholders of both general partners and limited partners). As such, given the Company’s RMB Funds primarily invest in new economy companies involved in innovative and emerging businesses, many of which are subject to FI Restrictions, we control the general partners of these RMB Funds through the Contractual Arrangements at the time of their establishment.

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

2. Contractual Arrangements (Continued)

Background to the Contractual Arrangements (Continued)

We also have certain strategic investments (either in the capacity of limited partner in private equity funds managed by third parties, or other minority investments) in businesses that are subject to the FI Restrictions and are currently held through the Contractual Arrangements.

In order to comply with the PRC laws and regulations to the extent practicable, while availing ourselves of international capital markets and maintaining effective control over all of our operations, we entered into the Contractual Arrangements. Pursuant to the Contractual Arrangements:

- (i) the general partners of our RMB Funds (the underlying investee companies of which primarily operate in industries that are subject to the FI Restrictions) are owned by our Consolidated Affiliated Entities;
- (ii) Huagan Shanghai acquired effective control over our Consolidated Affiliated Entities and has been entitled to the economic benefits derived from the collection of carried interest by those entities and attributable to the Group in the capacity as general partners of such RMB Funds; and
- (iii) our strategic investments (either in the capacity of limited partner in private equity funds managed by third parties, or other minority investments) that are subject to the FI Restrictions are and will be held by our Consolidated Affiliated Entities.

PRC Laws and Regulations Relating to Foreign Ownership Restrictions

Foreign investment activities in China are mainly governed by the FIL, the Encouraged Industry Catalogue for Foreign Investment (2022 Version) (《鼓勵外商投資產業目錄 (2022年版)》) (the “**Encouraged Catalogue**”) jointly promulgated by the NDRC and the MOFCOM and became effective since January 1, 2023, and the 2021 Negative List, which have been promulgated and amended from time to time. The FIL, the Encouraged Catalogue and the 2021 Negative List divide industries into four categories in terms of foreign investment, namely “encouraged”, “restricted” and “prohibited”, and all industries not listed under any of these categories are deemed to be “permitted”. As confirmed by our PRC Legal Adviser, certain investees of our RMB Funds engage in restricted industries and/or prohibited industries including but not limited to internet information services, value-added telecommunication business, internet audio-visual program services and internet publication service.

REPORT OF DIRECTORS (CONTINUED)

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

2. Contractual Arrangements (Continued)

PRC Laws and Regulations Relating to Foreign Ownership Restrictions (Continued)

The Company's PRC Legal Adviser has opined that it would be impossible to obtain assurance from the competent PRC governmental authorities as to the restrictions applicable to the funds management entities because the PRC governmental authorities regulating the investees of the Group's RMB Funds do not regulate the Group's RMB Fund business. As a result, such governmental authorities are not the competent authorities for the purpose of the Group's RMB Funds business and hence are not in a position to opine on the Group's Contractual Arrangements. On the other hand, private equity investment funds as well as investment fund managers are not subject to the FI Restrictions and hence the registration authority, being the Asset Management Association of China, is not in a position to opine on the Group's Contractual Arrangements. Notwithstanding the above, our PRC Legal Adviser is of the view that the possibility of the relevant PRC governmental authorities of all investees concluding that contractual arrangement not being in compliance with applicable PRC laws and regulations, either separately or at the same time, is extremely low.

Due to the regulatory restrictions stated above, we cannot directly hold equity interests in the Consolidated Affiliated Entities, which are, or control entities which act as, general partners of our RMB Funds whose investees are engaging in businesses subject to the FI Restrictions.

Further details of the limitations on foreign ownership in PRC companies under PRC laws and regulations are set out in the sections headed "Contractual Arrangements" and "Regulations" in the Prospectus.

Risks relating to the Contractual Arrangements

The Company believes the following risks are associated with the Contractual Arrangements. Further details of these risks are set out on pages 59 to 66 of the Prospectus.

- Substantial uncertainties exist with respect to the PRC foreign investment legal regime and how it may impact the viability of our current corporate structure, corporate governance and business operations;
- if the PRC government finds that the Contractual Arrangements that establish the structure for operating certain of our businesses in China do not comply with applicable PRC governmental restrictions on foreign investment in these businesses, or if these regulations or the interpretation of existing regulations change in the future, we could be subject to severe penalties or be forced to relinquish our interests in those operations;

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

2. Contractual Arrangements (Continued)

Risks relating to the Contractual Arrangements (Continued)

- we rely on Contractual Arrangements with our Consolidated Affiliated Entities and their shareholders for certain of our business operations in China, which may not be as effective in providing operational control or enabling us to derive economic benefits as through ownership of controlling equity interest;
- the shareholders of our Consolidated Affiliated Entities may have potential conflicts of interest with us, which may materially and adversely affect our business and financial condition;
- Contractual Arrangements with our Consolidated Affiliated Entities and our principal shareholders may be subject to scrutiny by the PRC tax authorities and may result in a finding that we and our Consolidated Affiliated Entities owe additional taxes or are ineligible for tax exemption, or both, which could substantially increase our taxes owed and thereby reduce our net income;
- the Contractual Arrangements may be considered by PRC tax authorities to require transfer pricing adjustments;
- if we were required to obtain the prior approval of MOFCOM for or in connection with our corporate restructuring, our failure to do so may have a material adverse effect on our business;
- we conduct our business operation in China through our Consolidated Affiliated Entities by way of the Contractual Arrangements, but certain of the terms of the Contractual Arrangements may not be enforceable under PRC laws and our ability to enforce the Contractual Arrangements between us and the variable interest entity's shareholders may be subject to limitations based on PRC laws and regulations; and
- our ability to acquire the entire equity interest of our Consolidated Affiliated Entities is subject to restrictions.

REPORT OF DIRECTORS (CONTINUED)

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

2. Contractual Arrangements (Continued)

Contractual Arrangements in Place

The Contractual Arrangements that were in place during the year ended December 31, 2022 are as follows:

Existing Contractual Arrangements

- (a) amended and restated exclusive call option agreements dated April 25, 2018 entered into between Huagan Shanghai, Mr. Du, Mr. Wang and Dazi Huashi pursuant to which Mr. Du and Mr. Wang agreed to grant Huagan Shanghai an exclusive option to purchase (or through its designated person(s) to purchase) from them all or part of their equity interests in Dazi Huashi;
- (b) second amended and restated exclusive call option agreements dated January 31, 2019 entered into between Huagan Shanghai, Mr. Du, Mr. Wang and Shanghai Quanyuan pursuant to which Mr. Du and Mr. Wang agreed to grant Huagan Shanghai an exclusive option to purchase (or through its designated person(s) to purchase) from them all or part of their equity interests in Shanghai Quanyuan;
- (c) second amended and restated exclusive call option agreements dated June 15, 2020 entered into between Huagan Shanghai, Ms. Xin, Ms. Zheng and Dazi Huafeng, pursuant to which Ms. Xin and Ms. Zheng agreed to grant Huagan Shanghai an exclusive option to purchase (or through its designated person(s) to purchase) from them all or part of their equity interests in Dazi Huafeng;
- (d) third amended and restated exclusive call option agreement dated December 23, 2021 entered into between Huagan Shanghai, Ms. Xin, Ms. Zheng and Dazi Hualing, pursuant to which Ms. Xin and Ms. Zheng agreed to grant Huagan Shanghai an exclusive option to purchase (or through its designated person(s) to purchase) from them all or part of their equity interests in Dazi Hualing;
- (e) amended and restated exclusive business cooperation agreements dated April 25, 2018 entered into between Huagan Shanghai and each of the Consolidated Affiliated Entities, pursuant to which each of the Consolidated Affiliated Entities agreed to engage Huagan Shanghai as the exclusive service provider to provide each of the Consolidated Affiliated Entities with investment consultancy, financial consultancy, commercial consultancy, marketing information consultancy, technology consultancy and other services in return for service fees;
- (f) amended and restated equity pledge agreements dated April 25, 2018 entered into between Huagan Shanghai, Mr. Du, Mr. Wang and Dazi Huashi, pursuant to which Mr. Du and Mr. Wang agreed to pledge all of their existing and future equity interests in Dazi Huashi to Huagan Shanghai;

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

2. Contractual Arrangements (Continued)

Contractual Arrangements in Place (Continued)

Existing Contractual Arrangements (Continued)

- (g) second amended and restated equity pledge agreements dated January 31, 2019 entered into between Huagan Shanghai, Mr. Du, Mr. Wang and Shanghai Quanyuan, pursuant to which Mr. Du and Mr. Wang agreed to pledge all of their existing and future equity interests in Shanghai Quanyuan to Huagan Shanghai;
- (h) second amended and restated equity pledge agreements dated June 15, 2020 entered into between Huagan Shanghai, Ms. Xin, Ms. Zheng and Dazi Huafeng, pursuant to which Ms. Xin and Ms. Zheng agreed to pledge all of their existing and future equity interests in Dazi Huafeng to Huagan Shanghai;
- (i) third amended and restated equity pledge agreement dated December 23, 2021 entered into between Huagan Shanghai, Ms. Xin, Ms. Zheng and Dazi Hualing, pursuant to which Ms. Xin and Ms. Zheng agreed to pledge all of their existing and future equity interests in Dazi Hualing to Huagan Shanghai;
- (j) amended and restated proxy agreements dated April 25, 2018 entered into between Huagan Shanghai, Mr. Du, Mr. Wang and Dazi Huashi, pursuant to which Mr. Du and Mr. Wang agreed to, among other things, irrevocably authorize Huagan Shanghai or its designated person(s) to exercise all of their rights as shareholders of Dazi Huashi;
- (k) second amended and restated proxy agreements dated January 31, 2019 entered into between Huagan Shanghai, Mr. Du, Mr. Wang and Shanghai Quanyuan, pursuant to which Mr. Du and Mr. Wang agreed to, among other things, irrevocably authorize Huagan Shanghai or its designated person(s) to exercise all of their rights as shareholders of Shanghai Quanyuan;
- (l) second amended and restated proxy agreements dated June 15, 2020 entered into between Huagan Shanghai, Ms. Xin, Ms. Zheng and Dazi Huafeng, pursuant to which Mr. Xin and Ms. Zheng agreed to, among other things, irrevocably authorize Huagan Shanghai or its designated person(s) to exercise all of their rights as shareholders of Dazi Huafeng;
- (m) third amended and restated proxy agreement dated December 23, 2021 entered into between Huagan Shanghai, Ms. Xin, Ms. Zheng and Dazi Hualing, pursuant to which Mr. Xin and Ms. Zheng agreed to, among other things, irrevocably authorize Huagan Shanghai or its designated person(s) to exercise all of their rights as shareholders of Dazi Hualing;
- (n) powers of attorney dated April 25, 2018 made by each of Mr. Du and Mr. Wang, pursuant to which each of Mr. Du and Mr. Wang agreed to, among other things, authorize Huagan Shanghai or its designee(s) to represent each of them respectively to exercise all of their rights as shareholder of Dazi Huashi;

REPORT OF DIRECTORS (CONTINUED)

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

2. Contractual Arrangements (Continued)

Contractual Arrangements in Place (Continued)

Existing Contractual Arrangements (Continued)

- (o) powers of attorney dated January 31, 2019 made by each of Mr. Du and Mr. Wang, pursuant to which each of Mr. Du and Mr. Wang agreed to, among other things, authorize Huagan Shanghai or its designee(s) to represent each of them respectively to exercise all of their rights as shareholder of Shanghai Quanyuan;
- (p) powers of attorney dated June 15, 2020 made by each of Ms. Xin, Ms. Zheng, pursuant to which each of Ms. Xin, Ms. Zheng agreed to, among other things, authorize Huagan Shanghai or its designee(s) to represent each of them respectively to exercise all of their rights as shareholders of Dazi Huafeng;
- (q) powers of attorney dated December 23, 2021 made by each of Ms. Xin, Ms. Zheng, pursuant to which each of Ms. Xin, Ms. Zheng agreed to, among other things, authorize Huagan Shanghai or its designee(s) to represent each of them respectively to exercise all of their rights as shareholders of Dazi Hualing;
- (r) spouse undertakings dated April 25, 2018 made by the spouses of Mr. Du and Mr. Wang, pursuant to which they each, among other things, irrevocably undertook to refrain from claiming any interests or rights in the equity interests of Mr. Du and Mr. Wang in Dazi Huashi respectively;
- (s) spouse undertakings dated January 31, 2019 made by the spouses of Mr. Du and Mr. Wang, pursuant to which they each, among other things, irrevocably undertook to refrain from claiming any interests or rights in the equity interests of each of Mr. Du and Mr. Wang in Shanghai Quanyuan respectively;
- (t) spouse undertaking dated June 15, 2020 entered into by the spouse of Ms. Xin pursuant to which the spouse of Ms. Xin, among other things, irrevocably undertook to refrain from claiming any interests or rights in the equity interests of Ms. Xin in Dazi Huafeng; and
- (u) spouse undertaking dated December 23, 2021 entered into by the spouse of Ms. Xin pursuant to which the spouse of Ms. Xin, among other things, irrevocably undertook to refrain from claiming any interests or rights in the equity interests of Ms. Xin in Dazi Hualing.

There were no new Contractual Arrangements entered into, renewed or reproduced during the financial year ended December 31, 2022. There was no material change in the Contractual Arrangements and/or the circumstances under which they were adopted for the year ended December 31, 2022.

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

2. Contractual Arrangements (Continued)

Contractual Arrangements in Place (Continued)

The Board has reviewed the overall performance of the Contractual Arrangements and confirmed the strict compliance with relevant requirements under the Listing Rules and the waiver granted by the Stock Exchange upon the listing of the Company.

For the year ended December 31, 2022, none of the Contractual Arrangements had been unwound as none of the restrictions that led to the adoption of the contracts under the Contractual Arrangements has been removed.

The total revenue and net assets of the Consolidated Affiliated Entities that are subject to the Contractual Arrangements amounted to approximately RMB56.2 million for the year ended 31 December 31, 2022 and approximately RMB544.2 million as at 31 December 2022 respectively.

The Company has been advised by its PRC Legal Adviser that the Contractual Arrangements do not violate the currently effective and applicable PRC regulations.

Mitigation actions taken by the Company

The Company's management works closely with its external legal counsels and advisors to monitor the regulatory environment and developments in PRC laws and regulations to mitigate the risks associated with the Contractual Arrangements.

Listing Rule Implications and Waiver

The highest applicable percentage ratios (other than the profits ratio) under the Listing Rules in respect of the transactions associated with the Contractual Arrangements are expected to be more than 5%. As such, the Contractual Arrangements are subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

However, the Stock Exchange has granted the Company a waiver from strict compliance with: (i) the announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the transactions under the Contractual Arrangements; (ii) setting an annual cap for the Contractual Arrangements; and (iii) limiting the term of the Contractual Arrangements.

REPORT OF DIRECTORS (CONTINUED)

CONNECTED TRANSACTIONS (CONTINUED)

Continuing connected transactions (Continued)

Non-exempt continuing connected transactions (Continued)

2. Contractual Arrangements (Continued)

Mitigation actions taken by the Company (Continued)

Confirmation from independent non-executive Directors

The Company's independent non-executive Directors have reviewed the Contractual Arrangements and confirmed that: (i) the transactions carried out during year ended December 31, 2022 have been entered into in accordance with the relevant provisions of the Contractual Arrangements; (ii) no dividends or other distributions have been made by the Consolidated Affiliated Entities to the holders of its equity interests which are not otherwise subsequently assigned or transferred to the Group during the year ended December 31, 2022; (iii) no new contracts were entered into, renewed or reproduced between the Group and the consolidated affiliated entities during the year ended December 31, 2022; (iv) the Contractual Arrangements have been entered into in the ordinary and usual course of business of the Group; (v) the Contractual Arrangements have been entered into on normal commercial terms or better; and (vi) the Contractual Arrangements have been entered into in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Conclusions from the Company's independent Auditor

The Auditor of the Company has confirmed in a letter to the Board that, with respect to the aforesaid Contractual Arrangements entered into in the year ended December 31, 2022:

- (a) nothing has come to their attention that causes the Auditor to believe that the disclosed continuing connected transactions have not been approved by the Company's board of directors;
- (b) for transactions involving the provision of goods or services by the Group, nothing has come to their attention that causes the Auditor to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group;
- (c) nothing has come to their attention that causes the Auditor to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- (d) with respect to the Contractual Arrangements, nothing has come to their attention that causes the Auditor to believe that the disclosed continuing connected transactions have exceeded the annual cap (if any) as set by the Company.

REPORT OF DIRECTORS (CONTINUED)

MAJOR CUSTOMERS AND SUPPLIERS

Our major clients include (i) emerging startup and high-growth China-based companies with respect to our private placement and M&A advisory services, (ii) mature China-based companies, institutional secondary equity investors, and high-net-worth individuals with respect to our equity underwriting, sales, trading, brokerage, and research services, (iii) international and domestic institutional clients and high-net-worth individuals with respect to our private equity operations; and (iv) private equity funds managed by our Group.

For the year ended December 31, 2022, the revenue amounts from the Group's five largest customers accounted for 36.7% (2021: 29.8%) of the Group's total revenue and the revenue amount from our single largest customer accounted for 13.9% (2021: 13.5%) of the Group's total revenue.

All of the five largest customers of the Company for the year ended 31 December 2022 are private equity funds managed by the subsidiaries of the Group, and in four of these funds, the subsidiaries of the Group have interests as general partner respectively (approximately 0.94%, 1.73%, 1.02% and 3.35%). Mr. Bao, our controlling shareholder, is indirectly interested in one of the five funds (Huaxing Growth Capital III, L.P.) by virtue of no more than 5% indirect interest in the general partner of such fund and approximately 0.83% indirect interest in such fund.

Save as disclosed above, none of the Directors, their respective close associates, or any shareholder of the Company who, to the knowledge of the Directors, own more than 5% of the Company's issued capital, had any interest in any of the Group's five largest customers during the Reporting Period.

The Group has no major suppliers due to the nature of our business. For the year ended December 31, 2022, purchases from the Group's five largest suppliers accounted for approximately 24.6% (2021: 22.5%) of the Group's total purchase amount in the same year. The Group's largest supplier for the year ended December 31, 2022 accounted for approximately 9.1% (2021: 8.7%) of the Group's total purchase amount for the same year.

Save as disclosed above, none of the Directors, their respective close associates, or any shareholder of the Company who, to the knowledge of the Directors, own more than 5% of the Company's issued capital, has any interest in any of the Group's five largest suppliers.

During the year ended December 31, 2022, the Group did not experience any significant disputes with its customers or suppliers.

REPORT OF DIRECTORS (CONTINUED)

FINANCIAL SUMMARY

A summary of the audited consolidated results and the assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements, is set out in the table below. This summary does not form part of the audited consolidated financial statements.

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

	For the years ended December 31,				
	2022 RMB'000	2021 RMB'000	2020 RMB'000	2019 RMB'000 (restated)	2018 RMB'000 (restated)
Total revenue	1,585,380	1,744,483	1,589,274	1,304,050	1,398,825
Total revenue and net investment gains	1,586,889	2,504,011	2,731,446	1,621,737	1,577,846
Total operating expenses	(1,690,755)	(1,641,207)	(1,606,064)	(1,183,722)	(1,209,310)
Operating profit (loss)	(103,866)	862,804	1,125,382	438,015	368,536
Profit (loss) for the year	(453,978)	1,645,385	1,024,257	310,255	(1,651,487)
Profit (loss) for the year attributable to owners of the Company	(429,901)	1,624,362	1,037,752	246,778	(1,619,391)
Subtotal before adjustments relating to carried interest	(234,423)	842,895	1,085,917	322,374	319,010
Non-IFRS Measure: Adjusted net profit (loss) attributable to owners of the Company (unaudited)	(451,053)	585,902	2,176,128	463,302	446,451

Condensed Consolidated Statement of Financial Position

	As at December 31,				
	2022 RMB'000	2021 RMB'000	2020 RMB'000	2019 RMB'000	2018 RMB'000
Current assets	8,983,833	7,708,905	8,528,536	6,789,658	5,495,738
Current liabilities	3,893,206	4,457,356	5,012,755	2,740,376	895,533
Net current assets	5,090,627	3,251,549	3,515,781	4,049,282	4,600,205
Non-current assets	4,093,724	6,455,261	4,008,793	2,720,772	1,820,019
Non-current liabilities	1,645,071	1,799,295	142,596	97,909	26,483
NET ASSETS	7,539,280	7,907,515	7,381,978	6,672,145	6,393,741
Equity attributable to the owners of the Company	6,501,490	6,826,032	5,895,842	5,159,105	4,938,841
Non-controlling interest	1,037,790	1,081,483	1,486,136	1,513,040	1,454,900
CAPITAL AND RESERVES	7,539,280	7,907,515	7,381,978	6,672,145	6,393,741

REPORT OF DIRECTORS (CONTINUED)

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands which would oblige the Company to offer new Shares on a pro-rata basis to the existing Shareholders.

TAX RELIEF AND EXEMPTION OF HOLDERS OF LISTED SECURITIES

The Company is not aware of any tax relief or exemption available to the Shareholders of the Company by reason of their respective holding of the Company's securities.

SUBSIDIARIES

Particulars of the Company's subsidiaries are set out in Note 49 to the consolidated financial statements.

FURNITURE AND EQUIPMENT

Details of movements in the furniture and equipment of the Company and the Group during the year ended December 31, 2022 are set out in Note 18 to the consolidated financial statements.

SHARE CAPITAL AND SHARES ISSUED

Details of movements in the share capital of the Company for the year ended December 31, 2022 and details of the Shares issued during the year ended December 31, 2022 are set out in the section headed "Other Information — Purchase, Sale or Redemption of the Company's Listed Securities" of this Annual Report and in Note 39 to the consolidated financial statements.

SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and within the knowledge of the Board, as at the Latest Practicable Date, the Company has maintained the public float as required under the Listing Rules.

DONATION

During the year ended December 31 2022, the Group made charitable donations of approximately RMB5.2 million (2021: RMB0.7 million).

DEBENTURE ISSUED

The Group did not issue any debenture during the year ended December 31, 2022.

EQUITY-LINKED AGREEMENTS

Save for share option schemes as set out in this Annual Report, no equity-linked agreements were entered into by the Group, or existed during the year ended December 31, 2022.

REPORT OF DIRECTORS (CONTINUED)

DIVIDENDS

The Board did not recommend the payment of a dividend for the year ended December 31, 2022 (2021: RMB38 cents per Share).

PERMITTED INDEMNITY

Pursuant to the Articles of Association and subject to the applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in or about the execution of their duty in their offices.

Such permitted indemnity provision has been in force for the year ended December 31, 2022. The Company has taken out liability insurance to provide appropriate coverage for the Directors.

DISTRIBUTABLE RESERVES

Details of the movements in the reserves of the Group and the Company during the year ended December 31, 2022 are set out in the section of consolidated statement of changes in equity on page 137 and Note 51 in the consolidated financial statements respectively. The distributable reserves of the Company as at December 31, 2022 were RMB2,916.9 million.

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Group as at December 31, 2022 are set out in the section headed “Management Discussion and Analysis” in this Annual Report and Note 36 to the consolidated financial statements.

DIRECTORS’ SERVICE CONTRACTS

Mr. Xie Yi Jing, as the executive Director of the Company, has entered into a service contract with the Company for an initial term of three years with effect from the date of appointment or until the third annual general meeting of the Company since the Listing Date (whichever is sooner). Mr. Wang Lixing, as the executive Director of the Company, has entered into a service contract with the Company for an initial term of three years with effect from August 22, 2020 or until the third annual general meeting of the Company since August 22, 2020 (whichever is sooner). Subject to re-election as and when required under the Articles of Association, and the terms and conditions specified in the service contracts, Mr. Xie’s and Mr. Wang’s appointments under the service contracts shall be automatically renewed for successive periods of three years. Each of Mr. Lam Ka Cheong Jason and Mr. Du Yongbo, as the executive Directors of the Company, has entered into a service agreement with the Company for an initial term of three years in relation to their respective appointment, subject to retirement as a director by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association of the Company and the Listing Rules.

REPORT OF DIRECTORS (CONTINUED)

DIRECTORS' SERVICE CONTRACTS (CONTINUED)

Mr. Lin Ning David, as non-executive Director, entered into a letter of appointment with the Company for an initial term of three years with effect from August 24, 2021. Ms. Sun Chin Hung, as the non-executive Director, has entered into a letter of appointment with the Company for an initial term of three years with effect from February 2, 2024, subject to retirement and re-election at the annual general meeting of the Company pursuant to the Articles of Association of the Company.

Each of the independent non-executive Directors signed a letter of appointment with the Company for an initial term of three years from September 14, 2018 or until the third annual general meeting of the Company since the Listing Date (whichever is sooner). In June 2021, each of the independent non-executive Directors signed an extension letter with the Company pursuant to which the term of their appointment was renewed for a further period of three years from June 30, 2021.

None of the Directors proposed for re-election at the annual general meeting has a service contract with members of the Group that is not terminable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed "Report of Directors" above and "Other Information" below of this Annual Report, none of the Directors nor any entity connected with the Directors had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party subsisting during or at the end of the year ended December 31, 2022.

EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

A Remuneration Committee was set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance of the Directors and senior management and comparable market practices.

Details of the emoluments of directors and the five highest paid individuals are set out in Note 15 to the consolidated financial statements.

None of the Directors waived or agreed to waive any remuneration and there were no emoluments paid by the Group to any of the Directors as an inducement to join, or upon joining the Group, or as compensation for loss of office.

REPORT OF DIRECTORS (CONTINUED)

CONTRACTS WITH CONTROLLING SHAREHOLDERS

Save for the disclosure under the section headed “Connected Transactions” in the Prospectus and this Annual Report, no contract of significance (including for the provision of services to the Group) has been entered into among the Company or any of its subsidiaries and the Controlling Shareholders during the year ended December 31, 2022.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year ended December 31, 2022.

AUDITOR

As disclosed in the Company’s announcement dated December 13, 2023 and the section headed “Corporate Governance Report” below, Deloitte Touche Tohmatsu (“**Deloitte**”) resigned as the auditor of the Company with effect from December 13, 2023, and confirmed in its letter of resignation that there are no matters in relation to its resignation that need to be brought to the attention of the shareholders of the Company. The Board and the Audit Committee of the Company confirmed that there are no other disagreements or unresolved matters between the Company and Deloitte in respect of the change of auditor which should be brought to the attention of the shareholders of the Company.

The Board, having taken into account the recommendation from the Audit Committee, has resolved to appoint Zhonghui Anda CPA Limited as the new auditor of the Company with effect from December 13, 2023 to fill the casual vacancy following the resignation of Deloitte and to hold office until the conclusion of the next annual general meeting of the Company.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO LISTING RULES

The Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

On behalf of the Board

Xie Yi Jing

Chairman of the Board and Executive Director

Hong Kong

September 5, 2024

DIRECTORS AND SENIOR MANAGEMENT

As at the Latest Practicable Date, the Board consists of four executive Directors, two non-executive Directors and three independent non-executive Directors.

DIRECTORS

Executive Directors

Mr. Xie Yi Jing (謝屹璟), aged 53, is a Founder of our Group, an executive Director of our Company, the managing director, co-president of investment banking division and head of healthcare division of our Group. He was appointed as the Chairman of the Board and the Chief Executive Officer of the Company with effect from February 2, 2024. He is also currently serving as the chairman of the Nomination Committee, the chairman of the Executive Committee, the chairman of the Environmental, Social and Governance Committee, and a member of the Remuneration Committee. Since joining our Group in December 2005, Mr. Xie has held various senior positions, including the managing director of the financial sponsor team. Since March 2015, he serves as the head of healthcare division, responsible for overseeing the financial advisory business of the healthcare sector of the Group. Prior to founding our Group, Mr. Xie worked at Credit Suisse⁽¹⁾ from January 1998 to July 2005, with his last position serving as vice president of its investment banking division.

Mr. Xie received his bachelor's degree with honors in economics from the University of Sydney in April 1998. Mr. Xie is a director of certain subsidiaries of our Company. During the past three years, Mr. Xie has not been a director of any other listed companies.

Mr. Lam Ka Cheong Jason (林家昌), aged 50, was appointed as an executive Director and Vice-Chairman of the Board with effect from February 2, 2024. He is responsible for China Renaissance International, the international business of the Group ("**CR International**"). Mr. Lam has over 20 years of investment banking, corporate finance and capital markets experience in Greater China and Asia, with a focus in the technology sector. He joined our Group in March 2013 as the managing director and head of equity capital markets, then as our managing director and co-head of investment banking from October 2015 to February 2016, and as president of CRSHK from March 2016 to February 2017, before serving in his current role as president of CR International since March 2017. Prior to joining our Group, Mr. Lam was an investment banker at Credit Suisse, where he was managing director, co-head of technology coverage in Asia and the deputy head of corporate finance in Greater China from March 2007 to February 2013. Mr. Lam also previously held various investment banking positions at UBS⁽²⁾, ABN AMRO Bank N.V. and Credit Suisse from August 1997 to March 2007.

Mr. Lam received his bachelor of science degree from Cornell University in May 1996 and his master's degree in engineering economics system and operation research from Stanford University in June 1997. Mr. Lam is currently a member of the Executive Committee of the Company and a director of certain subsidiaries of our Company. During the past three years, Mr. Lam has not been a director of any other listed companies.

Notes:

- (1) "Credit Suisse" refers to Credit Suisse (Hong Kong) Limited (previously known as Credit Suisse First Boston (Hong Kong) Limited), Credit Suisse Management (Australia) Pty Limited (previously known as Credit Suisse First Boston Australia Management Pty Limited), or their affiliates
- (2) "UBS" refers to UBS AG, UBS Investment Bank or their affiliates

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

DIRECTORS (CONTINUED)

Executive Directors (Continued)

Mr. Du Yongbo (杜永波), aged 53, is currently our managing partner, Huaxing Growth Capital, responsible for overseeing the new economy investment management business of our Group, having held this position since January 2016. Mr. Du was also appointed as Co-President of the Group with effect from February 2, 2024. Since joining our Group in April 2006, Mr. Du has held various senior positions, including as principal of our TME group, and as managing director of our corporate finance group. Mr. Du served as an executive Director between August 2011 and August 2020. Prior to joining our Group, Mr. Du also served at the Lenovo Group for approximately 8 years, where he held various positions in different companies within the Lenovo Group, including as investment director from January 2002 to May 2006, the general manager from November 1998 to October 1999, and the vice general manager of corporate planning from April 1995 to October 1998. Before that, Mr. Du was the procurement manager of Huizhou Samsung Electronics Co., Ltd. (惠州三星电子有限公司) from July 1993 to January 1995.

Mr. Du received his dual bachelor's degrees in engineering (majoring in thermal and nuclear energy, and mechanical engineering) from Tsinghua University in July 1993, and his master of business administration degree in finance from the Chinese University of Hong Kong in December 2006. Mr. Du is a director of certain subsidiaries of our Company, he is also an independent non-executive director of Inkeverse Group Limited since 23 June 2018 whose shares are listed on the Stock Exchange with stock code 3700. Save as disclosed above, Mr. Du had not held any directorships in other listed public companies during the past three years.

Mr. Wang Lixing (王力行), aged 44, is an executive Director of our Company and the managing director, co-president of investment banking division of our Group. Mr. Wang was also appointed as Co-President of the Group with effect from February 2, 2024. Mr. Wang started his investment banking career with the Group in July 2007. From July 2007 to December 2015, he served as analyst, associate, vice president of the TME Group division, director of the corporate finance group division, managing director of the corporate finance group division. From January 2016 to December 2018, he served as head of financial advisory division of our Group, before serving as his current role since January 2019. Mr. Wang is currently a member of the Executive Committee of the Company.

Mr. Wang received his bachelor's degree in automotive engineering in July 2002 and his master's degree in information and communication engineering in July 2007, both from Tsinghua University. During the past three years, Mr. Wang has not been a director of any other listed companies.

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

DIRECTORS (CONTINUED)

Non-executive Directors

Mr. Lin Ning David (林寧), aged 54, has been appointed as a non-executive director of the Company with effect from August 24, 2021. He is a partner of Trustbridge Partners, which he joined in June 2008. Prior to joining Trustbridge, Mr. Lin was a partner with Orrick, Herrington & Sutcliffe based in Hong Kong. Previously, Mr. Lin practiced law at O'Melveny & Myers, Debevoise & Plimpton and Skadden Arps.

Mr. Lin receives a bachelor's degree in Mathematics and Electrical Engineering from the University of Minnesota in 1992, a master's degree in Electrical Engineering from Stanford University in 1995 and a juris doctor degree from New York University School of Law in 1999. During the past three years, Mr. Lin has not been a director of any other listed companies.

Ms. Sun Chin Hung (孫千紅), aged 33, was appointed as a non-executive Director with effect from February 2, 2024. She is currently director of the CEO office of the Company who assists the Chief Executive Officer in the Group's strategic investment and development. Ms. Sun joined the Group in July 2015. Prior to her current role, she worked for 2 years in the equities department of China Renaissance Securities (Hong Kong) Limited, a material wholly-owned subsidiary of the Group principally engaged in the provision of financial advisory, equity underwriting, sale, trading brokerage, and research services.

Ms. Sun received her bachelor's degrees of science (majoring in economic) from the University of California — San Diego in June 2014. Ms. Sun has not held any directorships in other listed public companies during the past three years. Ms. Sun is a family member of Mr. Bao, the Company's controlling shareholder.

Independent non-executive Directors

Ms. Yao Jue (姚珏), aged 50, was appointed as an independent non-executive Director, chairman of the Audit Committee and member of the Nomination Committee of our Company with effect from September 14, 2018. Ms. Yao has had over 20 years of experience in accounting and corporate finance matters. She was the chief financial officer of Qihoo 360 Technology Co., Ltd. from 2012 and subsequently served as the chief financial officer of 360 Security Technology Inc. (三六零安全科技股份有限公司) to April 2018, having previously held various positions in the company since May 2006, including as its financial director, vice president of finance and its co-chief financial officer.

Ms. Yao is our Director with appropriate professional accounting or related financial management expertise for the purpose of Rule 3.10(2) of the Listing Rules through her experiences listed above. In addition, she is a qualified accountant of the Chinese Institute of Certified Public Accountants since 2000. Ms. Yao received her bachelor's degree in accounting from the University of International Business and Economics in China in June 1996.

Ms. Yao was an independent director of CooTek (Cayman) Inc., whose American depositary shares are listed on the New York Stock Exchange with stock code CTK, from September 2018 to May 2023.

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

DIRECTORS (CONTINUED)

Independent non-executive Directors (Continued)

Mr. Ye Junying (葉俊英), aged 61, was appointed as an independent non-executive Director, chairman of the Remuneration Committee and member of the Audit Committee of our Company with effect from September 14, 2018. Mr. Ye served as the chairman of the board at Gortune Investment Co., Ltd (廣東民營投資股份有限公司) from September 2016 to May 2023. Previously, he was the president and then the chairman of the board at E Fund Management Co., Ltd. (易方達基金管理有限公司) from November 2000 to April 2016, and the general manager of the investment banking department and then the vice president at GF Securities Co., Ltd. (廣發證券股份有限公司), whose shares are listed on the Shenzhen Stock Exchange with stock code 000776 and the Hong Kong Stock Exchange with stock code 1776, from March 1993 to October 2000.

Mr. Ye received his bachelor of law degree in economics law from Peking University in July 1985, his master of law degree in international economics law from Wuhan University in July 1988, and his doctor of economics degree in national economics from Southwestern University of Finance and Economics in June 2005. During the past three years, Mr. Ye has not been a director of any other listed companies.

Mr. Zhao Yue (肇越), aged 58, was appointed as an independent non-executive Director and member of the Audit Committee, Remuneration Committee and Nomination Committee of our Company with effect from September 14, 2018. Mr. Zhao serves as the chief economist of Chief Group since 2012. Previously, he was a senior manager of China Investment Corporation from May 2008 to January 2012.

Mr. Zhao received his bachelor of science degree in physics from Peking University in July 1988 and his doctor's degree in finance from the Financial Research Institute of People's Bank of China in October 2005. During the past three years, Mr. Zhao has not been a director of any other listed companies.

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

SENIOR MANAGEMENT

Mr. Cui Qiang (崔強), aged 50, is our Chief Financial Officer, primarily responsible for overseeing the overall financial management of the Group. He has served in his current role since March 1, 2019. He joined our Group in September 2016 as the chief financial officer of CR Securities, a subsidiary and domestic securities platform of the Group with multiple licences, and he has also served as a member on its Management Committee, Risk Management Committee, Equity Commitment Committee, Operation Committee and Asset and Liability Management Committee. Prior to joining the Group, Mr. Cui worked at Zhong De Securities Company Limited as the chief financial officer and executive director from December 2011 to September 2016, and as the financial controller and director from July 2009 to November 2011. Previously, Mr. Cui was the business controller and vice president at Deutsche Bank Hong Kong Branch from July 2007 to July 2009, and the business controller and assistant vice president at Deutsche Bank Beijing Branch from November 2004 to July 2007. Prior to that, Mr. Cui was a senior counsel at PricewaterhouseCoopers Consulting Co. Ltd. from August 2002 to October 2004, and he also held the position of assistant financial controller at Thakral Information Technology Co. Ltd. from January 1998 to August 2000. From February 1996 to January 1998, he was an auditor at Reanda Certified Public Accountants LLP.

Mr. Cui received his bachelor's degree of corporate management from the University of International Business and Economics in 1996 and his master's degree in management and accounting from the University of Toronto in 2002. Mr. Cui is currently a member of the Chinese Institute of Certified Public Accountants. He has obtained qualifications from the Securities Association of China to act as a securities practitioner and the China Securities Regulatory Commission to hold senior management position in securities firms. During the past three years, Mr. Cui has not been a director of any listed companies.

Ms. Chen Yang (陳楊), aged 37, is the Chief Operating Officer of the Group, responsible for the operation management and organization development of the Group. She takes charge of Human Resources Department, Legal Department, Compliance Department, Administration Department and Corporate Communication & Social Program Department. Since joining our Group, Ms. Chen has been working as a core member, taking part in multiple key projects, strategic planning and operation management of the Group. Ms. Chen also built up the legal team of the Group from scratch, and led the team winning the honor of 2020 ALB China Top 15 New Economy In-House Teams Award.

Prior to joining our Group, Ms. Chen worked at Han Kun Law Offices, with main practice areas in PE and VC investment, during which Ms. Chen accumulated rich project experience in the fields including Foreign Direct Investment, Mergers & Acquisitions, Venture Capital & Private Equity Investment and overseas Listings.

Ms. Chen holds a master's degree in law from Vanderbilt University, and a bachelor's degree in law from China University of Political Science and Law. During the past three years, Ms. Chen has not been a director of any listed companies.

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

SENIOR MANAGEMENT (CONTINUED)

Ms. Xin Xin (辛欣), aged 41, serves as the Chief Strategy Officer of the Group, responsible for the Group's strategic planning, strategic investment and financing, strategic research, IT and internal audit.

She joined our Group in April 2018 as the director and then as Head of CEO Office since June 2020. She became Head of IT in July 2021, then took on the additional role of Head of CIO Office since March 2022, and as the Assistant CEO and a member of the Group Executive Committee since May 2022, before serving in her current role as the Chief Strategy Officer since February 2024. Since joining the Group, Ms. Xin has continuously promoted the improvement of platform ability, and made outstanding contributions to important work such as strategic decision-making and research system, business operation analysis, middle platform system, rules and regulations construction, knowledge management system and so on.

Prior to joining our Group, Ms. Xin served as the senior policy consultant of Baidu company's policy research department and the deputy general manager of Baidu Baizhong from May 2015 to September 2017. Previously, Ms. Xin was the deputy director of innovation business supervision department of China Securities Regulatory Commission from May 2009 to April 2015, and analyst of Capital Markets department at Citibank Group from June 2007 to April 2009.

Ms. Xin holds a Master's degree in Finance from Carroll School of Management, Boston College and a Bachelor's degree in Finance from Tsinghua University. During the past three years, Ms. Xin has not been a director of any listed companies.

COMPANY SECRETARY

Mr. Yee, Ming Cheung Lawrence (余名章) is currently the Chief Compliance Officer of the Group, and also a director of CRSHK. He joined our Group in August 2016 as managing director, head of legal and compliance of CRSHK and took on the additional role of chief operating officer of CRSHK from July 2017 to July 2018. Prior to joining our Group, Mr. Yee served as the Asia head of investment banking and research compliance, Asia control room and Asia conflicts of J.P. Morgan Chase Bank, N.A. from May 2010 to August 2016. Previously, he held various positions, including as director of global markets compliance, at HSBC Markets (Asia) Ltd. from February 2006 to May 2010, legal counsel at The Hongkong and Shanghai Hotels Limited from June 2003 to January 2006, and a solicitor at Richards Butler (now known as Reed Smith Richards Butler) from April 2000 to June 2003.

Mr. Yee received his bachelor's degree in law from the School of Oriental and African Studies, University of London in August 1996 and was awarded the postgraduate certificate in laws from the University of Hong Kong in June 1997. He was admitted as a practicing solicitor in Hong Kong as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong) in December 1999.

In compliance with Rule 3.29 of the Listing Rules, Mr. Yee undertook not less than 15 hours of relevant professional training to update his skills and knowledge during the year ended December 31, 2022.

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

CHANGES IN DIRECTORS' INFORMATION

The changes in information of Directors of the Company required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules are set out below.

With effect from February 2, 2024: (i) Mr. Bao Fan has resigned as an executive Director, the Chairman of the Board, the Chief Executive Officer of the Company, the chairman of the Nomination Committee, the chairman of the Executive Committee and member of the Remuneration Committee; (ii) Mr. Xie Yi Jing was appointed as the Chairman of the Board, the Chief Executive Officer of the Company, the chairman of the Nomination Committee, the chairman of the Executive Committee and member of the Remuneration Committee; (iii) Mr. Lam Ka Cheong Jason was appointed as an executive Director and Vice-Chairman of the Board; (iv) Mr. Du Yongbo was appointed as an executive Director; (v) each of Mr. Wang Lixing and Mr. Du Yongbo was appointed as Co-President of the Group, in addition to their role as executive Director; and (vi) Ms. Sun Chin Hung was appointed as a non-executive Director. Please refer to the Company's announcement dated February 2, 2024 in relation to the changes of directors for more details.

Save as disclosed above, as at the Latest Practicable Date, there is no change in information of Directors of the Company which shall be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

DISCLOSURE UNDER RULE 8.10 OF THE LISTING RULES

Save as disclosed below, during the year ended December 31, 2022, none of the Directors nor their respective associates had an interest in a business, apart from the businesses of the Group, which competes or is likely to compete, directly or indirectly, with our business, which requires disclosure under Rule 8.10 of the Listing Rules.

Mr. Li Eric Xun (resigned as non-executive Director on July 14, 2023) is the founding and managing partner of Chengwei Capital. Mr. Liu Xing (resigned as non-executive Director on July 14, 2023) is the partner of Sequoia Capital China. Mr. Lin Ning David is the partner of Trustbridge Partners. Each of Chengwei Capital, Sequoia Capital China and Trustbridge Partners invests in a wide variety of growing business sectors in China, in which our investment funds may also invest from time to time. Notwithstanding the foregoing, the day-to-day operations and investment decision-making functions of our investment funds are generally independent from and do not require reporting to or prior approval by our Board. In the event that any investment presents a potential conflict of interest, the advisory committee constituted by members from the limited partners of the funds will first decide on whether the investment shall proceed and make recommendation to the investment committee, which will then make the final decision. Unless otherwise required by laws and regulations (including the Listing Rules), our Board generally has no participation in or influence on the decision making process of these investments of our investment funds. We have implemented policies to the effect that information relating to specific projects or client of our investment banking business or portfolio companies of our investment management business is not shared with Mr. Li Eric Xun, Mr. Liu Xing or Mr. Lin Ning David unless otherwise required by laws and regulations (including the Listing Rules). They are also subject to confidentiality obligations in respect of such information that they may receive from the Company.

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

DISCLOSURE UNDER RULE 8.10 OF THE LISTING RULES (CONTINUED)

Should under any circumstance an investment to be made by our investment funds requires prior approval by our Board, and conflicts of interest arise due to Mr. Li Eric Xun's position with Chengwei Capital (or any of its underlying investment vehicles or investees), Mr. Liu Xing's position with Sequoia Capital China (or any of its underlying investment vehicles or investees) and/or Mr. Lin Ning David's position with Trustbridge Partners (or any of its underlying investment vehicles or investees), Mr. Li Eric Xun, Mr. Liu Xing and/or Mr. Lin Ning David will not vote on the relevant Board resolution for the investment and will not be counted towards the quorum (if applicable) as required by the Articles of Association or any of the applicable laws and regulations. In any event, our Board will have sufficient number of Directors to constitute a quorum for board meetings and will be able to resolve any conflicts of interest that arise under such circumstances.

CORPORATE GOVERNANCE REPORT

The Board of Directors is pleased to present the corporate governance report for the Company for the year ended December 31, 2022.

CORPORATE GOVERNANCE PRACTICES AND COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company is committed to maintaining and promoting stringent corporate governance. The principle of the Company's corporate governance is to promote effective internal control measures and to enhance the transparency and accountability of the Board to all Shareholders.

The Company has adopted the principles and code provisions of the CG Code as the basis of the Company's corporate governance practices, and the CG Code has been applicable to the Company with effect from the Listing Date.

Save for code provision C.2.1 and as disclosed in this Annual Report, for the year ended December 31, 2022, the Company has complied with all applicable code provisions set out in the CG Code.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own securities dealing code to regulate all dealings by Directors and relevant employees of securities in the Company and other matters covered by the Model Code.

Specific enquiry has been made to all the Directors and the relevant employees and they have confirmed that they have complied with the Model Code during the year ended December 31, 2022.

CORPORATE CULTURE

As a trusted capital markets partner to thousands of Smart Economy entrepreneurs, we strive to identify and partner with high growth companies to support them at every stage of their value creation journey, and consequently participate in the fast-growing Smart Economy ecosystem. In order to realize our purpose and vision, we uphold our corporate culture — Goodness, Entrepreneurship, Partnership, Excellence.

Throughout 2022, we continued to strengthen our cultural framework through various initiatives set out in the sections headed "Business Review" and "Corporate Governance Report" of this Annual Report.

CORPORATE GOVERNANCE REPORT (CONTINUED)

STRATEGIC PLANNING

The Company has a rigorous and ongoing strategic planning process to identify and assess the opportunities and challenges that the Group might face and to develop a planned course of action for the Group to generate sustainable long-term value for Shareholders.

BOARD OF DIRECTORS

As of the Latest Practicable Date, the Board comprises nine directors, including four executive Directors, two non-executive Directors and three independent non-executive Directors. The composition of the Board as at the Latest Practicable Date is as follows:

Executive Directors

Mr. Xie Yi Jing (*Chairman*)
Mr. Lam Ka Cheong Jason (*Vice-Chairman*)
Mr. Du Yongbo
Mr. Wang Lixing

Non-executive Directors

Mr. Lin Ning David
Ms. Sun Chin Hung

Independent non-executive Directors

Ms. Yao Jue
Mr. Ye Junying
Mr. Zhao Yue

As disclosed in the announcement of the Company dated February 2, 2024, with effect from the same date: (i) Mr. Bao Fan has resigned as an executive Director, the Chairman of the Board and the Chief Executive Officer of the Company; (ii) Mr. Xie Yi Jing was appointed as the Chairman of the Board and the Chief Executive Officer of the Company; (iii) Mr. Lam Ka Cheong Jason was appointed as an executive Director and Vice-Chairman of the Board; (iv) Mr. Du Yongbo was appointed as an executive Director; and (v) Ms. Sun Chin Hung was appointed as a non-executive Director.

The biographical details of the Directors are set out in the section headed “Directors and Senior Management” on pages 53 to 58 of this Annual Report.

Ms. Sun Chin Hung is a family member of Mr. Bao Fan, one of our former executive Directors. Save as disclosed, none of the members of the Board is related to one another.

CORPORATE GOVERNANCE REPORT (CONTINUED)

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision C.2.1 of the CG Code stipulates that the roles of Chairman and Chief Executive should be separate and should not be performed by the same individual.

Mr. Bao Fan was the Chairman and Chief Executive Officer of the Company during the Reporting Period. As of the Latest Practicable Date, Mr. Xie Yi Jing is the Chairman and Chief Executive Officer of the Company. The Board believes that vesting the roles of both Chairman and Chief Executive Officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. Furthermore, the Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively. The Board also notes that the Executive Committee (details of which are set out below) plays a complementary role to the Chief Executive Officer in the decision-making process. The Board will continue to review and consider splitting the roles of Chairman and Chief Executive Officer of the Company at a time when it is appropriate by taking into account the circumstances of the Group as a whole.

BOARD MEETINGS AND COMMITTEE MEETINGS

Code provision C.5.1 of the CG Code stipulates that board meetings should be held at least four times a year at approximately quarterly intervals with active participation of the majority of the Directors, either in person or through electronic means of communications.

During the year ended December 31, 2022, five Board meetings were held. The main resolutions considered and approved in these meetings include, among others, (i) the Company's profit update in respect of the 2021 annual reporting; (ii) the Company's 2021 annual reporting; (iii) the Company's profit update in respect of the 2022 interim reporting; (iv) the Company's 2022 interim reporting; (v) the connected transaction in relation to purchase of existing shares and grant of RSUs pursuant to the RSU Plan; (vi) the proposed adoption of a new share award scheme and the proposed scheme mandate to issue shares under the new share award scheme; and (vii) the adoption of a revised whistleblowing policy. The Company expects to continue to convene at least four regular Board meetings in each financial year at approximately quarterly intervals in accordance with code provision C.5.1 of the CG Code. Apart from regular Board meetings, the Chairman of the Board also held a meeting with the independent non-executive Directors without the presence of executive Directors during the Reporting Period.

CORPORATE GOVERNANCE REPORT (CONTINUED)

BOARD MEETINGS AND COMMITTEE MEETINGS (CONTINUED)

A summary of the attendance record of the Directors at general meeting, Board meetings and Board committees meetings during the year ended December 31, 2022 is set out in the following table below:

Name of Director	Number of meeting(s) attended/number of meeting(s) held during the year ended December 31, 2022							
	Annual General Meeting	Extraordinary General Meeting	Board Meeting	Audit Committee Meeting	Remuneration Committee Meeting	Nomination Committee Meeting	Executive Committee Meeting	Environmental, Social and Governance Committee Meeting
Executive Directors:								
Mr. Bao Fan ⁽¹⁾	1/1	1/1	5/5	N/A.	1/1	1/1	3/3	N/A.
Mr. Xie Yi Jing	1/1	1/1	5/5	N/A.	N/A.	N/A.	3/3	2/2
Mr. Du Yongbo ⁽²⁾	–	–	–	–	–	–	–	–
Mr. Lam Ka Cheong Jason ⁽³⁾	–	–	–	–	–	–	–	–
Mr. Wang Lixing	1/1	1/1	5/5	N/A.	N/A.	N/A.	3/3	N/A.
Non-executive Directors:								
Mr. Li Eric Xun ⁽⁴⁾	1/1	0/1	5/5	N/A.	N/A.	N/A.	N/A.	N/A.
Mr. Liu Xing ⁽⁵⁾	1/1	0/1	3/5	N/A.	N/A.	N/A.	N/A.	N/A.
Mr. Lin Ning David	1/1	0/1	5/5	N/A.	N/A.	N/A.	N/A.	N/A.
Ms. Sun Chin Hung ⁽⁶⁾	–	–	–	–	–	–	–	–
Independent non-executive Directors:								
Ms. Yao Jue	1/1	0/1	5/5	3/3	N/A.	1/1	N/A.	N/A.
Mr. Ye Junying	1/1	0/1	5/5	3/3	1/1	N/A.	N/A.	N/A.
Mr. Zhao Yue	1/1	1/1	5/5	3/3	1/1	1/1	N/A.	N/A.

Notes:

- (1) Mr. Bao Fan resigned as an executive director of the Company on February 2, 2024.
- (2) Mr. Du Yongbo was appointed as an executive director of the Company with effect from February 2, 2024.
- (3) Mr. Lam Ka Cheong Jason was appointed as an executive director of the Company with effect from February 2, 2024.
- (4) Mr. Li Eric Xun resigned as a non-executive director of the Company on July 14, 2023.
- (5) Mr. Liu Xing resigned as a non-executive director of the Company on July 14, 2023.
- (6) Ms. Sun Chin Hung was appointed as a non-executive director of the Company with effect from February 2, 2024.

CORPORATE GOVERNANCE REPORT (CONTINUED)

NON-EXECUTIVE DIRECTORS

Mr. Lin Ning David, as the non-executive Director, has entered into a letter of appointment with the Company for an initial term of three years with effect from August 24, 2021. Ms. Sun Chin Hung, as the non-executive Director, has entered into a letter of appointment with the Company for an initial term of three years with effect from February 2, 2024.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board has received from each of the independent non-executive Directors a written annual confirmation of his or her independence pursuant to Rule 3.13 of the Listing Rules and considers each of them to be independent. Each of the independent non-executive Directors has signed a letter of appointment with the Company for an initial term of three years with effect from September 14, 2018 or until the third annual general meeting of the Company since the Listing Date (whichever is sooner). In June 2021, each of the independent non-executive Directors signed an extension letter with the Company pursuant to which the term of their appointment has been renewed for a further period of three years from June 30, 2021.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

All the Directors are subject to retirement by rotation and re-election at annual general meeting. Pursuant to the Articles of Association, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office and be eligible for re-election at each annual general meeting, provided that every Director is subject to retirement by rotation at least once every three years. In addition, any new Director appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting and be subject to re-election.

RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD AND MANAGEMENT

The Board is the primary decision-making body of the Company and is responsible for overseeing the Group's business, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Board makes decisions objectively in the interests of the Company.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The Group's senior management is responsible for the day-to-day management of the Group's business and is responsible for overseeing the general operation, business development, finance, marketing, and operations.

CORPORATE GOVERNANCE REPORT (CONTINUED)

BOARD COMMITTEES

The Board has established five committees, namely, the Audit Committee, the Remuneration Committee, the Nomination Committee, the Executive Committee and the Environmental, Social and Governance Committee, for overseeing particular aspects of the Company's affairs. Each of these committees is established with defined written terms of reference. The terms of reference of the Board committees are available on the websites of the Company and the Stock Exchange.

Audit Committee

The Company has established an Audit Committee in compliance with Rule 3.21 of the Listing Rules and the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process, risk management and internal controls system of the Group, review and approve connected transactions and to advise the Board.

The Audit Committee comprises three independent non-executive Directors, namely Ms. Yao Jue, Mr. Ye Junying and Mr. Zhao Yue. Ms. Yao Jue is the chairman of the Audit Committee.

During the year ended December 31, 2022, three Audit Committee meetings were held. The main resolutions considered and approved in these meetings include: (i) the Company's 2021 annual reporting; (ii) the Company's 2022 interim reporting and (iii) audit planning meeting for the 2022 annual report.

Remuneration Committee

The Company established a Remuneration Committee in compliance with Rule 3.25 of the Listing Rules and the CG Code. The primary duties of the Remuneration Committee are to review and make recommendations to the Board regarding the terms of remuneration packages, bonuses and other compensation payable to the Directors and other senior management.

As of the Latest Practicable Date, the Remuneration Committee comprises one executive Director, namely Mr. Xie Yi Jing, and two independent non-executive Directors, namely Mr. Ye Junying and Mr. Zhao Yue. Mr. Ye Junying is the chairman of the Remuneration Committee.

The Remuneration Committee has adopted the second model described in code provision E.1.2(c) under Appendix 14 to the Listing Rules (i.e. make recommendation to the Board on the remuneration packages of individual executive Directors and senior management members).

During the year ended December 31, 2022, one Remuneration Committee meeting was held. The main resolutions considered and approved in the meeting include: (i) the remuneration package of the Directors and senior management for the year ended December 31, 2021; (ii) the Company's policy and structure for the remuneration of the Directors and senior management for the year ended December 31, 2022; (iii) the connected transaction in relation to the purchase of existing shares and grant of RSUs pursuant to the RSU Plan; (iv) internal promotion and remuneration package of members of the Designated Business Unit (as defined in the Prospectus) and (v) the remuneration package of Mr. Zhao Yue who was subject to re-election in the annual general meeting of the Company held on June 30, 2022.

Details of the remuneration paid or payable to each Director of the Company for the year ended December 31, 2022 are set out in Note 15 to the financial statements.

CORPORATE GOVERNANCE REPORT (CONTINUED)

BOARD COMMITTEES (CONTINUED)

Remuneration Committee (Continued)

The remuneration of the members of senior management who are neither a Director nor chief executive of the Company by band for the year ended December 31, 2022 is set out below:

Remuneration Bands (HKD)	Number of Persons
6,000,001 or more	1
0–6,000,000	5
Total	6

Nomination Committee

The Company has established a Nomination Committee in compliance with the CG Code. The primary duties of the Nomination Committee are to make recommendations to the Board on the appointment of Directors and management of Board succession.

As of the Latest Practicable Date, the Nomination Committee comprises one executive Director, namely Mr. Xie Yi Jing, and two independent non-executive Directors, namely Ms. Yao Jue and Mr. Zhao Yue. Mr. Xie Yi Jing is the chairman of the Nomination Committee.

During the year ended December 31, 2022, one Nomination Committee meeting was held. The main resolutions considered and approved by the Nomination Committee include: (i) re-election of the Directors retiring by rotation at the annual general meeting; (ii) the independence of independent non-executive Directors; (iii) the board diversity policy (the “**Diversity Policy**”) and the structure, size and composition of the board; and (iv) the relevant director nomination policy.

Executive Committee

The Company has established an Executive Committee as the highest power and decision-making body of the Group at the level of operation and management. The primary duties of the Executive Committee are (i) to hear reports of significant events from various departments and functional units, (ii) to formulate and implement significant strategies and policies as well as make significant decisions for the Group, including but not limited to structure planning, significant investment and performance targets of the Group, and (iii) to authorize a member or members to exercise specific and decision-making events of Group’s operation and management.

As of the Latest Practicable Date, the Executive Committee comprises four executive Directors, namely Mr. Xie Yi Jing, Mr. Lam Ka Cheong Jason, Mr. Du Yongbo and Mr. Wang Lixing, and three additional members of senior management of the Company, namely Mr. Cui Qiang, Ms. Chen Yang and Ms. Xin Xin. Mr. Xie Yi Jing is the chairman of the Executive Committee.

During the year ended December 31, 2022, three Executive Committee meetings were held. The main resolutions considered and approved in the meetings include (i) making significant strategies for the Group, and (ii) hearing to reports of significant events from various departments and functional units.

CORPORATE GOVERNANCE REPORT (CONTINUED)

BOARD COMMITTEES (CONTINUED)

Environmental, Social and Governance Committee

The Company has established an Environmental, Social and Governance Committee in compliance with the CG Code and Environmental, Social and Governance Reporting Guide set out in Appendix 27 of the Listing Rules. The primary duties of the Environmental, Social and Governance Committee are to assist the Board in guiding and supervising the development and implementation of environmental, social and governance works of the Company and its subsidiaries.

As of the Latest Practicable Date, the Environmental, Social and Governance Committee comprises one executive Director, namely Mr. Xie Yi Jing, and three additional members, namely Mr. Yee Ming Cheung Lawrence, Ms. Chen Yang and Ms. Xin Xin. Mr. Xie Yi Jing is the chairman of the Environmental, Social and Governance Committee.

During the year ended December 31, 2022, two Environmental, Social and Governance Committee meetings were held. The main resolutions considered and approved in the meetings include (i) the environmental, social and governance report for the year ended December 31, 2021; (ii) work summary of environmental, social and governance for the year ended December 31, 2022; and (iii) the environmental, social and governance working plan for the year ending December 31, 2023.

Board Diversity Policy

The Company has adopted a diversity policy which sets out the approach to achieve diversity of the Board. The Company embraces the benefits of having a diverse Board to enhance the quality of its performance.

In identifying and selecting suitable candidates to serve as a director of the Company, the Nomination Committee would consider the criteria necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendations to the Board.

Pursuant to the Board Diversity Policy, the Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, culture and educational background, professional qualifications, knowledge and industry and regional experience as measurable objectives. The Board will review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. The Company aims to maintain an appropriate balance of diversity perspectives of the Board that are relevant to the Company's business growth. The Board has achieved gender diversity in accordance with the requirements of the CG Code and targets to maintain at least the current level of female representation. In considering the Board's succession, the Nomination Committee may engage independent professional search firm(s) to help identify potential candidates for Independent Non-executive Directors, as and when appropriate. The Board will continue to take opportunities to increase the proportion of female members over time as and when suitable candidates are identified.

The Nomination Committee will continue to review the Board Diversity Policy, as appropriate, and recommend revision to the Board for considering and approval to ensure its effectiveness. The Nomination Committee has reviewed the Board Diversity Policy during the year ended December 31, 2022.

CORPORATE GOVERNANCE REPORT (CONTINUED)

BOARD COMMITTEES (CONTINUED)

Workforce diversity

At the workforce level, as at December 31, 2022, the Group had 754 full-time employees (including senior management) in total composing of 353 male and 401 female (i.e. a female-to-male ratio of approximately 53:47), reflecting that gender diversity has been generally adhered to by the Group. The Group is determined to continue to maintain gender diversity and equality in terms of the whole workforce going forward.

Dividend Policy

The Company has adopted a dividend policy (the “**Dividend Policy**”) which aims to increase or maintain the value of dividends per share of the Company, to provide reasonable return in investment of investors, and to allow the Shareholders to assess its dividend payout trend and intention.

Pursuant to the Dividend Policy, a dividend may only be declared and paid out of the profits and reserves of the Company lawfully available for distribution (including share premium), and may not be declared and paid out if this would result in the Company being unable to pay its debts as they fall due in the ordinary course of business. The Board has absolute discretion on whether to pay a dividend and alternatively, Shareholders may by ordinary resolution declare dividends but no dividend may be declared in excess of the amount recommended by the Board. In addition, the Company does not currently have a fixed dividend payout ratio. Even if the Board decides to pay dividends, the form, frequency and amount of dividends will depend on, among other things, (a) current and future operations, and future business prospects, (b) the Company’s liquidity position, cash flows, general financial condition, capital adequacy ratio and capital requirements, and (c) the availability of dividends received from subsidiaries and associates in light of statutory and regulatory restrictions on the payment of dividends.

The Board will continue to review and amend the Dividend Policy as appropriate from time to time.

Nomination Policy

The Company has adopted a nomination policy (the “**Nomination Policy**”) which sets out the selection criteria and procedures to nominate board candidates. The Nomination Policy aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business.

Pursuant to the Nomination Policy, the Nomination Committee shall identify suitable board candidates and make recommendation to the Board, after accessing a number of factors of a proposed candidate, including, but not limited to, reputation, professional skills, independence of proposed independent non-executive Directors and diversity in all aspect. The Board shall have the final decision in relation to its nomination of any candidates to stand for election at a general meeting.

During the year ended December 31, 2022, the nomination made by the Nomination Committee was made in accordance with the Nomination Policy. These include, among others, the candidates’ market knowledge and experience, reputation for integrity, and the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out in the Diversity Policy.

CORPORATE GOVERNANCE REPORT (CONTINUED)

BOARD COMMITTEES (CONTINUED)

Nomination Policy (Continued)

The Nomination Committee will continue to review the Nomination Policy, as appropriate, and recommend revision to the Board for consideration and approval. The Nomination Committee has reviewed the Nomination Policy during the year ended December 31, 2022.

The Nomination Committee and the Board also reviewed and considered that the following key features or mechanisms under the Board and governance structure and the implementation are effective in ensuring that independent views and input are provided to the Board.

Board and Committees' structure	<ul style="list-style-type: none">• Since its Listing, the Company has been steered by a Board, comprising a majority of non-executive Directors and independent non-executive Directors, who are independent of and not related to each other and any members of the senior management.• Chairman of the Audit Committee and Remuneration Committee are independent non-executive Directors.
Independent Non-executive Directors' tenure	The Nomination Policy sets a maximum tenure of nine consecutive years for independent non-executive Directors to be eligible for nomination by the Board to stand for re-election by Shareholders.
Independent Non-executive Directors' remuneration	Independent non-executive Directors receive fixed fee(s) for their role as members of the Board and Board Committee(s) as appropriate, and are not entitled to participate in the Share Award Scheme.
Appointment of Directors	In assessing suitability of the candidates, the Nomination Committee will review their profiles, including their qualification and time commitment, having regard to the Board's composition, the Directors' skill matrix, the list of selection criteria approved by the Board, the Nomination Policy and the Board Diversity Policy.
Annual review of Independent Non-executive Directors' commitment and independence	<p>The Nomination Committee reviews annually each Director's time commitment to the Company's business. Directors' attendance records in 2022 are disclosed in the Corporate Governance Report contained in this Annual Report.</p> <ul style="list-style-type: none">• Independent non-executive Directors' independence is assessed upon appointment, annually, and at any other time where the circumstances warrant reconsideration.
Professional advice	To facilitate proper discharge of their duties, all Directors are entitled to seek advice from the Company Secretary or the in-house legal team as well as from independent professional advisers at the Company's expense.

CORPORATE GOVERNANCE REPORT (CONTINUED)

CORPORATE GOVERNANCE FUNCTION

The Board is responsible for performing the functions set out in code provision A.2.1 of the CG Code.

The Board would review the Company's corporate governance policies and practices, training and continuous professional development of the Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, and the Company's compliance with the CG Code and disclosure in its Corporate Governance Report.

The Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The company secretary of the Company may from time to time and as the circumstances require provide the Directors with updated written training materials relating to the roles, functions and duties of a director of a company listed on the Stock Exchange.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended December 31, 2022.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

Directors keep abreast of the responsibilities as a director of the Company and of the conduct, business activities and development of the Company.

The Company acknowledges the importance of Directors participating in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant internally-facilitated briefings for Directors have been arranged and reading material on relevant topics would be issued to Directors where appropriate. They are encouraged to attend relevant training course at the Company's expenses.

During the year ended December 31, 2022, the Company arranged regular trainings to provide Directors with updates on the latest developments and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors were also provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

CORPORATE GOVERNANCE REPORT (CONTINUED)

AUDITOR'S RESPONSIBILITY AND REMUNERATION

The Company appointed Deloitte as the external auditor for the year ended December 31, 2022, who resigned as the auditor of the Company with effect from December 13, 2023. The Company appointed Zhonghui Anda CPA Limited, Certified Public Accountants, Hong Kong (“**Zhonghui Anda**”) as the new auditor of the Company with effect from December 13, 2023 to fill the casual vacancy following the resignation of Deloitte. A statement by Zhonghui Anda about their reporting responsibilities for the financial statements is included in the Independent Auditor's Report on pages 128 to 132.

Details of the fees paid/payable in respect of the audit and non-audit services provided by Deloitte for the year ended December 31, 2022 are set out in the table below:

Services rendered for the Company	Fees paid/payable RMB'000
Audit services:	
Audit services	8,460
Non-audit services:	
Tax advisory services	82
TOTAL	8,542

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges that it is responsible for the Company's risk management and internal control systems and reviewing their effectiveness. The risk management and internal control measures are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Board engaged AOGB CPA Limited (“**AOGB**”) to conduct an independent review of the internal control system of the Company in respect of the year ended December 31, 2022. The Board noted that AOGB did not have any findings of deficiencies and that management is taking on board areas where AOGB has observed that improvements can be made. Accordingly, the Board considered the Company's risk management and internal control systems effective and adequate. The Board also noted that the Company has published or will shortly publish its audited financial statements and annual reports for the year ended December 31, 2022 and the year ended December 31, 2023 that were delayed due to reasons other than any deficiencies in the Company's risk management or internal control systems.

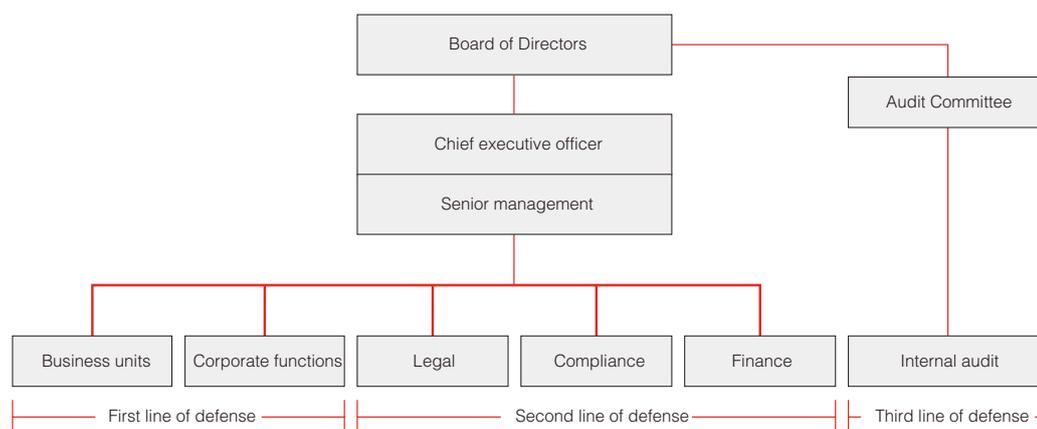
We have established a corporate governance structure with the Board at the top of our risk management hierarchy being responsible for overall risk management and oversees the risk management functions. Audit Committee provides an independent oversight on our Company. Our senior management is responsible for risk management through their regular managerial responsibilities. Our Chief Executive Officer and Chairman of the Board and members of our senior management hold regular executive committee meetings to review, among others, risks that may have reputational implications, cross-business or cross-jurisdictional impacts on us.

CORPORATE GOVERNANCE REPORT (CONTINUED)

RISK MANAGEMENT AND INTERNAL CONTROLS (CONTINUED)

To further enhance our controls on significant risks, an operating committee was set up on December 31, 2018. The operating committee is chaired by the Chief Executive Officer and comprises the heads of relevant risk and control functions. It is responsible for determining daily operational matters, enhancing our operational infrastructure, formulating internal policies and procedures, allocating resources, leading major internal projects and IT infrastructure development. The operating committee reports directly to the executive committee on matters with a significant impact on our business.

In the course of our business operations, we have a clear reporting procedure to make sure that risk issues of different nature and significance can be escalated and resolved by appropriate responsible persons. All of our front office business units and corporate departments assume risk management responsibilities and implement relevant risk management policies and procedures. They are our first line of defense. In support of them, we have dedicated legal, compliance, and finance departments, acting as the second line of defense, to maintain the systematic risk management framework addressing risks in relation to legal, regulatory and compliance, and finance (including but not limited to market risk, liquidity risk, and credit risk). Independently we have an internal audit department that reports directly to the Audit Committee, which serves as the third line of defense to provide check and balance. The following diagram illustrates our risk management framework:



If any risks are identified by our front office business units or corporate functions, they will first escalate within the chain of command in the unit or function, ultimately reaching the head of the unit or function. If the head, upon consultation with the relevant risk and control function, considers that the issue may have broader implications, such as reputational risks to us, or may have impact on other departments of the Company, he/she may escalate the issue to the operating committee and then executive committee. Our risk control departments, including legal, compliance and finance departments, support and advise our business units and corporate functions, as well as the Executive Committee, on the management and resolution of the risks and issues identified.

CORPORATE GOVERNANCE REPORT (CONTINUED)

RISK MANAGEMENT AND INTERNAL CONTROLS (CONTINUED)

The corporate governance structure for our internal control is similar to that for our risk management. Our Board is responsible for establishing our internal control system and reviewing its effectiveness. Supported by various other internal departments, our senior management is responsible for implementing internal control measures in our daily operations. To assess the effectiveness of our internal control measures in preparation for our Listing, we engaged an independent internal control consultant to conduct an annual review of our internal control system. The consultant conducted review procedures on our internal control system in certain aspects, including revenue, purchase, fixed assets management, human resources, financial management and information technology, and immediately before the Listing, there were no material internal control findings on the Company.

The Board considers there being no material changes to the Company's risk management and internal control systems since the Listing and is of the view that the systems are effective and adequate throughout the year ended December 31, 2022.

Regarding inside information concerning the Company itself, the Company has adopted its Inside Information Disclosure Policy which sets out the statutory obligations of disclosure of inside information, guidance on protection of inside information, procedures and formats of disclosures, and relevant roles and responsibilities. Additionally, an Information Barrier Policy is also adopted for our employees to follow. Information barrier is a form of segregation or barrier to ensure that the sharing of confidential information is properly controlled such that the two or multiple business units or project teams can operate independently without compromising the interests of their respective clients. Our employee handbook and our Code of Business Ethics and Conduct also require our employees to keep client information confidential. We conduct regular training to our employees on information barrier.

SHAREHOLDERS' RIGHTS

Convening of Extraordinary General Meetings by Shareholders

Pursuant to article 12.3 of the Articles of Association, the Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more Shareholders deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

General meetings may also be convened on the written requisition of a Shareholder which is a recognized clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitioner, provided that such requisitioner held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

CORPORATE GOVERNANCE REPORT (CONTINUED)

SHAREHOLDERS' RIGHTS (CONTINUED)

Convening of Extraordinary General Meetings by Shareholders (Continued)

If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Putting Forward Proposals at General Meetings

There are no provisions allowing Shareholders to propose new resolutions at the general meetings under the Companies Act of Cayman Islands (as revised and amended from time to time) or the Articles of Association. However, Shareholders who wish to put forward proposals at general meetings may achieve so by means of convening an extraordinary general meeting following the procedures set out in the paragraph above.

Putting Forward Enquiries to the Board and Contact Details

For putting forward any enquiries to the Board of the Company, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Units 8107-08, Level 81, International Commerce Centre,
1 Austin Road West, Kowloon, Hong Kong

Telephone: +852 2287 1600

Fax: +852 2287 1609

Email: ir@chinarenaissance.com

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS RELATIONS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings. At the forthcoming annual general meeting, Directors (or their delegates as appropriate) will be available to meet Shareholders and answer their enquiries.

CORPORATE GOVERNANCE REPORT (CONTINUED)

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS RELATIONS (CONTINUED)

To ensure that the Shareholders and potential investors are provided with ready, equal and timely access to balanced and understandable information about the Company, the Company has established several channels to communicate with the shareholders as follows:

- (i) corporate communications such as annual reports, interim reports and circulars are issued in printed form and are available on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.chinarenaissance.com;
- (ii) periodic announcements are published on the websites of the Stock Exchange and the Company;
- (iii) corporate information is made available on the Company's website; and
- (iv) annual and extraordinary general meetings provide a forum for the shareholders to make comments and exchange views with the Directors and senior management.

The Company keeps on promoting investor relations and enhancing communication with the existing shareholders and potential investors. It welcomes suggestions from investors, stakeholders and the public. Enquiries to the Board or the Company may be sent by post to the Company's principal place of business in Hong Kong (Attention: Company Secretary or Investor Relations).

The Board reviewed the Group's shareholders and investor engagement and communication activities conducted in 2022 and having considered the multiple channels of communication described above were all in place and sustainably implemented in 2022 to enable the Company to carry out effective two-way communication with its investors and Shareholders, it was satisfied with the implementation and effectiveness of the Shareholders Communication Policy.

CHANGES IN CONSTITUTIONAL DOCUMENTS

During the year ended December 31, 2022, the Company did not make any significant changes to its constitutional documents.

CORPORATE GOVERNANCE REPORT (CONTINUED)

ANTI-CORRUPTION POLICY AND WHISTLEBLOWING POLICIES

The Company has adopted anti-corruption and whistleblowing policies to provide forums for reporting issues and concerns on any misconduct, and to uphold business ethics and integrity in its operations.

The Group's anti-corruption policy forms an essential component of its corporate governance framework. All employees are prohibited from exploiting their positions and authority for personal gain. The Group takes a strong stance against bribery, malpractice, fraud, and money laundering, adhering to the laws in the jurisdictions where it operates. During the Reporting Period, there were no concluded legal cases regarding corrupt practices brought against the Company or its employees. Training sessions on anti-corruption policies and procedures were conducted periodically for the Group's employees. The Group's anti-corruption policy would be reviewed and updated regularly to align with applicable laws, regulations, and industry best practices.

The Group also maintains a whistleblowing policy and has established procedures for employees, customers, suppliers and other stakeholders to report actual or suspected instances of improper conduct involving members of the Group or employees. These reports are to be investigated and addressed efficiently, appropriately, and transparently. The Board has designated the Internal Audit Department to receive on its behalf any such reports, to oversee the conduct of subsequent investigations, and to provide information, including recommendations arising from any investigations for reporting to the Audit Committee. The Internal Audit Department would evaluate the reported cases according to their nature, and further investigation would be carried out depending on the case's circumstances. Investigation reports will be submitted to the Audit Committee for regular review. The whistleblowing policy also provides measures for confidentiality and protection for whistle-blowers and prohibits retaliation or adverse treatment against whistle-blowers. The Group's whistleblowing policy would be reviewed and updated periodically to align with applicable laws, regulations, and industry best practices.

For further details, please refer to the Environmental, Social and Governance Report in this Annual Report.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

1. ABOUT THE REPORT

This report has been prepared in accordance with the “ESG Reporting Guide” as set out in Appendix 27 to the Listing Rules on the Hong Kong Stock Exchange to present the 2022 Environmental, Social and Governance (“**ESG**”) performance of the Company from January 1, 2022 to December 31, 2022. This report selects the principal operating points of the Company as its disclosure coverage. Unless otherwise stated, the scope of this report only covers the Company. This report should be read in conjunction with the section headed “Corporate Governance Report” in the 2022 Annual Report of the Company to better understand the ESG performance of the Company.

This report has been compiled under the reporting principles of materiality, quantitative and consistency.

Materiality: The Company carries out the materiality assessment work in compliance with the ESG Reporting Guide. The work process of the Company includes: i) identifying the related ESG topics, ii) assessing the importance of the issues, iii) reviewing and confirming the assessment process and results by the Board. The Company reports the ESG-related matters based on the results of the materiality assessment.

Quantitative: This report follows the ESG Reporting Guide, refers to the applicable quantification standards and practices, and adopts the quantification methods to measure and disclose the applicable key performance indicators. The quantification standards, methodologies, assumptions and/or calculation tools for key performance indicators and source of conversion factors used in this report have been explained in the corresponding places (where applicable).

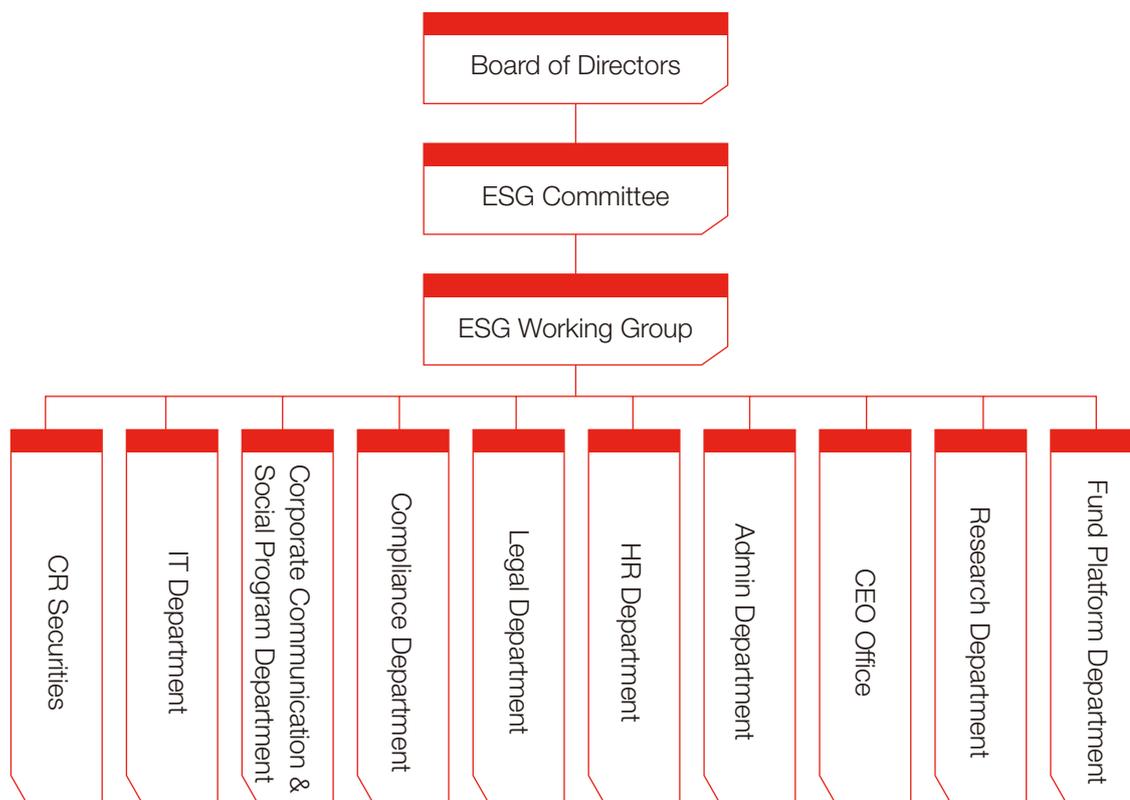
Consistency: The key performance indicators and statistics methods disclosed in the ESG report for the current year are consistent with that in the report for the last year. As for its meaningful comparison with the previous reports, any changes that may affect the comparison have been explained in the corresponding places.

2. STATEMENT OF THE BOARD OF DIRECTORS

The Board of China Renaissance is responsible for comprehensively monitoring the ESG management and disclosure of the Company and holds at least one ESG communication meeting to discuss the ESG materiality matters. To effectively manage and undertake the ESG responsibilities, the Company has constantly improved the ESG management system. The Company’s Board of Directors has established the ESG Committee, which is responsible for assisting the Board in guiding and supervising the development and the implementation of the ESG work of the Company and subsidiaries.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

For the details of the ESG Committee, please refer to the terms of reference of the ESG Committee of the Company. In addition, several functional departments are formed as an ESG working group to be responsible for carrying out the specific ESG tasks.

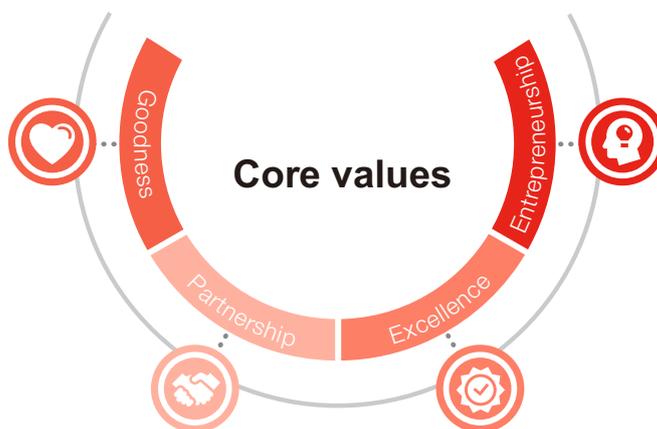


The Company confirms the ESG issues of significance to the corporate development and assesses the materiality of the issues. The Board of the Company regularly reviews the materiality assessment results, discusses the key areas and main opportunities in the ESG risk control, and includes the ESG-related issues in the management guideline and strategy of the Company. The Company has included the climate change risk and other ESG risks in its risk management system and set the environmental goals according to the factual operating conditions of the Company, and the Board regularly receives reports from the ESG Committee and reviews the action plan and completion status of the goals.

This report has disclosed the ESG work progress and achievement of the environmental goals of the Company in 2022 and has been reviewed and approved by the Board on March 31, 2023.

3. ESG CONCEPT AND GOVERNANCE

Since its establishment, China Renaissance actively shoulders its social responsibilities while insisting on creating economic values for the shareholders and society. Based on its core values, the Company adheres to high standards of corporate governance and integrates environmental, social and governance concepts into corporate culture to explore a long-term path of sustainable development. The Company creates values for stakeholders and makes more contributions to social development.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

China Renaissance has identified key stakeholders based on its business and management operation features, understood their ESG issues through various communication channels, and actively listened and responded to their concerns and expectations. The key stakeholders, the key ESG issues of concern and the communication channels in 2022 are listed in the table below:

Main stakeholders	Main ESG issues of concern	Main communication channels
Shareholders and investors	Anti-corruption and anti-money laundering, customer services, information security, employment, climate change	Shareholders' meetings, regular announcements, official website and non-deal road-show
Government and regulators	Anti-corruption and anti-money laundering, information security, employment, community investment, climate change	Policy consultations, incident reporting, information disclosure and participation in meetings of government agency
Clients	Anti-corruption and anti-money laundering, customer services, information security, intellectual property management, employment	Customer visits, social media and information disclosures
Employees	Customer services, staff development, employment, health and safety, labour standards	Employee activities, employee training, communication meetings and social media
Suppliers	Anti-corruption and anti-money laundering, information security, management of suppliers, use of resources, emissions	Supplier inspections and communication meetings
News media	Customer services, information security, employment, intellectual property management, use of resources	Social media, official website, press conferences and communication meetings
Community and the public	Community investment, use of resources, climate change, emissions, environment and natural resources	Charity activities, community support, social media and community investment-related projects

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

The Company conducted a materiality analysis of the 14 ESG issues identified in the 12 levels involved in the ESG Reporting Guide through on-going communication with its stakeholders. The Company used the identification as reference for its ESG actions and reporting in 2022.



During the year, the important issues the Company identified include “Anti-corruption and Anti-money Laundering”, “Information Security”, “Health and Safety”, “Employment”, “Staff Development”, “Customer Services”, and “Management of Suppliers”; related issues include “Labour Standards”, “Intellectual Property Management”, “Use of Resources”, “Community Investment”, “Climate Change”, “Emissions”, and “Environment and Natural Resources”.

The Company will discuss each of these aspects in this report.

4. OPTIMIZE SERVICE AND PURSUE EXCELLENCE

Adhering to the business principle of “creating value for customers”, the Company is committed to empowering the innovative economy by providing best-in-class capital for excellent businesses globally in order to support the development of global economy. Accordingly, the Company has established an advanced service concept and a strict compliant operation mechanism to provide customers with innovative services which meet their actual needs. The Company has also carried out informatized management and intellectual property protection to develop a long-term and stable cooperative relationship with customers in pursuit of sustainable development.

4.1 Compliant Business Operations

The Company has business offices in mainland China, Hong Kong, and the United States, and as the Company continues to grow, it adheres to ethical standards and strictly abides by relevant local laws and regulations. In Mainland China, the Company strictly abides by laws and regulations including the *Securities Investment Fund Law of the People’s Republic of China*, the *Securities Law of the People’s Republic of China* and the *Guidelines for the Internal Controls of the Investment Banking Business of Securities Companies*, and industry regulatory rules such as *Measures for the Compliance Management of Securities Companies and Securities Investment Fund Management Companies* of China Securities Regulatory Commission, *Interim Measures for the Supervision and Administration of Private Investment Funds*, *Measures for the Administration of Fundraising Activities of Private Equity Funds* of the Asset Management Association of China, and *Implementation Rules for Clean Practice of the Fund Operating Agencies and their Working Staff*. In Hong Kong and the United States, the Company has established such internal systems as the *Code of Business Conduct and Ethics*, the *Policies for Anti-Money Laundering and Counter-Terrorist Financing*, and the *Information Barrier Procedures* with reference to the *Securities and Futures Ordinance*, *Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission*, *Fit and Proper Guidelines and Guideline on Anti-Money Laundering and Counter-Financing of Terrorism (For Licensed Corporations)* of Hong Kong and rules of U.S. Securities and Exchange Commission, self-governance regulations of the U.S. Financial Industry Regulatory Agency and other local laws and regulations. Other local compliance teams have also developed their own compliance policies, procedures or guidelines, based on their specific business scope and contents, in accordance with the Company’s policy and local laws and regulations, to ensure compliant business operations.

Pursuant to the requirements of regulators including China Securities Regulatory Commission and Securities Association of China and self-regulatory organizations, CR Securities has further improved its own compliance management system based on the *Compliance Management System of China Renaissance Securities (China) Co., Ltd.* and supported by the systems such as the *Compliance Inspection Management Measures* and the *Compliance Accountability Management Measures*, which stipulate and optimize the requirements on organization structure for compliance management and responsibilities thereof, and compliance review, inspection, reporting and assessment and other procedures. Meanwhile, it conducts compliance effectiveness assessments every year and submits compliance management reports to regulators on a regular basis. In 2022, CR Securities formulated the *Measures for the Administration of Full-Time and Part-Time Compliance Personnel* and the *Measures for the Administration of the Investments by Directors, Supervisors, Senior Management and Practitioners*, and revised various compliance management systems, to further update and enhance its compliance management systems.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

Over the years, the Company continued to promote the construction of information technologies for business compliance in order to computerize most of the compliance process online, and implemented centralized management of the Company's compliant businesses by connecting all local compliance management systems online to enhance the efficiency of the approval process.

In addition, in order to enhance employees' awareness of compliance and ensure the compliance of business operations, China Renaissance organizes relevant training programs regularly every year and publishes the latest compliance information in a timely manner. During the Reporting Period, the Company released 30 issues of compliance information and held 35 compliance training sessions.

4.2 Quality Service Guarantee

China Renaissance always adheres to its "customer-centric" concept and the corporate values of "pursuing excellence", and strives to deliver high-quality and multi-stage financial services across the entire lifecycle for its customers. China Renaissance has developed a multi-dimensional and all-round business system encompassing private financing, mergers and acquisitions, securities underwriting and issuance, securities research, securities sales and trading, private equity investment and brokerage asset management. As the Company expands and deepens its business operation, the Company places emphasis on identifying the market positioning of clients while focusing on delivering consistent service quality. Leveraging its extensive experiences and foundation in the innovative economy market of different industries and sectors, the Company provides its customers with customized, detailed and high-quality services. The Company works closely with its customers to identify, explore and analyze opportunities and create value, effectively assisting them in developing their businesses.

The Company continues to strengthen asset allocation while enhancing key capabilities in such aspects as product design, channel, investment and research, and expand the scale of investment management business to effectively promote the scale construction of asset management and enhance the scale economies effect. During the year, China Renaissance obtained the official license from the Monetary Authority of Singapore to engage in the trading of capital market products that are securities, provide financial advices, and publish research analysis or research reports, thereby expanding the Company's business coverage in Southeast Asian markets. In the future, China Renaissance will continue to enhance its business influence and customer service capabilities in Southeast Asian and global markets, develop a product system covering the entire lifecycle of enterprises in Southeast Asian markets, and comprehensively expand the business coverage in global markets to create value for more customers. The Company will also continue to increase investment in technology and ecosystems, and actively leverage China Renaissance's expertise in innovative economy platform, data-driven sustainability platform and the field of innovative economy to efficiently and accurately identify outstanding entrepreneurs and projects, and improve the efficiency and success rate of capital matching. The Company has established a platform system that integrates the risk appetite and business needs of investors, enabling more effective resource matching globally. Based on digital services, the Company has set up a consultant team to provide stage-specific, professional and refined services throughout the entire development cycle of customers based on the characteristics of different stages. In the future, the Company will continue to develop its IT platform to enhance its ability to identify and price resources, and continue to improve its competitiveness and customer service capabilities. During the year, the Company maintained its leading position in private placement consulting and served as a bridge between innovative economy companies and the market, effectively facilitating the business development of its customers.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

Key Awards of the Company in 2022

Awarded by	Name of Award
PEI300	2022 TOP 10 Private Equity Investment Institutions in Mainland China (2022年度中國內地私募股權投資機構 TOP10)
Zero2IPO	2022 TOP 20 Private Equity Investment Institutions in China (2022年度中國私募股權投資機構 TOP20) 2022 TOP 30 Investment Institutions in Consumption Sector of China (2022年度中國消費領域投資機構 TOP30)
ChinaVenture	2022 China's Top 30 Private Equities Noticed by Limited Partners (2022年度中國最受LP關注私募股權投資機構 TOP30)
36Kr	2022 TOP 1 Most Influential Innovative Investment Banks in China (2022年度中國最具影響力新型投行 TOP1) 2022 TOP 20 Investment Institutions in Big Consumption and Creative Economic Sector of China (2022年度中國大消費與創意經濟領域投資機構 TOP20) 2022 China's Top 50 Private Equities Voted by Limited Partners (2022年度中國最受LP認可私募股權投資機構 TOP50)
China Securities Journal	Golden Bull Outstanding Institution in Private Equity Investment by 2022 Golden Bull Award (2022年度金牛獎金牛私募股權投資卓越機構)
Securities Times	2022 Jun Ding Award for Emerging Wealth Management Institutions in Securities Industry in China — CR Securities (2022年度中國證券業新銳資管機構君鼎獎 — 華興證券) 2022 Jun Ding Award for Wealth Management Equity Team in Securities Industry in China — CR Securities (2022年度中國證券業資管權益團隊君鼎獎 — 華興證券)
VBData	2022 Investment Institution for Healthcare Services (2022年度醫療服務投資機構) 2022 Financial Advisory Institution for Healthcare (2022年度醫療健康財務顧問機構)
zhitongcaijing.com	2022 Best Hong Kong Stock Connect Company (2022年度最佳港股通公司)
GURUCLUB	2022 Social Responsibility Award (2022年度社會責任獎)
CYZone	2022 ESG Best Practice Award for China's VC Firms (2022年度中國創投機構ESG最佳實踐獎)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

4.3 Customer Complaint Management

To maintain close relationships with customers and ensure the quality of its products and services, the Company has established a complete set of customer complaint handling process and management mechanism based on its customer-oriented service principle. This mechanism enables the Company to quickly respond to and address customer complaints, earning the trust and recognition of its customers.

In an effort to sustain its communication channels with customers and listen to their feedback, China Renaissance has established client feedback channels for securities business in its places of operations, so as to collect and receive various suggestions, complaints and feedbacks from external customers. CR Securities has formulated the *Measures for Management of Customer Complaints*, the *Measures for Management of Complaints and Reports* and other internal management measures, making clear the classification of complaints, complaint acceptance, complaint handling and tracking, training and assessment, documentation, rectification, etc. Also, the management mechanism has been further enhanced. Additionally, in response to and dealing with customer complaints, the Company proactively accepts customer supervision, actively identifies and corrects deficiencies in the work, and continuously improves its ability to serve customers through mutual evaluation among projects.

During the year, CR Securities received one complaint referred by the regulator which was handled promptly and properly through communication with the customer. In addition, there were no other complaints received by the Company. The scope of the Company's business does not involve the assurance or recall of physical products.

4.4 Information Security and Protection

In strict compliance with the *Cyber-security Law of the People's Republic of China*, the *Rules for Governance of Securities Companies* and other relevant laws and regulations and relevant regulatory requirements and in light of its business features, the Company has implemented the *Information Technology Security Management Rules*, the *Internet Security Access Management Measures* and other internal management rules. Adhering to the information security management strategy of "focusing on prevention with continuous enhancement", the Company actively identifies and controls the risk of information leakage. To strengthen employees' confidentiality consciousness and ensure their safe-keeping of customer information, the Company has also developed internal rules and regulations, such as the *Code of Business Conduct and Ethics*, which clearly stipulate that employees shall not provide customer information to any entity or individual, and set out punishment and accountability measures for violation of confidentiality requirements and illegal disclosure of customer information to keep improving the system for managing customer privacy information and data confidentiality.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

In 2022, based on its corporate system, CR Securities revised the internal systems such as the *Measures for Compliance Management of Investment Banking Business* to further refine the requirements for employees to maintain confidentiality of customer information in investment banking business. Moreover, CR Securities revised the *Information Technology Security Management System*, the *Measures for Implementation of Employee Information Security Management* to supplement specific measures for preventing risks related to network access, and strengthen the control over network access of the Company.

In terms of technology, the Company adopts the Data Leakage Prevention system to protect core data assets of China Renaissance through implementing strong control measures such as interception, audit and tracing before, during and after any incidents, respectively, to safeguard the core data throughout the entire lifecycle. In addition, through docking of the teleconference system and the corporate Single Sign-On identity authentication system, the Company strives to ensure as much as possible the validity of the identities of the participants, enhances a higher level of identity verification capabilities of the teleconference system and guarantees the information security of the attendees. In 2022, the Company developed a situational awareness and traffic analysis platform, on which a risk alert and threat warning mechanism was established. This mechanism can identify, and has insight into, various attack threats and abnormal risks in the network environment in a timely manner. It can also respond to potential threats effectively and make security decisions, and improve the network security defense system according to the information available on the purposes, techniques and tools of the hackers. At the same time, the Company completed the construction of the comprehensive operation, maintenance and control platform, which can provide different functions such as operation and maintenance identity verification, account monitoring, system operation and auditing. As a result, the information security and protection capabilities of the Company were ramped up.

In the daily operation, the Company has gradually enhanced the information protection awareness at all levels, reasonably set departments and functions, promoted the IT monitoring measures, and established a comprehensive division system. The agreements between it and its customers, investors, partners and staff all cover confidentiality-related terms. During the course of business involving customers' information, the Company will communicate with them as required by laws and rules for confirmation, and ensure the use of customers' information is in compliance with the requirements of laws and rules. In order to effectively enhance the staff's awareness of information security and protection, the Company includes information security as a key element in the staff training. In 2022, in accordance with relevant laws and regulations such as the *Personal Information Protection Law and the Data Security Law*, China Renaissance streamlined its internal control processes related to information protection and data security. New internal control measures were adopted to strengthen the compliance of personal information collection, use, and storage in various departments, in an effort to step up its information security and protection.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

In light of the business strategy and deployment, CR Securities has extensively strengthened its information security measures and risk prevention methods for its retail business app in terms of research and design, development and testing in accordance with the *Technical Specifications for the Protection of Personal Financial Information* and the *Regulations for the Security Management of Applications and Software for Mobile Finance Users* and other standards of the financial industry so as to protect customers information security to the greatest extent.

4.5 Protection of Intellectual Property Rights

China Renaissance strictly follows relevant laws and regulations such as the *Anti-Unfair Competition Law of the People's Republic of China*, the *Patent Law of the People's Republic of China*, the *Advertisement Law of the People's Republic of China*, and the *Trademark Law of the People's Republic of China*, and has formulated the *Measures for the Administration of Trademarks* to regulate the use and external promotion of brand image and protect its own legitimate rights and interests.

The Company continued to carry out new applications and maintenance for its trademarks and other intellectual property rights after classifying and integrating its existing intellectual property rights so as to further improve the intellectual property structure of the Company. In the course of business cooperation, the Company strictly reviews the relevant terms of trademarks and brands, and stringently controls the use of its trademarks and brands. The Company continued to regularly conduct the work for protecting its trademarks and brands, proactively monitored the market, and promptly identified and handled any infringement of trademarks or other intellectual property rights to provide comprehensive and accentuated protection for the legitimate rights and interests regarding trademarks and brands. For any act of infringement, the Company will report them in accordance with relevant laws and regulations and provide evidence to safeguard intellectual property rights and brand image.

5. ACHIEVE MUTUAL DEVELOPMENT WITH EMPLOYEES

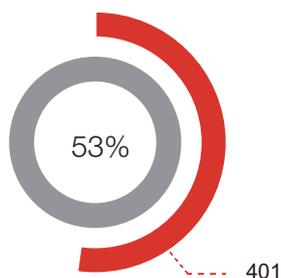
China Renaissance regards its employees as the core competitiveness and valuable assets for the development of the Company. It is committed to providing a platform of career development for outstanding talents who have entrepreneurial spirit, pursue excellence and embrace challenges and innovation economy. The Company has taken earnest measures to safeguard the legitimate rights and benefits of the employees and attached importance to talent cultivation and development. It values the trust and loyalty of employees and strives to create an equal and active working atmosphere for them, so that the Company and its employees can work together to achieve mutual growth and success.

5.1 Work in China Renaissance

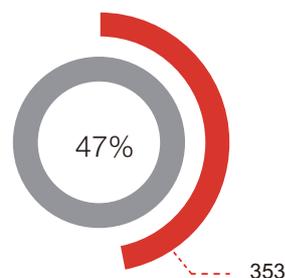
The Company strictly complies with the *Labour Law of the People's Republic of China*, the *Labour Contract Law of the People's Republic of China*, the *Provisions on the Prohibition of Using Child Labour*, the *Regulation on Work-Related Injury Insurance* and the *Special Rules on the Labour Protection of Female Employees*, the *Employment Ordinance* of Hong Kong and other relevant laws and regulations. The Company has developed a series of its own rules for employee management such as the *Recruitment Management Rules*, and the *Employee Manual*. These rules systematically regulate the management mechanism of employees in the terms of employment, working hours, vacation management, compensation and benefits, promotion and development, allowing the Company to effectively protect the legitimate interests of the staff.

The Company is committed to establishing a legal, compliant, equal and harmonious labour relationship with its employees by adhering to the principle of fairness and mutual respect. In the recruitment process, the Company strictly adheres to the relevant procedures and regulations and focuses on employee diversity. There is no discrimination against any candidates based on gender, race, religion or any other aspects. All candidates are treated equally, without any form of insult or discrimination. The Company strictly verifies candidates' information, completes employment formalities according to regulations and rules and improves the training of recruiters and the management of related systems and processes, to prevent the employment of child labour or forced labour. If relevant violations are identified, the relevant personnel will be promptly and properly relocated and dealt with according to law. In 2022, there was no child or forced labour event occurred within the Company. As of the end of Reporting Period, there were a total of 754 full-time employees and no part-time employees in the Company.

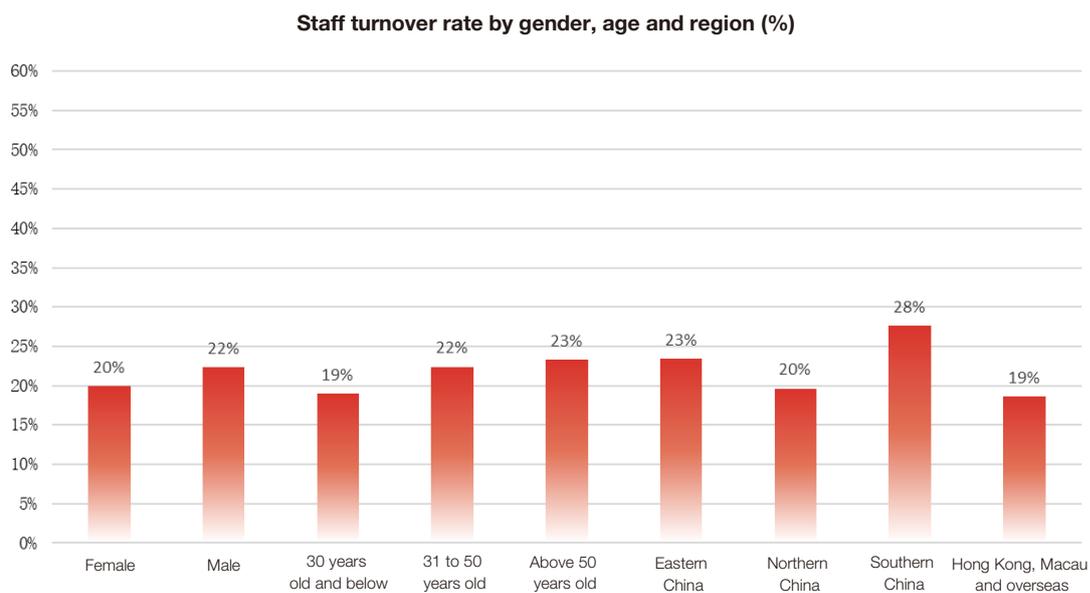
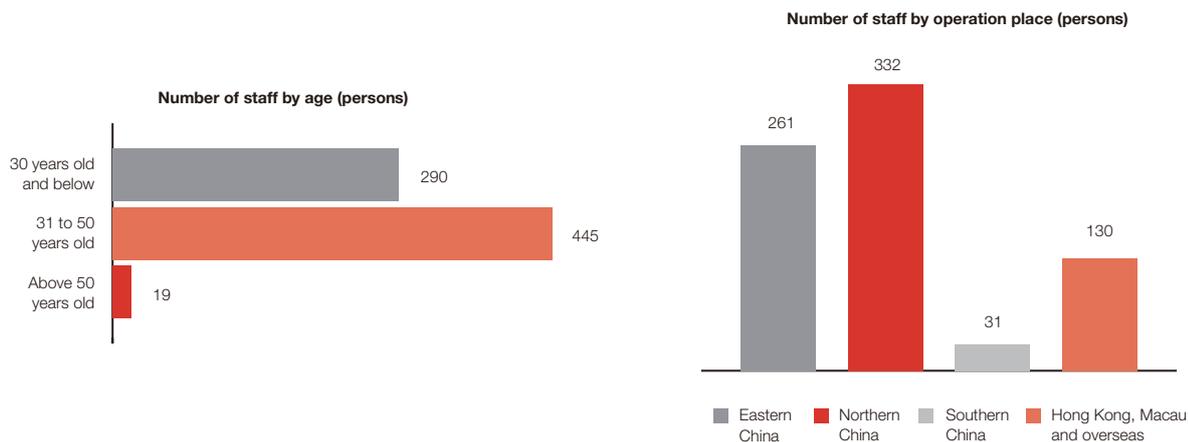
Number and percentage of female staff



Number and percentage of male staff



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)



Notes:

1. The number of staff and staff turnover rate covered China Renaissance and CR Securities.
2. The statistical caliber of staff turnover rate was the voluntary turnover rate of staff.

Case: China Renaissance held Autumn Online Campus Recruitment Campaign

In September 2022, in active response to the ESG strategic development goals, the Company held an online recruitment campaign to communicate with a wide range of fresh graduates in a more efficient and environmentally-friendly manner. At this campaign, China Renaissance placed an emphasis on the long-term development and sustainable training of its employees. With its corporate vision and strategic development goals in mind, the Company has provided career development advice for college students in alignment with its people-oriented principle, business development and principal concepts of mutual growth and win-win development for both the Company and individual employees. These initiatives have brought more confidence and positive energy to students who are anxious about employment.

This campaign was the first online campus recruitment of China Renaissance. The Company plans to continue using this approach to carry out recruitment in the future in a more creative and efficient manner.

Case: 2022 “Sailing Program” (揚帆計劃) of CR Securities

In 2022, CR Securities participated in the “Sailing Program • Internship for College Students in the Securities Industry” (揚帆計劃 • 證券行業大學生實習) jointly organized by the Securities Association of China and other institutions. This program provided more than 20 internship and employment positions for college students, and recruited a total of over 140 interns throughout the year, helping the Company to extensively screen and reserve talents while actively fulfilling its social responsibility and promoting stable employment for college students.



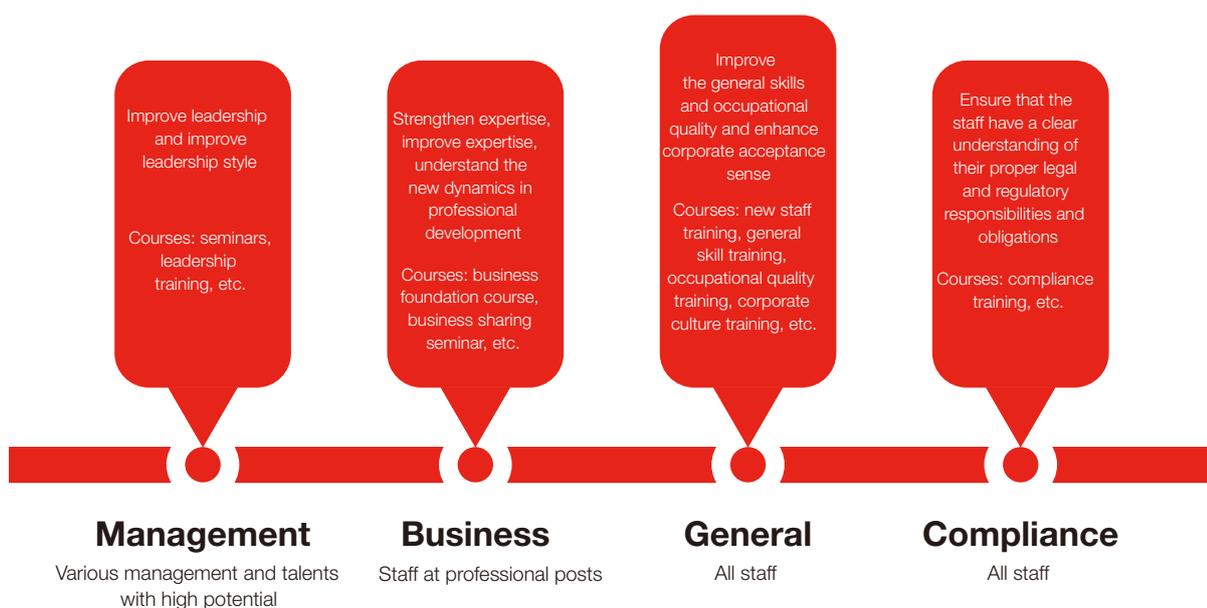
Picture: 2022 “Sailing Plan” of CR Securities

5.2 Growth in China Renaissance

China Renaissance has attached great importance to the development and growth of its employees. Aligning with the corporate vision and strategic goals and adhering to the basic principles of effectiveness, pertinence and co-creation, the Company has established the culture that is people-oriented and business-based with focus on mutual growth of the Company and employees. The Company strives to provide its employees with a platform for continuous learning and development, so as to promote the development of the Company while supporting the growth of its employees.

The Company has formulated the *Measures for Position Management* and other management systems to establish a clear promotion system and a career development pathway for employees and provide them with fair opportunities for competition and a clear direction for development. By constantly optimizing the post rank system, the Company has developed differential career development pathways based on different characteristics of each business line, encouraging its employees to pursue diversified development and providing them with a broad platform and ample opportunities for occupational development.

For the purpose of promoting the growth of its employees, the Company has formulated the *Training Management System*, and established a systematic training management system that integrates management of training organisation, targets, courses and implementation. By continuously improving the all-round and multi-level training system, the Company provides the employees with diversified and pertinent training courses, allowing them to improve their occupational qualities and practice levels and create personal value.

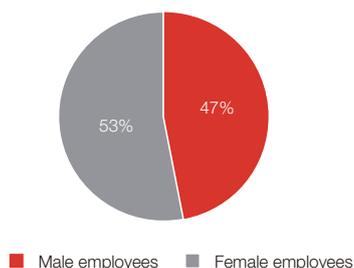


ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

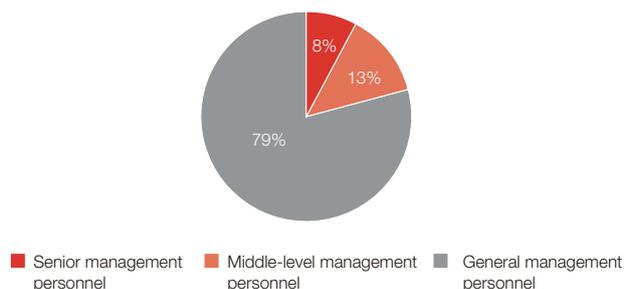
To meet the diverse training needs of employees, the Company has developed an online learning platform that encompasses modules such as mission completion competitions, content co-creation and knowledge sharing, so that employees can engage in self-learning anytime and anywhere. Furthermore, the Company has designed a range of training activities, including “Fueling Station”, “Masters’ Talk”, “Big Lecture”, “Journey of Elite Qualities+”, “Journey of Fit In for New Employees”, “Journey of Leadership” and “China Renaissance Youth Leader Training Camp”. The scenario-based, game-like, socially-networked and systematic learning model places trainees at the center, facilitating more diverse and engaging trainings.

To keep the staff informed of latest business developments, the Company periodically organises courses on regulatory trends and completes the follow-up education and training required by the Securities Association of China and the Asset Management Association of China in a timely manner every year. The Company encourages its employees to actively participate in business and compliance trainings organised by various industrial associations, regulators and peer companies. In addition, to strengthen the business knowledge and communication among employees, the Company holds regular special activities that involve multiple business departments, enabling the employees to discuss future development directions and cooperation models of different departments, thus building their confidence in career developments.

Percentage of employees receiving training by gender (%)

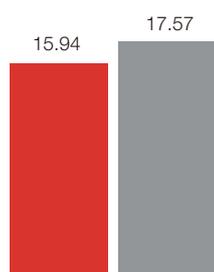


Percentage of employees receiving training by employee type (%)



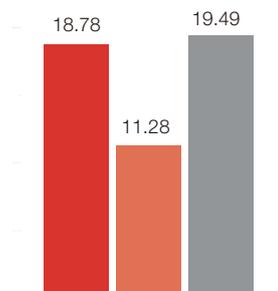
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

Average training time by gender (hours/person)



■ Male employees ■ Female employees

Average training time by employee type (hours/person)



■ Senior management personnel ■ Middle-level management personnel ■ General management personnel

Case: 180-Day Plan for New Managing Directors (MD)

In 2022, the Company established the “New MD 180-Day Plan” to facilitate the smooth integration of new MDs into their positions. Under the plan, a mentor was assigned to each new MD to guide them through any difficulties and challenges they may face by providing instructions and advice in a timely manner and engaging in regular one-to-one communication to understand their feelings towards adapting to the Company. In addition, the mentor recommended two books to the new MD every 1–2 months and learned alongside them to broaden their knowledge dimension and improve their management abilities. Every 1–2 months, four new MDs were invited to share their experiences with others.

This plan aims to help new MDs quickly adapt to the new working environment, overcome obstacles and achieve their goals by facilitating communication, mentoring, goal setting, training sharing and follow-up support, with an objective to identify the direction, strengthen the sense of identity and promote synergy.

Case: “Backbone Talent Development Plan” of CR Securities

Under the “Backbone Talent Development Plan” in 2022, CR Securities organised a series of activities to enhance the communication and mutual trust between middle-level core backbone members and the Company, while strengthening their sense of belonging and identity with the Company. Each backbone member was assigned with a professional trainer, and a number of high quality professional trainings and career sharing sessions were held to enhance their understanding of the strategies and values of the Company and strengthen the bond between the backbone members and the Company.



Picture: “Backbone Talent Development Plan” of CR Securities in 2022

Case: Online Training of CR Securities — “CR Cloud Plan”

In July 2022, CR Securities further improved its “CR Cloud Plan” for Online Training by introducing new models such as scoreboards and “CR Coins”. Ranking lists based on per capital learning hours of each department and personal learning hours were set up. Employees can accumulate “CR Coins” through learning hours, which can be exchanged for rewards. These features effectively motivate employees to participate in online training.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

5.3 Health in China Renaissance

China Renaissance pays great attention to the physical and mental health and safety of employees, and strictly abides by the *Labour Law of the People's Republic of China*, the *Regulation on Work-Related Injury Insurance*, the *Fire Protection Law of the People's Republic of China* and other relevant laws and regulations and industrial standards. It has formulated the *Rules on the Fire Safety Management* and other internal regulations and rules according to relevant laws and regulations to establish a comprehensive health and safety management system and effectively ensure the health and safety of employees.

The Company has endeavored to guarantee the health and safety of employees in the usual course of business by inspecting fire equipment at the offices on a regular basis and enhancing safety protection measures; inviting experts from the fire protection company to offer fire control knowledge and safety training to all employees every year; actively involving employees to take part in fire drills organised by the property company and enhancing employees' precaution awareness and self-rescue capabilities. Meanwhile, the Company has been committed to providing a healthy and comfortable work environment for employees by using safe and healthy environment-friendly materials for decoration and maintenance of offices; taking air cleaning and insecticidal treatment measures in the office area on a regular basis; and cleaning the air conditioners and other equipment irregularly.

Every year, the Company provides free annual physical examination and supplementary medical insurance on top of basic social insurance for all employees. The Company has equipped the office with a medical emergency kit and actively educated employees about first-aid knowledge to improve their ability to respond to sudden personal injuries and accidents. The Company has established the special "CR Welfare" zone to provide the staff with TCM diagnosis and treatment service and thus to safeguard their health. In addition, the Company has conducted health-related seminars from time to time to enrich the health knowledge of employees.

Case: Fire Safety Publicity and Education Activities Held by the Beijing Office of China Renaissance

On October 28, 2022, a wide range of fire protection publicity and education activities for fire safety were carried out in the office buildings in Beijing. China Renaissance invited the instructors from the fire training institution in Chaoyang District, Beijing to conduct onsite training sessions on fire safety knowledge with the theme "Finding Hidden Dangers to Ensure Safety". The training aimed to enhance the fire safety awareness of employees and improve their safety escape skills.



Picture: Fire Control Knowledge Training Held in Beijing Office

Case: Trainings on Fire Safety Knowledge Organised by CR Securities

On July 15, 2022, CR Securities organized a fire safety knowledge training for relevant personnel from various departments. The training covered detailed knowledge of fire control, including fire control laws and regulations, self-rescue and escape methods and examples of fire accidents. After the training, the principal of the fire publicity centre provided onsite demonstration on the proper operation of fire extinguishers, which effectively improved the firefighting skills of employees.

To provide practical experience based on the knowledge and theory, relevant personnel from various departments of CR Securities actively took part in the fire evacuation drill organised by the property company of Raffles City The Bund on July 29, 2022. The drill further enhanced employees' precaution awareness and self-rescue capabilities, helping them understand and master basic emergency procedures, including identifying dangers and take necessary measures to protect their health and safety.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

2022 Employee Health and Safety-related Performance Indicators

Name of Indicator	2022	2021	2020
Number of work-related fatalities (persons)	0	0	0
Ratio of work-related fatalities (%)	0	0	0
Lost days due to work-related injuries (days)	0	0	0

Note: The staff health and safety information covers China Renaissance and CR Securities.

5.4 Happiness in China Renaissance

The Company places great importance on achieving a work-life balance for employees by implementing various employee care measures. These measures aim to create a harmonious and happy working atmosphere that enhances the happiness and satisfaction of employees.

In daily work life, the Company provides employees with a variety of heart-warming services and basic facilities, such as daily fruits for afternoon tea, ice creams during hot summer and snacks during overtime work. These services demonstrate the Company's care for its employees. In addition, baby care rooms are available for working mothers to create a favorable environment and support the career development of female employees. Various measures such as "Xing Share (興分享)", "Xing Joy (興彩)" and "Annual Engagement Survey" are also implemented to establish a fair, just and transparent development environment that fosters a culture of openness, inclusiveness and enthusiasm for employees, encouraging them to actively contribute to the development of the Company.

During the COVID-19 pandemic in 2022, the Company promptly arranged channels for purchasing supplies, distributed medicines and anti-pandemic materials to all employees and addressed their urgent needs to convey the Company's care for employees. In addition, the Company paid close attention to the psychological health of employees by issuing reminders and care cards with the gift packs, and timely listening to their actual demands to solve their problems effectively and overcome the difficulties together.

Awarding organization	Name of Award
Moka (北京希瑞亞斯科技有限公司)	2022 Best Employer
Fudan University	2022 Best Employer
Shixiseng (Chengdu Mengxiang Technology Co., Ltd.)	2022 Best Employer for Interns

6. INTEGRITY AND SELF-DISCIPLINE AND ADHERING TO MORAL PRINCIPLES

The Company attaches high importance to integrity and compliance operation and actively carries out anti-money laundering and anti-corruption risk management to maintain a clean and fair corporate culture that strictly adheres to business ethics.

6.1 Preventing Money Laundering Risk

China Renaissance proactively fulfils its anti-money laundering responsibilities as a financial enterprise by strictly complying with relevant laws and regulations, such as the *Anti-Money Laundering Law of the People's Republic of China*, the *Guidelines on Risk Self-assessment of Money Laundering and Terrorism Financing of Corporate Financial Institutions*, the *Measures for the Administration of Client Due Diligence and Preservation of Client Identity Materials and Transaction Records by Financial Institutions* in China, the *Anti-Money Laundering and Counter-Terrorist Financing Ordinance* in Hong Kong Special Administrative Region, the *Bank Secrecy Act and the USA Patriot Act of the United States* as well as the *Anti-Money Laundering Regulations of Cayman Islands*. In addition, the Company has formulated the *Policies for Anti-Money Laundering and Counter-Terrorist Financing*, the *Management Measures on Anti-Money Laundering and Counter-Terrorist Financing for RMB Private Investment Funds, USD Funds – Anti-Money Laundering Compliance Manual, Anti-Money Laundering Manual* for regulated companies in Hong Kong and the United States and other anti-money laundering regulations and rules, and refined the anti-money laundering policies by constantly revising and implementing relevant policies, procedures or guidelines. The Company also keeps informed of and strictly complies with the enactment and updating to relevant laws and regulations. In 2022, the Company updated the internal *Anti-Money Laundering Manual* and relevant procedures based on the latest revision of the *Guidelines of Anti-Money Laundering and Counter-Terrorist Financing* by SFC (The Securities and Futures Commission), and updated the lists of jurisdictional risks, business money laundering risks and the corresponding jurisdictions.

As an important part of compliance management and comprehensive risk management, CR Securities highly values the prevention of money laundering risks, and has established the internal control system for anti-money laundering, including the *Money Laundering Risk Management Measures* and the *Management Rules for Anti-money Laundering Work*. In 2022, CR Securities revised the *Rules for the Assessment of Risks of Business Money Laundering and Terrorist Financing and Detailed Rules of High-Value Transactions and Suspicious Transactions*, and formulated the *Implementation Rules for Anti-Money Laundering in Investment Banking Department*, revised and improved the anti-money laundering part of the *Compliance Review Form for Investment Banking Business Applications*, sorted out the *Requirements for Establishing Pre-Relationship List Screening and System Backtracking Alerts*, and updated the *Enhanced Due Diligence Registration Form for Clients*, ensuring the compliance of internal systems with new regulatory requirements and best practices.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

The Company also continues to provide anti-money laundering publicity and training to help employees fully understand the policies and knowledge on anti-money laundering and promote the culture of money laundering risk management. In 2022, the Company organized relevant anti-money laundering training for all directors and employees of all business lines, conducted anti-money laundering tests, and held the annual anti-money laundering training for fund business. Six basic compliance trainings on topics of anti-money laundering were carried out for new employees. As such, the level of attention to anti-money laundering work of employees have been further enhanced.

CR Securities held over 20 anti-money laundering publicity works via the “Anti-Money Laundering Column” on its official website, official WeChat account, official video account, pop-up windows in trading terminals, SMS messages, on-site campaigns at branches and other channels. In particular, it conducted centralized promotional activities in July and August in response to regulatory requirements and organized 13 internal anti-money laundering-related trainings, and attended 4 external anti-money laundering-related trainings, fostering a culture of awareness around anti-money laundering.

In addition, the Company actively cooperates with regulatory authorities in anti-money laundering compliance checks to ensure that the Company’s relevant procedures comply with laws and regulations. In 2022, in accordance with regulatory requirements, CR Securities conducted a comprehensive assessment of money laundering risks for all business operations, and completed the Company’s first institutional money laundering risk assessment based on the *Guidelines for the Self-assessment of Risks of Money Laundering and Finance of Terrorism of Incorporated Financial Institutions* and took measures to rectify the problems found in the assessment.

6.2 Sticking to the Moral Bottom Line

China Renaissance attaches great importance to integrity. Strictly abiding by the *Anti-Unfair Competition Law of the People’s Republic of China*, the *Interim Provisions on Prohibiting Commercial Bribery* and other laws and regulations, the Company prohibits any form of bribery, acceptance of bribes and other commercial offences as well as any form of commercial fraud. The Company has formulated the *Commercial Integrity and Code of Ethics*, *Administrative Measures for Financial Reimbursement*, the *Clean Practice System for Funds* and other systems to prevent its employees from involvement in any commercial bribery and unfair competition in business, bidding or procurement. The *Employee Manual* clearly required all the employees to know and always abide by the Company’s business behaviors and code of ethics and observe anti-commercial bribery provisions, and explicitly provided the procedures for handling misconduct of its employees.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

In addition, in order to ensure that there is no potential conflict of interests and material non-public information in personal transactions of any employees, the Company formulated the *Policies for Investment of Personal Accounts*, *Policies for Interests of External Businesses* and *Information Barrier Procedures*, which provided its employees with the guidelines and standards for handling personal transactions involving material non-public information, ensured the confidentiality of relevant information and lowered the risks of corruption committed by its employees by virtue of the non-public material information.

All employees are required to sign the *Employment Declaration and Guarantee* and abide by the provisions on integrity and self-discipline. For integrity related issues identified in daily work, employees can report them on site, or via letters, phones, emails or the “feedback zone” on portal site. The Company also formulated rules and regulations such as the *Measures for Reporting Management* to specify the reporting channels, reporting channels, reporting investigation and duties and whistle-blowers protection, etc. The Company will keep the clues of reporting confidential and take necessary measures to protect whistle-blowers, and prohibit retaliating or instigating others to retaliate against real-name whistle-blowers. If a reported issue is proved to be true, the Company will require the relevant party to take rectification measures after seeking the approval of the CEO or the Executive Committee, and if a crime is committed, the issue shall be referred to the judicial authorities immediately.

On top of following the corporate system, CR Securities has formulated the systems and measures such as the *Clean Practice System*, the *Implementation Rules for Clean Practice*, and the *Management Measure for Operating Expenses*. During the year, in accordance with the *Opinions on Strengthening the Regulation of Professional Integrity of Intermediaries under the Registration-Based IPO System* issued by CSRC and the latest requirements on the management of clean practice, CR Securities amended the *Implementation Rules for Clean Practice*, the *Measures for Compliance Management of Investment Banking Business* and the *Compliance Manual for Employees*.

In addition, the Company conducts publicity events and trainings on anti-fraud and anticorruption from time to time to raise employees’ awareness of integrity. In 2022, the Company included prohibition of corruption, bribery, malpractice and related matters in the financial training and compliance training regularly held for its employees. In 2022, CR Securities conducted 12 trainings themed anti-corruption including the themed training for all staff, training for new staff, training for full-time and part-time compliance staff, and the email communication for all staff.

During the Reporting Period, there were no concluded legal cases regarding corrupt practices brought against the Company or its employees.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

7. IMPLEMENTATION OF LOW-CARBON AND GREEN OPERATION

The impacts of the business of the Company on the environment mainly arise from the consumption of water resources, electricity and office supplies during its office operations. In strict compliance with laws and regulations such as the *Environmental Protection Law of the People's Republic of China* and the *Energy Conservation Law of the People's Republic of China*, China Renaissance has formulated the internal management systems such as the *Rules for Use of Office*, and effectuates energy-saving and emission reduction by various means during its daily operation to advocate green office and reduce adverse impacts on the environment.

7.1 Advocating Green Office

China Renaissance insists on green office to reduce energy and resource consumption and practice the concept of sustainable development. In the selection of workplace, the Company prioritises buildings with authoritative green building certification, adopts scientific and reasonable power consumption management systems and measures in office areas, sets the air-conditioning temperature in office areas at a fixed reasonable value, establishes the application system of air-conditioning usage in non-working hours, and reminds employees to turn off lights when they leave after work. The Company arranges meeting service personnel and security personnel to patrol the offices in the working and non-working hours and timely turn off air-conditioners and unnecessary lights. The Company sets automatic switch time for air purifiers so as to enable them to be turned off and to reduce consumption of power.

China Renaissance advocates paperless and systematic office procedure. To save paper and reduce the use of stamping ink, the Company sets printers to print in black and white on both sides by default, and advocates paper recycling. The Company has adjusted the paper express model for its offices in Beijing, Shanghai and Hong Kong and places multiple documents to be sent to the same office into the special envelopes of the Company, which will be collected by a designated person in one express envelop, thus avoiding duplicated use of materials. Employees are encouraged to reduce the use of disposable goods in order to promote recycling and avoid waste of resources.

China Renaissance also places high importance on greenness and environmental protection in equipment procurement so as to reduce the consumption of resources from the source, actively fulfilling its environmental responsibility. The Company selectively purchases water saving instruments such as sensor faucets and temperature-controlled equipment such as water-cooled non-fluorine air conditioners as well as high-density super-converged servers, power saving and environmentally-friendly lamps and other power saving and consumption-reduced infrastructures.

During the year, China Renaissance updated the environmental goal and monitored the progress timely, and actively took corresponding initiatives and measures.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

Classification of environmental goal	Environment goals	Achievement progress	Additional environmental goals in 2023
Goal of energy use/goal of emission volume	<p>The lighting equipment in the current offices and the future newly-leased offices of the Company are all power saving and environmentally-friendly lamps, which can reduce the emission of greenhouse gases by reducing power electricity.</p>	<p>In 2022, all lighting equipment in the offices was replaced with power saving and environmentally-friendly LED lamps.</p> <p>In 2023, the Company will continue to work towards this goal and implement energy management practices.</p>	<p>The proportion of business class for Beijing-Shanghai business trips shall not exceed 15% each year.</p>
Goal of waste reduction	<p>Non-hazardous wastes:</p> <p>The Company's offices in Beijing and Shanghai comprehensively implement waste classification and recycling.</p> <p>From 2022, the Company's offices have comprehensively used biodegradable garbage bags to replace plastic garbage bags.</p> <p>Hazardous wastes:</p> <p>The hazardous wastes produced from IT operation are 100% delivered by the Company to product suppliers or qualified recyclers for recycling and treatment.</p>	<p>Non-hazardous wastes:</p> <p>Since January 1, 2022, the Company has implemented waste classification and recycling and used biodegradable garbage bags to replace plastic garbage bags.</p> <p>Hazardous wastes:</p> <p>In 2022, all hazardous wastes produced from IT operation were delivered to product suppliers or qualified recyclers for recycling and treatment.</p> <p>In 2023, the Company will continue to work towards this goal and implement waste management practices.</p>	/
Goal of water use efficiency	<p>The water facilities and volume for the offices and toilets of the Company are supplied and managed by property management companies. As the water volume is insignificant to the Company, the Company has no difficulty in sourcing water. As such, the Company has not set the goal of water use efficiency. Despite this, it is committed to advocating the water saving in daily operation.</p>	<p>In 2022, the annual purchase of bottled water for offices did not exceed 2000L.</p> <p>In 2023, the Company will continue to advocate water saving in daily operation.</p>	/

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

7.2 Tackling Climate Change

China Renaissance highly values the climate change-related matters, and the climate change risks are included in the Risk Management System which provides for the identification and analysis of, and the response to, climate change risks, etc. The Company rated and sorted the climate change risks identified, and formulated a list of material risks, based on the impact of the climate change risks on the Company, the possibility of occurrence, the adoptive capability and the restorability of the Company and other factors; it then submitted the relevant analysis results to the management and the Board for step-to-step review; the Board will review the relevant environmental goals in response to the climate change risks with reference to the analysis results of the climate change risks, and make decisions on the relevant solution, which will be used for guiding the Company in conducting relevant work to withstand the climate change risks.

As the Company is well aware of the potential impact that climate change may have on the Company's services and operations, and further on financial performance, in order to proactively tackle the climate change, the Company has made an initial identification of risks and opportunities related to climate change and considered developing relevant countermeasures.

Identification of risks and opportunities related to climate change	Potential financial impact	Countermeasures
<p>Transition risks</p> <p>Requirements related to replacement of existing products and services with low-emission options</p> <p>Stakeholders' growing concern over issues related to climate change</p> <p>Failure to effectively identify climate change risks of invested enterprises in investment business</p>	<p>Fixed assets, IT equipment, etc. need to be repurchased/ renewed, resulting in increased procurement costs</p> <p>The Company's customers, especially potential fund LPs (Limited Partners), are increasingly concerned about climate change issues, which may have a certain impact on developing customers and fund raising, etc.</p> <p>Potential investment loss due to climate change risks of invested enterprises</p>	<p>Try to choose products with low energy consumption and low emissions at the time of first purchase</p> <p>Make an active response to stakeholders' concern about climate change issues, reply to limited partners of funds as to the ESG-related issues in the course of due diligence by them, and develop an ESG system for the funds</p> <p>Integrate climate change risks into the risk evaluation process at the management level of China Renaissance Group</p>

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

Identification of risks and opportunities related to climate change	Potential financial impact	Countermeasures
<p>Physical risks</p> <p>Changes in average temperature and frequent extreme weather</p>	<p>Increased energy consumption in workplace and damaged fixed assets lead to higher daily office costs</p>	<p>Use energy- and water-saving equipment to control daily electricity and water consumption; raise employees' awareness of energy conservation; and preferably choose energy-saving and environmentally friendly buildings in selecting the workplace</p>
<p>Opportunities</p> <p>Develop new products and markets</p> <p>Falling within new economy and healthcare industry, most of the Company's invested enterprises are less affected by climate change, have a greater competitive advantage than traditional enterprises and may achieve better performance</p>	<p>Increase operating income</p> <p>Improve investment return</p>	<p>Pay close attention to the opportunities in investment banks/ investment projects in the clean energy industry, selectively launch ESG/green securities index, green bonds, etc., include the ESG scores of the listed companies in the research reports (with effect from June 2022), and set up a special team to research and develop ESG-related products</p> <p>Consider the potential impact and risks on the invested enterprises from climate change in making decisions on fund investment</p>

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

7.3 Environmental Performance Indicators

Emissions

Name of Indicator	Data for 2022
Total GHG emissions (tons)	541.08
Total GHG emissions per floor area (tons per square meter)	0.039
Hazardous waste (tons)	0.03
Hazardous waste per employee (tons per employee)	0.00004
Non-hazardous waste (tons)	0.47
Non-hazardous waste per employee (tons per employee)	0.0005

Notes:

- 1 The scope of environmental data in the table includes: Beijing Office, Shanghai Office and Hong Kong Office of China Renaissance as well as Beijing Office, Shanghai Office, Shenzhen Office and Guangzhou Office of CR Securities.
- 2 Based on the operational features, the Company maintains a small number of vehicles, thus the emission of nitrogen oxides, oxysulfides and direct greenhouse gases (scope 1) produced by us is insignificant. Under the materiality principle, the Company did not include the information of the above emissions in its statistics.
- 3 Due to its business nature, the major GHG emissions of the Company arise from the use of electricity (i.e. indirect GHG emissions (Scope 2). Calculation for GHG mainly includes carbon dioxide, methane and nitrous oxide. GHG is presented in carbon dioxide equivalence and calculated based on the *2019 Baseline Emission Factors for Regional Power Grids in China* issued by Ministry of Ecology and Environment of the People's Republic of China, and the *2006 IPCC Guidelines for National Greenhouse Gas Inventories (2019 Edition)* issued by the Intergovernmental Panel on Climate Change.
- 4 Hazardous wastes arising from the operation of the Company mainly include used toner cartridges, ink boxes, etc. All waste toner cartridges, ink boxes and other hazardous waste are recycled by product suppliers or qualified suppliers.
- 5 Non-hazardous waste arising from operation of the Company mainly includes displaced electronic equipment. The displaced electronic equipment is recycled by qualified recyclers upon approval for disposal.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

Energy and Resource Consumption

Name of Indicator	Data for 2022
Total energy consumption (MWh)	819.35
Energy consumption per floor area (MWh per square meter)	0.059
Paper consumption (tons)	4.07
Paper consumption per employee (tons per employee)	0.0046
Municipal water consumption (tons)	620.00
Municipal water consumption per employee (tons per employee)	0.70

Notes:

- 1 The scope of environmental data in the table includes: Beijing Office, Shanghai Office and Hong Kong Office of China Renaissance as well as Beijing Office, Shanghai Office, Shenzhen Office and Guangzhou Office of CR Securities.
- 2 Due to its business nature, the major energy consumption of the Company arises from the use of electricity.
- 3 The energy consumption data is calculated based on the electricity and fuel consumption using relevant conversion factors provided in the General Principles of Comprehensive Energy Consumption Calculation (GB/T 2589–2020).
- 4 The Company has no problems in seeking suitable water sources. The municipal water consumption arises from water consumed by offices in Beijing. As water fees incurred in other areas are included in the property fees, the corresponding water consumption cannot be separately calculated. Such water consumption will be calculated timely based on the actual situation in future.
- 5 The packaging data is not applicable to the Company.

8. PRACTICE OF RESPONSIBLE SUPPLY MANAGEMENT

The Company's procurement mainly includes IT software and hardware, office supplies and services from suppliers with lower environmental and social risks. Following the procurement principle of "fair, just and open", China Renaissance has formulated the *Measures for Bidding Management*, the *Measures for Procurement Management*, the *Measures for Supplier Management* and other relevant regulations to regulate the Company's supplier management, ensure procurement quality, and develop a sustainable supply chain together with the suppliers.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

8.1 Admission and Review Management

The Company has established the procurement principle of “Application before Execution” based on the *Measures for Procurement Management* and the *Measures for Bidding Management*, defined the organizations related to the procurement and their duties and responsibilities, clarified the classification of and special provisions on procurement methods, and realized the regulated management of the procurement application, invitation for bids, assessment of tenders, contracts, inspection and acceptance, payment, etc.; at the same time, the Company has revised the *Measures for Supplier Management*, made clear the definition and scope of application of suppliers and updated and refined the qualification requirements for supplier admission and specific procedures for supplier admission management, whereby achieving the refined full-cycle management from supplier admission, change and exit.

The Company adheres to the principle of centralized procurement, whereby the procurement department acts as the centralized management department and conducts procurement based on the needs of different departments. In addition, certain business lines have established their own procurement policies in accordance with their respective procurement needs. Relevant department may also implement their respective procurement systems based on the requirement for different products to ensure efficient procurement in compliance with the regulations, provided that the framework of such systems are complementary to, and do not contradict, the policy of the Company.

China Renaissance conducts ongoing monitor, tracking and screening to the suppliers via quality tests and annual assessments during transactions, etc. In 2022, the Company carried out annual review evaluation for suppliers whose procurement amount accounted for more than 80% or whose number of procurements accounted for more than 80% in each department of the Company. In order to fulfill the ESG green development concept together with its suppliers, the Company has added the ESG-related assessment item when conducting annual audit and assessment on suppliers under the *Supplier Management Measures*, and gave full marks for such indicator for suppliers who are the first to construct an ESG system, have proactively fulfilled the ESG green development concept and have no negative ESG-related remarks; meanwhile, suppliers who hold ESG-related qualifications are given extra marks to encourage them to proactively respond to the ESG policy; in addition, the Company also focuses on investigating the punishments or negative news of its suppliers in environmental protection and safety aspects. If any of suppliers of the Company is identified having relevant negative news, the Company will lower the ranking or terminate its cooperation according to the specific circumstances and remove such supplier from its supplier information database.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

The Company has developed its own procurement application platform and supplier management platform, offering such functions as localized data storage and multi-language support for the enterprise system, supporting Hong Kong branch in meeting the requirements of Hong Kong regulators and improving procurement efficiency and reducing costs. The Hong Kong and overseas offices put the supplier management system into operation, which sets up different requirements for application materials and examination and approval lines according to the division of domestic and overseas enterprises to ensure more scientific and rationalized workflow. The supplier management system enables comprehensive management and categorized supervision of suppliers, thereby improving the coordination between the Company and the suppliers. By consolidating the information in the system, the Company can share data in a timely basis, identify more quality suppliers, further reduce procurement cost, enhance procurement quality and obtain high-quality procurement services. Moreover, the system is conducive to cost saving such as personnel management and coordination costs, effectively lowering the general costs for supplier management.

Number of suppliers by region in 2022

Indicator	Data for 2022
Total number of suppliers	1,224
Number of domestic suppliers	794
Number of Hong Kong and overseas suppliers	430

8.2 Environmental and Social Responsibility

The Company took into consideration the environmental and social factors in the selection of suppliers and procurement and actively promoted the green procurement policy to encourage its suppliers to improve environmental and social risk management. For procurement projects involving environmental protection, such as procurement of servers, computers and decoration materials, the Company included green procurement standards in its supplier selection criteria and gave priority to the procurement of environmentally friendly products and projects. Since 2022, the Company has implemented whole-process management covering online tendering, bidding, price inquiry and comparison, evaluation and selection of bids as well as online notification of winning bids and awarding of contracts. This has enabled electronic and paperless procedures for the whole process of procurement biddings.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

Strict compliance with all applicable laws is a fundamental requirement for all suppliers. When selecting and evaluating new and existing suppliers, the Company takes into consideration not only the economic criteria, environmental protection, compliance with human rights, labour and social standards, but also the establishment and implementation of anti-discrimination and anti-corruption policies. During the procurement process, the Company collaborates with suppliers to identify potential risks and explore the best practices for risk prevention. In 2022, the Company included green procurement standards in the supplier selection criteria from the three aspects of environment, social and management, and priority was given to the procurement of environmentally-friendly products and projects.

Aspects	Criteria
Environment	<ul style="list-style-type: none">• Complying with all applicable regulations related to environmental protection, health and safety.• Using resources effectively and applying energy saving and environmentally friendly technologies to reduce emission of pollutants.• Protecting the safety and health of employees and the public involved due to the product processes and inherent risks.
Society	<ul style="list-style-type: none">• Supporting the protection of human rights and strictly complying with legal requirement of minimum wage and working hours.• Prohibiting child labour and discrimination in the workplace.
Governance	<ul style="list-style-type: none">• Complying with the national and international anti-trust and trade control regulations.• Prohibiting bribery, including corruption, and ensuring business activities are not affected by any personal relationship.• Combating any behaviours of money laundering.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

In addition, the Company strictly controlled procurement integrity risks by establishing a strict approver system, clarifying relevant responsibilities, and implementing post-based execution and review. The internal audit department of the Company regularly conducted independent supervision and inspection of procurement activities according to the system. The Company provided integrity procurement-related training to persons in charge of procurement in each department to strengthen the integrity awareness of procurement personnel. The Company also organized regular internal training to improve the knowledge of procurement personnel in respect of sustainable procurement.

9. CONTRIBUTING TO THE COMMUNITY TO CREATE VALUE

Over the years, China Renaissance has upheld the concept of social responsibility and is committed to creating values for the society while developing its own business. The Company has formulated and implemented the *Community Involvement System*, and fulfilled its role as a responsible corporate citizen through proactively sharing its expertise and resources with the society, participating in community charity construction and contributing to rural revitalization and other projects in order to bring positive impact to the society.

9.1 Supporting Innovation Economics

China Renaissance has actively leveraged its resources and advantages in the capital market to introduce quality investments and complete early stage financing for startups with high social value. In 2022, China Renaissance maintained its focus on medicine and life science, further supported the energy revolution and accelerated the integration and cross-border deployment of resources, so as to create social values for the benefit of human health.



In July 2022, China Renaissance assisted Shenzhen Fumi Health Technology Co. Ltd. (“**Shenzhen Fumi Health Technology**”) in completing the Series D financing of tens of millions of USD. Shenzhen Fumi Health Technology is a service platform for the rehabilitation of children with autism and pervasive developmental disorder. The platform boasts a team of local and international first-class experts in pediatric rehabilitation, childhood education, developmental-behavioral pediatrics, and psychology. It has developed the RICE intervention re-habilitation system, a proprietary system with a full set of intellectual properties. This system provides integrated services such as re-habilitation intervention, integration support, home guidance, parent training and general consultation for children with autism spectrum and developmental disorder.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)



In May 2022, China Renaissance assisted Calibra in completing Series C financing of hundreds of millions of RMB. Calibra is an industry-leading integrated mass spectrometry innovation application platform that provides high-standard and systematic clinical mass spectrometry innovation solutions spanning the whole cycle for the precision diagnosis and treatment industry in China adhering to the core strategy of multi-omics data-driven product innovation. Based on clinical needs, Calibra has developed and introduced various projects including the CalOmics multi-omics R&D and verification platform (CalOmics 多組學研發和驗證平台) and CalQuant-S high-end domestic clinical mass spectrometry detection system (CalQuant-S 高端國產臨床質譜檢測系統). Calibra has also launched the CalQMS, the first intelligent quality control software for clinical mass spectrometry laboratory in the world. These initiatives have successfully addressed the unfulfilled needs in various related fields.



In June 2022, as a long-term partner of Talent New Energy in the capital market, China Renaissance assisted the company in completing Series A++ financing of hundreds of millions of RMB. Talent New Energy focuses on the technology development and industrialization of new solid-state lithium batteries and key lithium battery materials. The solid-state battery products developed by Talent New Energy possess mature technology with important breakthroughs in key performance indicators. These products have significant advantages characterized by high security and reliability, high energy density, and low production costs. Leveraging its comprehensive market strengths, Talent New Energy maintains the leading position in the new generation of high-performance power battery market.



In September 2022, Beijing Zhipu Huazhang Technology Co., Ltd. (“**Zhipu AI**”) announced that it obtained a financing of hundreds of millions of RMB, with China Renaissance acting as the exclusive financial advisor. The company participated in the research and development of super-large-scale pre-training models, epidemic-oriented knowledge epidemic maps, sign language digital human technology for barrier-free communication and other technologies aimed at promoting social equality and progress. This round of financing will be allocated towards the development of ultra-large-scale pre-training models, with an aim of advancing the intelligent technology and driving the transformation of artificial intelligence technology.



In December 2022, NeuroXess, a renowned global provider of invasive brain-computer interface solutions, successfully obtained financing of hundreds of millions of RMB, with China Renaissance acting as the exclusive financial advisor. Leveraging its notable accomplishments in technological capabilities, clinical trials, commercialization and team building, NeuroXess is poised to consolidate China’s new direction of brain science strategy by exploring ways to assist and tackle the various brain disease problems that affect humanity.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

9.2 Caring the society

China Renaissance is committed to bringing positive impacts to the society by participating in public welfare projects and donating supplies to the surrounding communities, public welfare organizations as well as its employees and their families in order to promote the corporate culture of kindness and caring.

- On February 24, 2022, China Renaissance, jointly with Fapon Biotech, provided 1,300 free nucleic acid test kits for pandemic prevention use of personnel working in the office buildings in the business district in Hong Kong and their families.
- On March 25, 2022, China Renaissance donated COVID-19 antigen test kits with a worth of RMB1 million to Shanghai Charity Foundation (Hongkou Representative Office) to solve the shortage problem and facilitate the smooth operation of nucleic acid test in Hongkou District.
- From March to April 2022, in order to ease the difficulties in purchasing food of over 150 employees and their families (including full-time employees, interns, cleaners and security guards) who were ordered to stay at home and the Company's offices in Shanghai, China Renaissance collaborated with a number of companies to set up purchase and logistics channels and offered various rounds of free food to more than a hundred of employees and their families. Such channels for purchasing supplies were also made available to local communities in order to help more residents in Shanghai solve their needs for food.
- From March to May 2022, under the encouragement and support of the Company, many employees in Shanghai served as "team leaders" and volunteers of pandemic prevention in their respective communities in adherence to the spirit of China Renaissance, in order to fight against the pandemic together with the residents during their spare times.
- In June 2022, the construction of G&S Mini Library (桂馨書屋) jointly donated by China Renaissance and Green & Shine Foundation to Shanjia Primary School located in Gonghe Town, Huangzhong District, Xining City, Qinghai Province was completed. This project is a special student aid project attempting to solve the problem of scarce reading resources in rural schools in the central and western regions and support the sustainable development of rural education by providing good-quality books to rural children. In 2022, a total of 26 rural primary schools in Henan, Hunan and Qinghai launched the project of G&S Mini Library with 2,063 books donated, benefiting 226 teachers and students.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

- In December 2022, to support the public welfare of Wuxi, China Renaissance voluntarily donated RMB3,880,000 to Wuxi Charity Federation for the establishment of Wuxi Charitable Trust for Medical and Student Aids (無錫助醫助學慈善信託).
- In November 2022, to support the public welfare of Wenshan Prefecture, CR Securities donated RMB50,000 to Wenshan Charity Federation (文山州慈善總會) for the construction of the Greening Zone (綠美園區) in Xichou County sponsored by Hongkou District, Shanghai in 2022.

9.3 Supporting Rural Revitalization

In active response to the national policy of rural revitalization, China Renaissance provided assistance to leading enterprises and supported the improvement of industrial energy efficiency in rural areas by making use of financial instruments, and consolidated and expanded the achievements of poverty alleviation in rural areas. In 2022, following the guidelines under the Proposal for Consolidating and Expanding the Achievements of Poverty Alleviation while Promoting the New Mission of Rural Revitalization (《鞏固拓展結對幫扶成果·擔當推進鄉村振興新使命倡議書》) issued by the Securities Association of China, the Company promoted production through consumption by purchasing agricultural byproducts with a worth of over RMB400,000 from paired-up counties in batches. The Company also made donation of over RMB120,000 to village committees of 4 paired-up villages for village construction purpose.

- In July 2022, CR Securities conducted three phases of onsite researches in Qiubei County in Wenshan Zhuang and Miao Autonomous Prefecture, Yunnan Province, an area receiving one-on-one assistance from CR Securities, to understand the development and actual needs of local industries, provide assistance upon poverty alleviation and support the Social Welfare Action of Securities Industry for Promoting Rural Revitalization (證券行業促進鄉村振興公益行動) by making use of its financial expertise.
- In December 9, 2022, CR Securities organized a financial knowledge sharing forum for cadres in Hongkou District with the theme of “Supporting Rural Revitalization Financially (導入金融活水·踐行鄉村振興)” and gave a detailed presentation on the Social Welfare Action of Securities Industry for Promoting Rural Revitalization (證券行業促進鄉村振興公益行動) in order to enrich the working plans for rural revitalization of Hongkou District.

OTHER INFORMATION

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY OF ITS ASSOCIATED CORPORATIONS

As at December 31, 2022, the interests and short positions of our Directors or chief executives of our Company in the Shares, underlying Shares and debentures of our Company or its associated corporation (within the meaning of Part XV of the SFO), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as contained in Appendix 10 to the Listing Rules were as follows:

(i) Long positions in Shares and underlying Shares

Name of Director	Capacity	Number of ordinary shares	Approximate percentage of holding ⁽¹⁾
Mr. Bao ⁽²⁾	Interest in a controlled corporation	230,367,332	40.53%
	Settlor of a trust who can influence how the trustee exercises the voting power of its shares	25,277,192	4.45%
	Beneficial owner	5,052,600	0.89%
	Beneficiary of a trust	3,256,724	0.57%
	Other	13,179,462	2.32%
Mr. Xie Yi Jing ⁽³⁾	Beneficial owner	400,000	0.07%
	Beneficiary of a trust	824,234	0.15%
Mr. Wang Lixing ⁽⁴⁾	Beneficial owner	2,721,092	0.48%
	Beneficiary of a trust	1,729,591	0.30%
Mr. Liu Xing	Beneficial owner	506,504	0.09%
	Interest of spouse	4,851	0.0009%

Notes:

- The calculation is based on the total number of 568,397,776 Shares in issue as at December 31, 2022.
- FBH Partners owns 81.73% equity interest in CR Partners. Mr. Bao owns 79% of the equity interest in FBH Partners, and as a result of a voting proxy granted by Ms. Hui Yin Ching, Mr. Bao's spouse, the 21% owner of FBH Partners, over all her equity interests in FBH Partners, Mr. Bao controls 100% of the voting power at the general meetings of FBH Partners. Under the SFO, Mr. Bao is deemed to be interested in the 218,127,332 Shares held by CR Partners. In addition, Mr. Bao owns 100% equity interest in Best Fellowship Limited. Under the SFO, Mr. Bao is deemed to be interested in the 12,240,000 Shares held by Best Fellowship Limited. Separately, as Mr. Bao is the settlor of Sky Allies Trust Scheme who can influence how Infiniti Trust (Hong Kong) Limited exercises the voting of its 25,277,192 Shares held through Sky Allies for the trust. Under the SFO, Mr. Bao is also deemed to be interested in the 25,277,192 Shares held by Sky Allies. Separately, Mr. Bao directly holds 4,972,600 Shares and is entitled to receive 80,000 Shares pursuant to the exercise of his options granted under the ESOP. Accordingly, Mr. Bao is the beneficial owner of an aggregate of 5,052,600 Shares. Additionally, pursuant to the RSU Plan of the Company, Mr. Bao is a beneficiary of 3,256,724 Shares held by Go Perfect Development Limited, a trust under the RSU Plan. Separately, Mr. Bao is entitled to use the voting rights in respect of 13,179,462 Shares held by Go Perfect Development Limited in according with the terms of the RSU Plan.
- Mr. Xie Yi Jing is entitled to receive 400,000 Shares pursuant to the exercise of his options granted under the ESOP of the Company. Separately, pursuant to the RSU Plan of the Company, Mr. Xie Yijing is a beneficiary of 824,234 Shares held by Go Perfect Development Limited, a trust under the RSU Plan.
- Mr. Wang Lixing is entitled to receive 2,721,092 Shares pursuant to the exercise of his options granted under the ESOP and 1,219,591 Shares pursuant to restricted shares granted to him under the RSU Plan. Separately, Mr. Wang Lixing also has an indirect interest in a long position of 510,000 Shares.

OTHER INFORMATION (CONTINUED)

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY OF ITS ASSOCIATED CORPORATIONS (CONTINUED)

(ii) Interest in associated corporations

Name of Director	Name of member of the Group	Capacity/ Nature of interest	Amount of registered capital (RMB)	Approximate percentage of holding
Mr. Bao	Tianjin Huahuang	Interests held as a limited partner	1,000,000	6.67%
	Huaxing Associates, L.P.	Interests held as a limited partner through controlled corporation ⁽¹⁾	Not applicable	Not applicable
	Huaxing Associates II, L.P.	Interests held as a limited partner through controlled corporation ⁽¹⁾	Not applicable	Not applicable
	Huaxing Associates III, L.P.	Interests held as a limited partner through controlled corporation ⁽¹⁾	Not applicable ⁽²⁾	Not applicable ⁽²⁾
	Huaxing Growth Capital Partners Feeder, L.P.	Interests held as a limited partner through controlled corporation ⁽¹⁾	Not applicable	Not applicable

Notes:

1. Mr. Bao holds limited partnership interest through FBH Partners, a special purpose vehicle controlled by Mr. Bao.
2. In Huaxing Associates III, L.P., the capital commitment of FBH Partners (being a special purpose vehicle controlled by Mr. Bao) is US\$1,000,000, which accounts 4.96% of the total capital commitment of partners of Huaxing Associates III, L.P.

Save as disclosed above, as at December 31, 2022, so far as is known to any Director or the chief executive of the Company, none of the Directors nor the chief executives of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Part XV of the SFO (including the interests and short positions which the Director is taken or deemed to have under such provisions of the SFO; or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code to be notified to the Company and the Stock Exchange.

OTHER INFORMATION (CONTINUED)

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at December 31, 2022, so far as the Directors are aware, the following persons (other than our Directors or chief executives of our Company) had interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

Interest in shares of the Company

Name of substantial shareholders	Capacity	Nature of interest	Number of shares interested	Approximate percentage of Issued share capital ⁽¹⁾
CR Partners ⁽²⁾	Beneficial owner	Long position	218,127,332	38.38%
FBH Partners ⁽²⁾	Interest in a controlled corporation	Long position	218,127,332	38.38%
CW Renaissance Holdings Limited ⁽³⁾	Beneficial owner	Long position	33,705,484	5.93%
Chengwei Capital HK Limited ⁽³⁾	Interest in a controlled corporation	Long position	33,705,484	5.93%
Chengwei Evergreen Capital, LP ⁽³⁾	Interest in a controlled corporation	Long position	33,705,484	5.93%
Chengwei Evergreen Management, LLC ⁽³⁾	Interest in a controlled corporation	Long position	33,705,484	5.93%
Mr. Li Shujun ⁽⁴⁾	Interest in a controlled corporation	Long position	35,390,872	6.23%

Notes:

- The calculation is based on the total number of 568,397,776 Shares in issue as at December 31, 2022.
- FBH Partners owns 81.73% equity interest in CR Partners. Mr. Bao owns 79% of the equity interest in FBH Partners, and as a result of a voting proxy granted by Ms. Hui Yin Ching, Mr. Bao's spouse, the 21% owner of FBH Partners, over all her equity interests in FBH Partners, Mr. Bao controls 100% of the voting power at the general meetings of FBH Partners. Under the SFO, Mr. Bao is deemed to be interested in the 218,127,332 Shares held by CR Partners.
- CW Renaissance Holdings Limited is wholly-owned by Chengwei Capital HK Limited, which is in turn wholly-owned by Chengwei Evergreen Capital, LP. Chengwei Evergreen Capital, LP is controlled by Chengwei Evergreen Management, LLC. Under the SFO, each of Chengwei Capital HK Limited, Chengwei Evergreen Capital, LP and Chengwei Evergreen Management, LLC is interested in the 33,705,484 Shares held by CW Renaissance Holdings Limited.
- Greenhouse CR Holdings Co., Ltd. is wholly-owned by Trustbridge Partners IV L.P., whose general partner is TB Partners GP4, L.P. The general partner of TB Partners GP4, L.P. is TB Partners GP Limited, whose sole shareholder is Mr. Li Shujun. Greenhouse CR Holdings II Co., Ltd. is wholly-owned by Trustbridge Partners V L.P., whose general partner is TB Partners GP5, L.P.. The general partner of TB Partners GP5, L.P. is TB Partners GP5 Limited, whose sole shareholder is Mr. Li Shujun. Under the SFO, Mr. Li Shujun is deemed to be interested in the 19,869,350 Shares held by Greenhouse CR Holdings Co., Ltd. and the 15,521,522 Shares held by Greenhouse CR Holdings II Co., Ltd. in the capacity of holders of interests in controlled corporations as opposed to beneficial owners.

OTHER INFORMATION (CONTINUED)

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (CONTINUED)

Interest in shares of the Company (Continued)

Save as disclosed above, so far as is known to any Director or the chief executive of the Company, as at December 31, 2022, no other persons (other than our Directors or chief executives of our Company) had any interests or short positions in the Shares or underlying Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept under section 336 of the SFO.

SHARE INCENTIVE SCHEMES

The Company has three existing share incentive schemes, namely the (Pre-IPO) ESOP, the RSU Plan and the Share Award Scheme. From January 1, 2023, the Company will, where applicable, rely on the transitional arrangements provided for the existing share incentive schemes and will comply with the new Chapter 17 of the Listing Rules accordingly (effective from January 1, 2023).

Further details and relevant breakdowns of each of the share incentive schemes of the Company are set out below:

1. Employee's Share Option Plan

Purpose

The purpose of the ESOP is to attract and retain the best available personnel for positions of substantial responsibility, to provide additional incentives to selected employees, directors and consultants and to promote the success of the Company's business by offering these individuals an opportunity to acquire a proprietary interest in the success of the Company or to increase this interest, by issuing them Shares or by permitting them to purchase Shares.

Eligible participants

Persons eligible to participate in the ESOP include employees, consultants and all members of the Board, as determined, authorized and approved by the Board, an officer or a committee appointed by the Board to administer the ESOP (the "**Administrator**").

Maximum number of new Shares available for issue under ESOP

No further option may be granted under the ESOP after the Listing. Given that no further option would be granted under the ESOP, the outstanding number of options would be equivalent to the maximum number of new Shares available for issue under the ESOP. As at December 31, 2022, outstanding options representing 17,690,780 underlying Shares, being approximately 3.11% of the issued share capital of the Company, were granted to eligible participants pursuant to the ESOP.

Maximum entitlement for each participant

Under the ESOP, there is no specific limit on the maximum number of options which may be granted to a single eligible participant.

OTHER INFORMATION (CONTINUED)

SHARE INCENTIVE SCHEMES (CONTINUED)

1. Employee's Share Option Plan (Continued)

Vesting period

The vesting criteria and conditions, and the vesting date are specified in an award agreement between the Company and the ESOP participant. Details of the vesting period of individual grants are stated in the table below.

Period for exercise of option

The term of each option shall be the term stated in the award agreement, which shall not exceed 10 years from the date of grant. The Administrator of the ESOP approved on March 30, 2022 the extension of the period during which outstanding options granted to eligible participants under the ESOP are exercisable to 15 years from the date of grant.

Exercise price

Exercise price of options granted under the ESOP is specified in the award agreement. The exercise price of an option may be determined either based on the value of the Company's net assets on the date of grant, or by the Administrator in its sole discretion, whether or not the exercise price is lower than the fair market value.

Further details of the ESOP are set out in the section headed "Statutory and General Information" on Appendix IV to the Prospectus and Note 41 to the consolidated financial statements for the year ended December 31, 2022.

OTHER INFORMATION (CONTINUED)

SHARE INCENTIVE SCHEMES (CONTINUED)

1. Employee's Share Option Plan (Continued)

Outstanding options granted under the ESOP

As at December 31, 2022, (a) our Directors were holding unexercised options under the ESOP to subscribe for a total of 3,201,092 Shares, representing 0.56% of the issued share capital of our Company, and (b) other grantees were holding unexercised options under the ESOP to subscribe for a total of 14,489,688 Shares, representing approximately 2.55% of the issued share capital of our Company, details of which are as follows:

Name or category of grantee	Date of grant	Vesting period	The period during which options are exercisable	Exercise price	Number of options			
					Outstanding as at December 31, 2021	Exercised during the Reporting Period	Lapsed during the Reporting Period	Outstanding as at December 31, 2022
Director								
Bao Fan	April 1, 2017	5 years from the date of grant	15 years from the date of grant	US\$0.625	4,000,000	4,000,000	–	–
	April 1, 2018	5 years from the date of grant	15 years from the date of grant	US\$0.75	160,000	80,000	–	80,000
Xie Yi Jing	April 1, 2018	5 years from the date of grant	15 years from the date of grant	US\$0.75	400,000	–	–	400,000
Wang Lixing	January 1, 2015	5 years from the date of grant	15 years from the date of grant	US\$0.25	350,000	–	–	350,000
	January 1, 2016	5 years from the date of grant	15 years from the date of grant	US\$0.625	771,092	–	–	771,092
	April 1, 2017	5 years from the date of grant	15 years from the date of grant	US\$0.625	700,000	–	–	700,000
	April 1, 2018	5 years from the date of grant	15 years from the date of grant	US\$0.75	900,000	–	–	900,000
Other grantees								
In aggregate	Between Nov 5, 2012 and April 1, 2018	Up to 5 years from the date of grant or specific date	15 years from the date of grant	Between US\$0.25 and US\$0.75	16,878,688	1,953,000	436,000	14,489,688
Total					24,159,780	6,033,000	436,000	17,690,780

OTHER INFORMATION (CONTINUED)

SHARE INCENTIVE SCHEMES (CONTINUED)

1. Employee's Share Option Plan (Continued)

Outstanding options granted under the ESOP (Continued)

Details of the movements during the year ended December 31, 2022 of the options granted under the ESOP (apart from two directors of the Company) are as follows:

Date of grant	As at December 31, 2021	Granted during the Reporting Period	Number of share options		As at December 31, 2022	Exercise price	Exercise period
			Exercised during the year ended December 31, 2022	Lapsed during the Reporting Period			
11/5/2012	486,000	—	46,000	—	440,000	US\$0.25	2022
1/1/2013	300,000	—	300,000	—	0	US\$0.375	2022
1/1/2014	791,000	—	165,000	—	626,000	US\$0.25	2022
1/1/2015	5,607,000	—	925,000	—	4,682,000	US\$0.25	2022
10/1/2015	62,500	—	—	—	62,500	US\$0.25	2022
1/1/2016	1,467,092	—	38,000	180,000	1,249,092	US\$0.625	2022
1/1/2016	200,000	—	—	—	200,000	US\$0.25	2022
7/1/2016	470,000	—	—	—	470,000	US\$0.625	2022
1/1/2017	50,000	—	50,000	—	0	US\$0.625	2022
4/1/2017	7,492,000	—	4,241,000	—	3,251,000	US\$0.625	2022
4/1/2018	6,614,188	—	268,000	256,000	6,090,188	US\$0.75	2022

No options under the ESOP were granted in the year ended December 31, 2022. 436,000 options under the ESOP were cancelled in the year ended December 31, 2022.

2. RSU Plan

Purpose

The purpose of the RSU Plan is to enable the officers, employees or directors of, and consultants of the Group to share in the success of the Company, in order to assure a closer identification of the interests of such persons with those of the Group and stimulate the efforts of such persons on the Group's behalf.

Eligible participants

Any person who is a full or part-time officer, employee or director of, or a consultant to, the Company or any subsidiary of the Company at the time of the grant to whom awards of RSUs may from time to time be granted.

Restricted Share Units

An award represents a grant of RSUs to the grantee. Each RSU shall represent the right to receive one Share (subject to any adjustment in accordance with the terms of the RSU Plan due to changes of share capital of the Company) upon vesting. The number of Shares that are subject to outstanding awards under the RSU Plan at any time shall not exceed the aggregate number of RSUs that then remain available for distribution under the RSU Plan.

OTHER INFORMATION (CONTINUED)

SHARE INCENTIVE SCHEMES (CONTINUED)

2. RSU Plan (Continued)

Administration of the RSU Plan

The RSU Plan shall be administered by a committee as designated by the Board (the “**Committee**”). Any decision of the Committee shall be approved by the majority of the Committee. Subject to compliance with any applicable legal requirements relating to the administration of the RSU Plan and the grant of any award, the Committee shall have the power and authority to grant awards of RSUs in accordance with the terms of the RSU Plan.

Grant of RSUs

The Committee at the time of grant shall specify the date or dates and/or any vesting or other terms and conditions (which may include continuing employment (or other service relationship), achievement of pre-established performance goals and objectives and/or such other conditions that the Committee deems appropriate in its sole discretion) on which RSUs under an award of RSUs shall become vested.

Vesting period

The vesting criteria and conditions, and the vesting date are specified in the award agreement. Details of the vesting period of individual grants are stated in the table below.

Maximum number of Shares underlying RSUs which can be satisfied by issue of new Shares

As of December 31, 2022, no further new Share may be issued under any advanced mandate approved for distribution of Shares corresponding to RSUs. To the extent that new Shares are to be issued for RSUs utilizing general mandate granted by Shareholders of the Company to the Board, the Company will rely on the transitional arrangements provided for the existing share incentive schemes and will comply with the new Chapter 17 of the Listing Rules accordingly (effective from January 1, 2023).

Consideration and purchase price

Pursuant to the RSU Plan, there is no amount payable on application or acceptance of any award and no purchase price of RSUs awarded.

Maximum entitlement of a grantee

There is no maximum entitlement of a grantee under the RSU Plan. The grant of awards to eligible persons of the RSU Plan will be made in accordance with the rules of the RSU Plan and the requirements of the Listing Rules.

Duration of the RSU Plan

The RSU Plan was approved by the Board on June 15, 2018 and the term of the RSU Plan shall be ten (10) years from the date of approval and adoption of the RSU Plan by the Board.

OTHER INFORMATION (CONTINUED)

SHARE INCENTIVE SCHEMES (CONTINUED)

2. RSU Plan (Continued)

Outstanding RSUs granted under the RSU Plan

During the year ended December 31, 2022, the Company granted an aggregate of 10,800,249 RSUs to 78 grantees, among whom 10 grantees are connected persons of the Company, in accordance with the terms of the RSU Plan.

Details of RSUs granted and vested pursuant to the RSU Plan to our Directors are set out below:

Name of grantee	Date of grant	Number of Shares underlying the RSUs			Vesting Period
		Granted on the relevant grant date	Vested during the Reporting Period	Forfeited during the Reporting Period	
Bao Fan	April 1, 2019	762,435	127,072	–	April 1, 2019–July 1, 2023
	April 1, 2020	511,898	168,926	–	April 1, 2020–April 1, 2023
	April 1, 2021	900,787	219,244	–	April 1, 2021–April 1, 2024
	April 1, 2022	1,395,428	–	–	April 1, 2022–April 1, 2025
Xie Yi Jing	April 1, 2019	182,983	30,497	–	April 1, 2019–July 1, 2023
	April 1, 2020	136,506	45,047	–	April 1, 2020–April 1, 2023
	April 1, 2021	133,601	26,859	–	April 1, 2021–April 1, 2024
	July 1, 2021	8,515	2,895	–	April 1, 2021–April 1, 2024
	April 1, 2022	396,174	–	–	April 1, 2022–April 1, 2025
Wang Lixing	April 1, 2019	466,380	77,730	–	April 1, 2019–July 1, 2023
	April 1, 2020	267,397	88,241	–	April 1, 2020–April 1, 2023
	April 1, 2021	323,071	64,386	–	April 1, 2021–April 1, 2024
	April 1, 2022	163,922	–	–	April 1, 2022–April 1, 2025
	July 1, 2022	29,913	–	–	April 1, 2022–April 1, 2025
Other grantees (in aggregate)	Between April 1, 2019 and September 1, 2022	20,848,306	2,446,228	403,155	April 1, 2019–September 1, 2025

Movements in the number of RSUs outstanding are as follows:

	Number of RSUs
As of January 1, 2022	10,185,576
Granted	10,800,249
Forfeited	(403,155)
Vested	(3,297,125)
Outstanding balance as of December 31, 2022	17,285,545

OTHER INFORMATION (CONTINUED)

SHARE INCENTIVE SCHEMES (CONTINUED)

3. Share Award Scheme

Purpose

The purposes of the Scheme are to align the interests of eligible persons of the Scheme with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares and to encourage and enable eligible persons, upon whose judgment, initiative and efforts the Group largely depends for the successful conduct of its business, to make contributions to the long-term growth and profits of the Group and share in the success of the Group.

Eligible Persons

Any person, being an employee, a Director (including executive Directors, non-executive Directors and independent non-executive Directors), officer, consultant, or any member of the Group (including nominees and/or trustees of any employee benefit trust established for them) whom the Board or its delegate considers, in their sole discretion, to have contributed or will contribute to the Group; provided however, no such person who is resident in a place where the grant, acceptance or vesting of an Award pursuant to the Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or its delegate, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such person, shall be entitled to participate in the Scheme and such person shall therefore be excluded from the term Eligible Person (as defined under the Scheme Rules).

Administration and Operation

The Board shall be responsible for administering the Scheme in accordance with the Scheme Rules. Subject to the Scheme Rules, the Board may, from time to time, select any eligible person to be a selected participant (“**Selected Participant**”) and grant an Award to such Selected Participant during the duration of the Scheme. Each grant of an Award to any Director shall be subject to the prior approval of the Remuneration Committee (excluding any member who is a proposed recipient of the Award) and the independent non-executive Directors (excluding any independent non-executive Director who is a proposed recipient of the Award). The underlying Award Shares to satisfy the Awards (including potential Awards) may be purchased on-market at prevailing market prices from funds provided by the Company or issued and allotted as new Shares by the Company on terms and at issue prices (including at par value) as shall be determined by the Board and from funds provided by the Company. The Company may appoint a trustee to acquire and hold such Award Shares and related income on trust for, and to distribute such Award Shares and related income to Selected Participants, and the trustee shall hold the Award Shares and related income on trust for the Selected Participants in accordance with the Scheme Rules and pursuant to the trust deed or such other governing documents of such trust arrangements.

Subject to the Scheme Rules and terms of the Award, as soon as practicable following the vesting of the Award Shares, the Board shall direct or procure the transfer of the relevant vested Award Shares and related income, or, as the case may be, pay the actual selling price of the relevant vested Award Shares and related income to, the Selected Participant.

SHARE INCENTIVE SCHEMES (CONTINUED)

3. Share Award Scheme (Continued)

Vesting period

The vesting criteria and conditions, and the vesting date are specified in an award agreement between the Company and the Selected Participant.

Maximum number of new Shares available for issue

Unless altered by the Board pursuant to the Scheme Rules and subject to applicable laws (including the Listing Rules), the Company shall not issue or allot more than 18,000,000 Shares (representing approximately 3.17% of the total number of issued Shares as of December 31, 2022) for the purpose of satisfying the vesting of Award Shares underlying all Awards granted pursuant to the Scheme (the “**New Share Limit**”). By ordinary resolutions approved by the Shareholders of the Company on July 27, 2022, a specific mandate was granted to the Board to issue, allot, procure the transfer of and otherwise deal with up to 18,000,000 new Shares that may be awarded pursuant to the Share Award Scheme.

As the Scheme was adopted prior to the new Chapter 17 of the Listing Rules (effective from January 1, 2023), the Company will rely on the transitional arrangements provided for the existing share incentive schemes and will comply with the new Chapter 17 of the Listing Rules accordingly (effective from January 1, 2023) for any change or refreshment of the New Share Limit.

Consideration and purchase price

Pursuant to the Scheme Rules, there is no amount payable on application or acceptance of any Award and no purchase price for an Award.

Maximum entitlement of a grantee

There is no maximum entitlement of a grantee under the Scheme Rules. The grant of Awards to Selected Participants will be made in accordance with the Scheme Rules and the requirements of the Listing Rules.

Duration

Unless terminated by the Board, the Scheme shall be valid and effective for a period of 10 years commencing on May 27, 2022, the adoption date of the Scheme, and thereafter for so long as there are any non-vested Award Shares relating to Awards granted prior to the expiration of the Scheme.

Outstanding Awards granted under the Share Award Scheme

As of December 31, 2022, no Award has been granted to Selected Participants pursuant to the Scheme.

Further details of the ESOP and the RSU Plan are set out in the section headed “Statutory and General Information” on Appendix IV of the Prospectus and Note 41 to the consolidated financial statements for the year ended December 31, 2022. For further details of the Share Award Scheme, please refer to the Company’s announcements dated May 27, 2022, July 5, 2022 and the circular to Shareholders dated July 12, 2022.

OTHER INFORMATION (CONTINUED)

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year ended December 31, 2022 other than acted as an agent for the trustee of the Company's RSU Plan.

USE OF NET PROCEEDS FROM LISTING

On September 27, 2018, the Shares of the Company were listed on the Main Board of the Stock Exchange. The net proceeds from the initial public offering were approximately HK\$2,517.6 million after deducting underwriting commissions and other expenses paid and payable by us in the initial public offering. There was no change in the intended use of net proceeds as previously disclosed in the Prospectus.

As at December 31, 2022, approximately HK\$2,481.2 million of the net proceeds had been utilized. The following table sets forth the status of use of proceeds from the Company's initial public offering as of December 31, 2022.

	% of use of proceeds	Net proceeds from the initial public offering HK\$ million	Actual usage up to December 31, 2021 HK\$ million	Actual usage for the year ended December 31, 2022 HK\$ million	Unutilized amount as at December 31, 2022 HK\$ million	Expected timeline of full utilization of the balance
Expand our investment banking business	40%	1,007.0	1,007.0	—	—	—
Expand our investment management business	20%	503.5	503.5	—	—	—
Develop private wealth management business	20%	503.5	503.5	—	—	—
Invest in technology across all our business lines	10%	251.8	157.9	57.5	36.4	2023
General corporate purposes	10%	251.8	251.8	—	—	—
Total		2,517.6	2,423.7	57.5	36.4	

OTHER INFORMATION (CONTINUED)

AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

We have established an Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the CG Code as set out in Appendix 14 to the Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal controls system (including risk management) of the Group, review and approve connected transactions and provide advice and comments to the Board. The Audit Committee consists of three members, namely Ms. Yao Jue, Mr. Ye Junying and Mr. Zhao Yue. Ms. Yao Jue is the chairman of the Audit Committee.

The Audit Committee has reviewed the audited consolidated financial statements and annual results of the Group for the year ended December 31, 2022 and has met with the Auditor. The Audit Committee has also discussed matters with respect to the accounting policies and practices adopted by the Company and internal control with senior management members of the Company.

The Annual Report of the Group for the year ended December 31, 2022 has been reviewed by the Audit Committee.

OTHER BOARD COMMITTEES

In addition to the Audit Committee, the Company has also established a Nomination Committee, a Remuneration Committee, an Executive Committee and an Environmental, Social and Governance Committee.

IMPORTANT EVENTS AFTER THE REPORTING DATE

Save as disclosed in Note 52 to the consolidated financial statements and in the announcements of the Company dated 16 February 2022 and 26 February 2022, no important events affecting the Company occurred since December 31, 2022 and up to the Latest Practicable Date.

INDEPENDENT AUDITOR'S REPORT



TO THE SHAREHOLDERS OF CHINA RENAISSANCE HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China Renaissance Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 133 to 275, which comprise the consolidated statement of financial position as at December 31, 2022, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“**IFRSs**”) issued by the International Accounting Standards Board (the “**IASB**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the Hong Kong Institute of Certified Public Accountants (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.

EMPHASIS OF MATTER — EVENTS AFTER THE REPORTING PERIOD

We draw attention to note 52(a) to the consolidated financial statements which describes the Incidents in relation to Mr. Bao Fan subsequent to the year ended December 31, 2022. Our opinion is not modified in respect of this matter.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter

How our audit addressed the key audit matter

Fair value of level 3 financial assets

As at December 31, 2022, the carrying amount of the Group's financial assets measured at fair value that are classified as level 3 totaled RMB3,420 million. Among the level 3 financial assets, approximately RMB2,984 million are unlisted investment funds at fair value, unlisted debt security investments, unlisted equity security investments, listed equity security investments with lock-up period and investments in fund accounted for as associates measured at fair value while the remaining RMB436 million is the call option for obtaining non-controlling interest of a subsidiary of the Group. Details are included in note 47.7 to the consolidated financial statements.

The valuation of these financial assets is based on a combination of valuation techniques and key unobservable inputs. Estimates of unobservable inputs that need to be developed can involve significant management and external valuation specialist's judgment.

We identified assessing the fair value of level 3 financial assets as a key audit matter because of the degree of complexity involved in valuing these financial assets and because of the significant degree of judgment exercised by management and external valuation specialist in determining the valuation techniques and inputs used.

Our audit procedures in relation to assessing the fair value of level 3 financial assets included the following:

- understanding the process of monitoring and reviewing the fair value of these level 3 financial assets implemented by management;
- reading the agreements for these financial assets entered into during the current year to understand the relevant terms and evaluate any conditions that might affect the valuation of these financial assets;
- reviewing and challenging the appropriateness of valuation model and key inputs used by the Group on a sample basis for its unlisted investment funds at fair value, unlisted debt security investments, unlisted equity security investments, listed equity security investments with lock-up period, investments in fund accounted for as associates measured at fair value and the call option for obtaining non-controlling interest of a subsidiary of the Group;
- reviewing and checking the sensitivity analysis on the key inputs used in the valuation; ensuring proper disclosures of these sensitivity analysis; and
- assessing the disclosure in the consolidated financial statements in relation to the fair value of level 3 financial assets with reference to the requirements of the prevailing accounting standards.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

Key audit matter	How our audit addressed the key audit matter
<p>Consolidation of structured entities managed by the Group</p> <p>The Group acquires or retains an ownership interest in, or act as a general partner or manager of, structured entities. Structured entities are generally created to achieve narrow and well-defined objectives with restrictions around their ongoing activities.</p> <p>As at December 31, 2022, the aggregated net assets of structured entities that were consolidated totaled RMB963 million. Details of the structured entities are included in note 45 to the consolidated financial statements.</p> <p>In determining whether a structured entity should be consolidated by the Group, management is required to consider the power that the Group is able to exercise over the entity, the Group's exposures to variable returns from its involvement with the entity and its ability to affect those returns through its power over the entity. In making these assessments, management needs to consider both qualitative and quantitative factors.</p> <p>We identified the consolidation of structured entities managed by the Group as a key audit matter as it involves significant management judgment in determining whether these entities should be consolidated and the impact of consolidating these entities could be significant.</p>	<p>Our audit procedures in relation to assessing the consolidation of structured entities managed by the Group included the following:</p> <ul style="list-style-type: none">• understanding and assessing management process relating to the consolidation of structured entities;• inspecting documents prepared by management relating to the judgment process over whether a structured entity should be consolidated or not;• selecting significant structured entities and performing the following procedures for each entity selected:<ul style="list-style-type: none">— inspecting the related contracts and establishment documents to understand the purpose of the establishment of the structured entity and the involvement the Group has with the structured entity and assessing management's judgment over whether the Group has the ability to exercise power over the structured entity;— reviewing the risk and reward structure of the structured entity and assessing management's judgment as to the exposure or rights to the variable returns from the Group's involvement in such entity;— reviewing management's analysis of the structured entity including qualitative analysis and calculations of the magnitude and variability associated with the Group's economic interests in the structured entity and assessing management's judgment over the Group's ability to influence its own returns from the structured entity; and— evaluating management's judgment over whether the structured entity should be consolidated or not;• assessing the disclosures in the consolidated financial statements in relation to structured entities with reference to the requirements of the prevailing accounting standards.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS 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 IFRSs issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

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. We report our opinion solely to you, as a body, 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.

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at:

<https://www.hkicpa.org.hk/en/Standards-setting/Standards/Our-views/auditre>

This description forms part of our auditor's report.

ZHONGHUI ANDA CPA Limited

Certified Public Accountants

Pang Hon Chung

Audit Engagement Director

Practising Certificate Number P05988

Hong Kong, September 5, 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended December 31, 2022

	Notes	Year ended December 31,	
		2022 RMB'000	2021 RMB'000
Revenue			
Transaction and advisory fees		578,872	1,198,536
Management fees		529,032	442,102
Interest income		75,123	75,030
Income from carried interest		402,353	28,815
Total revenue	5	1,585,380	1,744,483
Net investment gains	6	1,509	759,528
Total revenue and net investment gains		1,586,889	2,504,011
Compensation and benefit expenses		(753,232)	(1,099,288)
Carried interest to management team and other parties		(259,288)	(11,734)
Investment losses attributable to interest holders of consolidated structured entities		33,579	355
Other operating expenses	7	(354,860)	(371,659)
Finance costs	8	(112,453)	(112,481)
Impairment losses under expected credit loss model, net of reversal	9	(244,501)	(46,400)
Total operating expenses		(1,690,755)	(1,641,207)
Operating (loss)/profit		(103,866)	862,804
Other income, gains or losses	10	(19,408)	27,751
Investment (loss)/income arising from certain incidental and ancillary investments	11	(171,489)	135,585
Share of results of associates	21	(430)	(7,712)
Share of results of a joint venture	22	(5,814)	(6,694)
Change in fair value of call option	23	(82,000)	844,170
(Loss)/profit before tax		(383,007)	1,855,904
Income tax expense	12	(70,971)	(210,519)
(Loss)/profit for the year	13	(453,978)	1,645,385

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

For the year ended December 31, 2022

	Notes	Year ended December 31,	
		2022 RMB'000	2021 RMB'000
Other comprehensive income/(expense)	14		
<i>Items that will not be reclassified to profit or loss:</i>			
Exchange differences on translation from functional currency to presentation currency		88,729	(194,273)
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		168,916	123,247
Fair value gain or loss, net of expected credit losses on:			
– debt instruments measured at fair value through other comprehensive income, net of tax		(2,630)	2,434
Other comprehensive income/(expense) for the year, net of tax		255,015	(68,592)
Total comprehensive (expense)/income for the year		(198,963)	1,576,793
(Loss)/profit for the year attributable to:			
– Owners of the Company		(429,901)	1,624,362
– Non-controlling interests		(24,077)	21,023
		(453,978)	1,645,385
Total comprehensive (expense)/income attributable to:			
– Owners of the Company		(175,870)	1,555,417
– Non-controlling interests		(23,093)	21,376
		(198,963)	1,576,793
(Loss)/earnings per share			
Basic	16	RMB(0.85)	RMB3.27
Diluted	16	RMB(0.85)	RMB3.09

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At December 31, 2022

	Notes	At December 31,	
		2022 RMB'000	2021 RMB'000
Non-current assets			
Property and equipment	18	129,067	178,243
Intangible assets	19	119,031	88,953
Deferred tax assets	20	160,960	168,536
Investments in associates	21	1,417,957	1,615,923
Investment in a joint venture	22	—	43,306
Financial assets at fair value through profit or loss	23	2,049,359	3,981,583
Financial assets at fair value through other comprehensive income	24	111,908	359,610
Rental deposits		18,868	19,107
Loans to third parties	25	86,574	—
		4,093,724	6,455,261
Current assets			
Accounts and other receivables	26	1,252,730	760,118
Financial assets purchased under resale agreements	27	4,715	109,005
Loans to third parties	25	—	4,579
Amounts due from related parties	44	1,330,377	64,682
Financial assets at fair value through profit or loss	23	3,315,794	2,894,129
Financial assets at fair value through other comprehensive income	24	245,764	50,600
Term deposits	28	500,207	208,778
Pledged bank deposits	29	58,350	21,054
Cash held on behalf of brokerage clients	29	738,166	1,211,127
Cash and cash equivalents	29	1,537,730	2,381,646
Other financial assets		—	3,187
		8,983,833	7,708,905
TOTAL ASSETS		13,077,557	14,164,166

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

At December 31, 2022

	Notes	At December 31,	
		2022 RMB'000	2021 RMB'000
Current liabilities			
Accounts and other payables	30	1,718,928	1,036,061
Financial assets sold under repurchase agreements	31	150,065	760,022
Short-term debt instrument issued	32	236,648	160,954
Payable to brokerage clients	33	738,166	1,211,127
Payables to interest holders of consolidated structured entities	34	223,046	390,299
Amounts due to related parties	44	1,728	13,185
Contract liabilities	35	23,745	59,713
Bank borrowings	36	611,927	587,596
Lease liabilities	37	55,366	57,423
Income tax payables		133,587	180,976
		3,893,206	4,457,356
Net current assets		5,090,627	3,251,549
TOTAL ASSETS LESS CURRENT LIABILITIES		9,184,351	9,706,810
Non-current liabilities			
Lease liabilities	37	54,460	94,638
Bank borrowings	36	1,512,566	1,625,804
Contract liabilities	35	5,916	6,671
Deferred tax liabilities	20	72,129	72,182
		1,645,071	1,799,295
NET ASSETS		7,539,280	7,907,515
Capital and reserves			
Share capital	39	93	90
Reserves		6,501,397	6,825,942
Equity attributable to owners of the Company		6,501,490	6,826,032
Non-controlling interests	40	1,037,790	1,081,483
		7,539,280	7,907,515

The consolidated financial statements on pages 133 to 275 were approved and authorized for issue by the board of directors on September 5, 2024 and are signed on its behalf by:

Xie Yi Jing
Executive Director

Wang, Li Xing
Executive Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended December 31, 2022

	Notes	Attributable to owners of the Company							Non-controlling interests	Total equity	
		Share capital	Treasury stock	Share premium	Other reserves	Surplus reserve	Retained profits	Reserves sub-total			
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
At January 1, 2022		90	(6)	6,211,260	(489,124)	30,471	1,073,341	6,825,942	6,826,032	1,081,483	7,907,515
Loss for the year		-	-	-	-	-	(429,901)	(429,901)	(429,901)	(24,077)	(453,978)
Other comprehensive income for the year		-	-	-	254,031	-	-	254,031	254,031	984	255,015
Total comprehensive income/(expense) for the year		-	-	-	254,031	-	(429,901)	(175,870)	(175,870)	(23,093)	(198,963)
Appropriation to statutory surplus reserve		-	-	-	-	3,707	(3,707)	-	-	-	-
Recognition of equity-settled share-based payment expense	41	-	-	-	113,478	-	-	113,478	113,478	-	113,478
Share options exercised		1	-	51,071	(29,098)	-	-	21,973	21,974	-	21,974
Purchase of shares held under share award scheme	41	-	-	-	(83,010)	-	-	(83,010)	(83,010)	-	(83,010)
Restricted shares units vested		-	-	43,167	(43,167)	-	-	-	-	-	-
Shares issued to the Trusts	39	2	(2)	-	-	-	-	(2)	-	-	-
Dividends to shareholders	17	-	-	(201,114)	-	-	-	(201,114)	(201,114)	-	(201,114)
Dividends to non-controlling shareholders		-	-	-	-	-	-	-	-	(20,600)	(20,600)
At December 31, 2022		93	(8)	6,104,384	(276,890)	34,178	639,733	6,501,397	6,501,490	1,037,790	7,539,280

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

For the year ended December 31, 2022

	Attributable to owners of the Company										
	Notes	Share capital RMB'000	Treasury stock RMB'000	Share premium RMB'000	Other reserves RMB'000	Surplus reserve RMB'000	(Accumulated losses)/ retained profits RMB'000	Reserves sub-total RMB'000	Sub-total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
At January 1, 2021		87	(6)	6,316,235	100,076	29,734	(550,284)	5,895,755	5,895,842	1,486,136	7,381,978
Profit for the year		–	–	–	–	–	1,624,362	1,624,362	1,624,362	21,023	1,645,385
Other comprehensive (expense)/ income for the year		–	–	–	(68,945)	–	–	(68,945)	(68,945)	353	(68,592)
Total comprehensive (expense)/ income for the year		–	–	–	(68,945)	–	1,624,362	1,555,417	1,555,417	21,376	1,576,793
Appropriation to statutory surplus reserve		–	–	–	–	737	(737)	–	–	–	–
Acquisition of additional equity interest from non-controlling shareholders	50	–	–	–	(436,190)	–	–	(436,190)	(436,190)	(409,571)	(845,761)
Recognition of equity-settled share-based payment expense	41	–	–	–	62,703	–	–	62,703	62,703	–	62,703
Share options exercised		2	–	109,075	(63,716)	–	–	45,359	45,361	–	45,361
Purchase of shares held under share award scheme	41	–	–	–	(65,056)	–	–	(65,056)	(65,056)	–	(65,056)
Restricted shares units vested		–	1	18,007	(18,008)	–	–	–	–	–	–
Shares issued to the Trusts	39	1	(1)	–	–	–	–	(1)	–	–	–
Dividends to shareholders	17	–	–	(197,319)	–	–	–	(197,319)	(197,319)	–	(197,319)
Dividends to non-controlling shareholders		–	–	–	–	–	–	–	–	(16,458)	(16,458)
Shares repurchased and cancelled	39	–	–	(34,738)	12	–	–	(34,726)	(34,726)	–	(34,726)
At December 31, 2021		90	(6)	6,211,260	(489,124)	30,471	1,073,341	6,825,942	6,826,032	1,081,483	7,907,515

Note: Other reserves include (1) translation reserve; (2) investment revaluation reserve and expected credit losses for financial assets at fair value through other comprehensive income; (3) equity-settled share-based payment reserve; (4) share repurchase reserve; and (5) reserve of acquisition of equity interest from non-controlling shareholders.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended December 31, 2022

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Cash flows from operating activities		
(Loss)/profit before tax	(383,007)	1,855,904
Adjustments for:		
Depreciation of property and equipment	68,659	77,908
Amortization of intangible assets	17,484	12,771
Losses on disposal of property and equipment	48	44
Interest income	(75,123)	(75,030)
Finance costs	112,453	112,481
Change in fair value of call option	82,000	(844,170)
Net investment gains	(1,509)	(759,528)
Investment losses attributable to interest holders of consolidated structured entities	(33,579)	(355)
Other gains or losses	(19,595)	17,928
Investment loss/(income) arising from certain incidental and ancillary investments	171,489	(135,585)
Gains on partially disposal of an associate	(24,837)	—
Gains on disposal of associates	—	(2,239)
Impairment losses under expected credit loss model, net of reversal	244,501	46,400
Impairment loss on investment in a joint venture	37,492	3,124
Share of results of associates	430	7,712
Share of results of a joint venture	5,814	6,694
Share-based payment expense	113,478	62,703
Operating cash flows before movements in working capital	316,198	386,762
(Increase)/decrease in accounts and other receivables	(530,829)	1,830,745
Decrease in financial assets purchased under resale agreements	104,467	170,590
Increase in amounts due from related parties	(312,428)	(4,630)
(Decrease)/increase in amounts due to related parties	(11,457)	12,585
Decrease/(increase) in cash held on behalf of brokerage clients	472,961	(750,380)
(Increase)/decrease in financial assets at fair value through profit or loss	(251,393)	1,111,082
Decrease in financial assets sold under repurchase agreements	(623,489)	(270,193)
Increase/(decrease) in accounts and other payables	676,404	(1,463,922)
(Decrease)/increase in payable to brokerage clients	(472,961)	750,385
(Decrease)/increase in contract liabilities	(36,723)	12,411
Cash (used in)/generated from operations	(669,250)	1,785,435
Interest received	41,202	37,763
Income taxes paid	(109,961)	(125,407)
Net cash (used in)/generated from operating activities	(738,009)	1,697,791

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

For the year ended December 31, 2022

	Year ended December 31,	
	2022 RMB'000	2021 RMB'000
Cash flows from investing activities		
Interest received	13,747	72,525
Purchases of property and equipment	(4,049)	(26,677)
Proceeds from disposal of property and equipment	15	17
Payments for rental deposits	(1,903)	(3,647)
Refund of rental deposits	1,206	4,782
Purchases of intangible assets	(47,481)	(30,654)
Purchases of financial assets at fair value through profit or loss	(290,374)	(2,269,062)
Proceeds from disposal of financial assets at fair value through profit or loss	856,529	635,198
Purchases of financial assets at fair value through other comprehensive income	(1,150)	(555,661)
Proceeds from disposal of financial assets at fair value through other comprehensive income	50,000	399,474
Acquisition of investments in associates	(195,211)	(220,685)
Investment returns received from associates	353,328	405,108
Disposal of investments in associates	—	8,000
Acquisition of investments in a joint venture	—	(50,000)
Advance to related parties	(1,567)	(14,120)
Repayment from related parties	15,455	1
Placement of term deposits	(7,779,344)	(7,509,134)
Proceeds from term deposits	7,516,846	7,447,899
Placement of pledged bank deposits	(34,221)	(209,504)
Withdrawal of pledged bank deposits	—	188,450
Origination of loan receivables	(178,460)	(65,227)
Repayment of loan receivables	7,176	640,229
Proceeds from other financial assets	3,482	124,454
Net cash inflows from foreign currency forward contracts	43,808	—
Net cash generated from/(used in) investing activities	327,832	(1,028,234)

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

For the year ended December 31, 2022

	Notes	Year ended December 31,	
		2022	2021
		RMB'000	RMB'000
Cash flows from financing activities			
Payment on repurchase of shares		—	(34,726)
Purchases of shares to be held under share award scheme		(83,010)	(65,056)
Proceeds from issuance of ordinary shares for share option exercised		21,974	45,361
Proceeds from bank borrowings	38	392,432	2,629,914
Repayment of bank borrowings	38	(653,658)	(506,847)
Interest paid	38	(92,789)	(72,854)
Repayments of lease liabilities	38	(57,496)	(53,184)
Proceeds from issuance of structured notes	38	523,300	209,000
Redemption of structured notes	38	(447,150)	(50,000)
Distribution to non-controlling shareholders	38	(14,137)	(12,507)
Dividends paid to shareholders	38	(201,114)	(197,319)
Repayments of financial liabilities at fair value through profit or loss	38	—	(314,409)
Cash injection by third-party holders to consolidated structured entities	38	26,552	165,065
Cash repayment to third-party holders to consolidated structured entities	38	(33,999)	(215,608)
Acquisition of additional equity interest from a non-controlling shareholder		—	(409,571)
Net cash (used in)/generated from financing activities		(619,095)	1,117,259
Net (decrease)/increase in cash and cash equivalents		(1,029,272)	1,786,816
Cash and cash equivalents at January 1		2,381,646	646,756
Effect of foreign exchange rate changes		185,356	(51,926)
Cash and cash equivalents at December 31		1,537,730	2,381,646

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2022

1. GENERAL INFORMATION

China Renaissance Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands on July 13, 2011 and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Its ultimate controlling party is Mr. Bao Fan, who is also the chairman and executive director of the Company (resigned on February 2, 2024). The address of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The shares of the Company have been listed on the Stock Exchange with effect from September 27, 2018.

The principal activities of the Company and its subsidiaries (the “**Group**”) are the provision of investment banking and investment management services.

The financial statements are presented in Renminbi (“**RMB**”) and all values are rounded to the nearest thousand (RMB’000) except when otherwise indicated.

2. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised International Financial Reporting Standards (“**IFRSs**”) issued by the International Accounting Standards Board (the “**IASB**”) that are relevant to its operations and effective for its accounting year beginning on January 1, 2022. IFRSs comprise International Financial Reporting Standards; International Accounting Standards; and Interpretations. The adoption of these new and revised IFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the current year and prior years.

The Group has not applied the new and revised IFRSs that have been issued but are not yet effective. The application of these new and revised IFRSs will not have material impact on the financial statements of the Group.

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with IFRSs issued by the IASB and the applicable disclosures required by the Rules Governing the Listing of Securities on Stock Exchange (the “**Listing Rules**”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain financial instruments which are carried at their fair values/fair values less costs to sell.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The preparation of the consolidated financial statements in conformity with IFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise its judgements in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 4.

The significant accounting policies applied in the preparation of the consolidated financial statements are set out below.

Consolidation

The consolidated financial statements incorporated the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Group:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Consolidation (continued)

When the Group is an investor of a fund in which the Group also acts as a fund manager, the Group will determine whether it is a principal or an agent for the purpose of assessing whether the Group controls the relevant fund.

An agent is a party primarily engaged to act on behalf and for the benefit of another party or parties (the principal(s)) and therefore does not control the investee when it exercises its decision-making authority. In determining whether the Group is an agent to the fund, the Group would assess:

- the scope of its decision-making authority over the investee;
- the rights held by other parties;
- the remuneration to which it is entitled in accordance with the remuneration agreements; and
- the decision maker's exposure to variability of returns from other interests that it holds in the investee.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statements of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributable to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

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.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognized directly in equity and attributable to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognized. A gain or loss is recognized in profit or loss and is calculated as the difference between (a) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (b) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognized in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/ permitted by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9 *Financial Instruments* or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Structured entities

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only, and the relevant activities are directed by means of contractual arrangements. A structured entity often has restricted activities and a narrow and well-defined objective, such as to provide investment opportunities for investors by passing on risks and rewards associated with the assets of the structured entity.

Associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Associates and joint ventures (continued)

The Group has invested in certain investment funds that it manages. As the fund manager, the Group may contribute capital in the funds that it manages. Where the Group has an interest in the funds that give the Group significant influence, but not control, the Group records such investments as investments in associates. The Group has applied the measurement exemption within IAS 28 *Investments in Associates and Joint Ventures*, when an investment in an associate is held by, or is held indirectly through, an entity that is a venture capital organization, or a mutual fund, unit trust and similar entities including investment-linked insurance funds, the entity elects to measure investments in those associates at fair value since the Company decides such funds have the following characteristics of a venture capital organization:

- The investments are held for the short to medium-term rather than for the long-term;
- the most appropriate point for exit is actively monitored; and
- investments form part of a portfolio, which is monitored and managed without distinguishing between investments that qualify as associates and those that do not.

The results and assets and liabilities of associates and joint ventures other than those held through venture capital organization are incorporated in the consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is or the portion so classified is accounted for in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. Any retained portion of an investment in an associate or a joint venture that has not been classified as held for sale continues to be accounted for using the equity method. Appropriate adjustments have been made to conform the associate's and the joint venture's accounting policies to those of the Group. Under the equity method, an investment in an associate or a joint venture is initially recognized in the consolidated statement of financial position at cost and adjusted thereafter to recognize the Group's share of the profit or loss and other comprehensive income of the associate or a joint venture. Changes in net assets of the associate/joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Associates and joint ventures (continued)

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognized as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognized immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognized is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognized in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognized in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of IFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing of the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognized in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognized in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognized in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Associates and joint ventures (continued)

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognized in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

Revenue from contracts with customers

The Group recognizes revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognized over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognized at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers (continued)

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognize revenue on the basis of direct measurement of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

Variable consideration

For contracts that contain variable consideration, the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognizes revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers (continued)

Principal versus agent (continued)

In particular, revenue is recognized as follows:

(a) *Transaction and advisory fees*

Transaction and advisory revenue represent underwriting fees and financial advisory fees associated with private placement transactions, public capital raising transactions and mergers and acquisitions. Such transaction revenues are recognized at a point in time when the services for the transactions are completed under the terms of each engagement and the revenue can be measured reliably, since only by that time the Group has a present right to payment from the customers for the service performed.

(b) *Management fee*

(i) *Management service for the funds*

Management fee represents fees associated with the management services for the funds at a fixed percentage of commitment under management. Management fee is recognized over time (i.e. the fund life) based on contractual terms specified in the underlying investment management agreements, since the customer (i.e. the managed fund) simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs and the fee rate and the capital contribution of the fund which are used to determine the management fee can be reliably measured.

(ii) *Wealth management services*

Management fee represents fees associated with the value-added wealth management services provided to high-net-worth individuals and other high net worth groups at a fixed percentage of assets under each investment management account. Management fee is recognized over time based on contractual terms specified in the wealth management service agreements, since the customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs and the fee rate and the assets under each investment management account which are used to determine the management fee can be reliably measured.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers (continued)

Principal versus agent (continued)

In particular, revenue is recognized as follows: (continued)

(c) Income from Carried Interest

Income from carried interest earned based on the performance of the managed funds (“**Carried Interest**”) is a form of variable consideration in their contracts with customers to provide investment management services. Carried Interest is earned based on fund performance during the period, subject to the achievement of minimum return levels, in accordance with the respective terms set out in each fund’s governing agreements. Income from Carried Interest will not be recognized as revenue until (i) it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur, or (ii) the uncertainty associated with the variable consideration is subsequently resolved. Income from Carried Interest is typically recognized as revenue at the later stage of the fund life.

(d) Interest income (under IFRS 9)

Interest income from a financial asset is accrued on a time basis using the effective interest method, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset’s net carrying amount on initial recognition.

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed. As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (continued)

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Non-lease components are separated from lease component and are accounted for by applying other applicable standards.

Short-term leases

The Group applies the short-term lease recognition exemption to leases of properties that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognized as expense on a straight-line basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets in “property and equipment”, the same line item within which the corresponding underlying assets would be presented if they were owned.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (continued)

The Group as a lessee (continued)

Refundable rental deposits

Refundable rental deposits paid are accounted under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognizes and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable; and
- variable lease payments that depend on an index or a rate.

Variable lease payments that reflect changes in market rental rates are initially measured using the market rental rates as at the commencement date. Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognized as expense in the period on which the event or condition that triggers the payment occurs.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (continued)

The Group as a lessee (continued)

Lease modifications (continued)

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification. The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset.

When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Foreign currencies

The consolidated financial statements are presented in RMB, which is different from the Company's functional currency of United States Dollars ("US\$"). The directors of the Company adopted RMB as presentation currency, considering that (a) the Company's primary subsidiaries were incorporated in the People's Republic China (the "PRC") and their transactions are denominated and settled in RMB; and (b) to reduce the impact of any fluctuations in the exchange rate of US\$ against RMB on the Group's consolidated financial statements.

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognized at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. When a fair value gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is also recognised in profit or loss. When a fair value gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is also recognised in other comprehensive income. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognized in profit or loss in the period in which they arise.

For the purpose of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. RMB) using exchange rates prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognized in other comprehensive income and accumulated in equity under the heading of other reserve.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Borrowing costs

All borrowing costs are recognized in profit or loss in the period in which they are incurred.

Government grants

Government grants are not recognized until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognized in profit or loss in the period in which they become receivable. Such grants are presented under "other income, gains or losses".

Employee benefits

Retirement benefits costs

Payments to defined contribution retirement benefits plans are recognized as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognized at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognized as an expense unless another IFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognized for benefits accruing to employees (such as wages and salaries) after deducting any amount already paid.

Share-based payments

Equity-settled share-based payment transactions

Share options and restricted shares granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 41.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (other reserves). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the other reserves.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Share-based payments (continued)

Equity-settled share-based payment transactions (continued)

Share options and restricted shares granted to employees (continued)

When share options are exercised or restricted shares are vested, the amount previously recognized in other reserves will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognized in other reserves will continue to be held in other reserves.

Restricted shares granted to non-employees

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. The fair values of the goods or services received are recognized as expenses (unless the goods or services qualify for recognition as assets).

Modification to the terms and conditions of the share-based payment arrangements

When the terms and conditions of an equity-settled share-based payment arrangement are modified, the Group recognizes, as a minimum, the services received measured at the grant date fair value of the equity instruments granted, unless those equity instruments do not vest because of failure to satisfy a vesting condition (other than a market condition) that was specified at grant date. In addition, if the Group modifies the vesting conditions (other than a market condition) in a manner that is beneficial to the employees, for example, by reducing the vesting period, the Group takes the modified vesting conditions into consideration over the remaining vesting period.

The incremental fair value granted, if any, is the difference between the fair value of the modified equity instruments and that of the original equity instruments, both estimated as at the date of modification.

If the modification occurs during the vesting period, the incremental fair value granted is included in the measurement of the amount recognized for services received over the period from modification date until the date when the modified equity instruments are vested, in addition to the amount based on the grant date fair value of the original equity instruments, which is recognized over the remainder of the original vesting period. If the modification occurs after vesting period, the incremental fair value granted is recognized immediately, or over the vesting period if additional period of service is required before the modified equity instruments are vested.

If the modification reduces the total fair value of the share-based arrangement, or is not otherwise beneficial to the employee, the Group continues to account for the original equity instruments granted as if that modification had not occurred.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investment are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognizes the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 *Income Taxes* requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognized in profit or loss, except when it relates to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be use by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

Pledged bank deposits

Pledged bank deposits represent amounts held by banks, which are not available for the Group's use, as security for bank borrowing. Upon maturity of all secured bank borrowings under the credit facilities, the deposits are released by the bank and become available for general use by the Group. Pledged bank deposits are reported within cash flows from investing activities in the consolidated statement of cash flows with reference to the purpose of making the pledge.

Property and equipment

Property and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognized so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property and equipment (continued)

The useful lives, estimated residual value rates and annual depreciation rates of each class of property and equipment other than construction in progress are as follows:

Category	Useful lives	Residual value rates	Annual depreciation rates
Furniture and fixtures	3–5 years	0%	20.00%–33.33%
Electronic equipment	3 years	0%	33.33%
Motor vehicles	4 years	0%	25.00%
Leasehold improvements	shorter of lease term or expected useful life	0%	N/A
Leased properties	lease term	0%	N/A

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortization and any accumulated impairment losses. Amortization for intangible assets with finite useful lives is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

The intangible assets with finite useful lives are amortized on a straight-line basis at the following rates per annum:

Domain name	10%
Office software	20%

The domain names registered by the Group are estimated to have a useful life of 10 years. The management of the Group also estimated that the office software has a useful life of 5 years after considering the operating benefits provided by utilizing such office software and the upgrading and developing period in the market.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Intangible assets (continued)

Internally-generated intangible assets — research and development expenditure

Expenditure on research activities is recognized as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognized if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognized for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognized, development expenditure is recognized in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortization and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized when the asset is derecognized.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment losses of property and equipment and intangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its property and equipment and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

The recoverable amount of property and equipment and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating units when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognized immediately in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment losses of property and equipment and intangible assets (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Financial instruments

Financial assets and financial liabilities are recognized when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the timeframe established by regulation or convention in the market place.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets and financial liabilities are initially measured at fair value except for accounts receivable arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss (“**FVTPL**”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in profit or loss.

The effective interest method is a method of calculating the amortized cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income which are derived from the Group’s ordinary course of business are presented as revenue.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortized cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“**FVTOCI**”):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income (“**OCI**”) if that equity investment is neither held for trading nor contingent consideration recognized by an acquirer in a business combination to which IFRS 3 *Business Combinations* applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition, it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

(a) Amortized cost and interest income

Interest income is recognized using the effective interest method for financial assets measured subsequently at amortized cost and debt instruments subsequently measured at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognized by applying the effective interest rate to the amortized cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognized by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(b) Debt instruments classified as at FVTOCI

Subsequent changes in the carrying amounts for debt instruments classified as at FVTOCI as a result of interest income calculated using the effective interest method are recognized in profit or loss. All other changes in the carrying amount of these debt instruments are recognized in OCI and accumulated under the heading of other reserve. Impairment allowances are recognized in profit or loss with corresponding adjustment to OCI without reducing the carrying amounts of these debt instruments. When these debt instruments are derecognized, the cumulative gains or losses previously recognized in other comprehensive income are reclassified to profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

(c) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortized cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognized in profit or loss. The net gain or loss recognized in profit or loss includes any dividend or interest earned on the financial asset and is included in the “net investment gains” or “investment (loss) income arising from certain incidental and ancillary investments” line items.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“**ECL**”) model on financial assets (including cash and cash equivalents, cash held on behalf of brokerage clients, pledged bank deposits, term deposits, accounts and other receivables, financial assets purchased under resale agreements, rental deposits, amounts due from related parties, loans to third parties, other financial assets and debt instruments at FVTOCI) which are subject to impairment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“**12m ECL**”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment is done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognizes lifetime ECL for accounts receivables and amounts due from related parties of trade nature.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognizes lifetime ECL. The assessment of whether lifetime ECL should be recognized is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(a) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of "investment grade" as per globally understood definition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(a) Significant increase in credit risk (continued)

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(b) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group). Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(c) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (i) significant financial difficulty of the issuer or the borrower;
- (ii) a breach of contract, such as a default or past due event;
- (iii) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (iv) it is becoming probable that the borrower will enter bankruptcy or other financial reorganization; or
- (v) the disappearance of an active market for that financial asset because of financial difficulties.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(d) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognized in profit or loss.

(e) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on accounts receivables and amounts due from related parties of trade nature using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortized cost of the financial asset.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(e) Measurement and recognition of ECL (continued)

Except for investments in debt instruments that are measured at FVTOCI, the Group recognizes an impairment gain or loss in profit or loss for all financial instruments through a loss allowance account. For investments in debt instruments that are measured at FVTOCI, the loss allowance is recognized in OCI and accumulated in other reserves without reducing the carrying amount of these debt instruments.

Derecognition of financial assets

The Group derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortized cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss.

On derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in other reserves is reclassified to profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortized cost using the effective interest method or at FVTPL.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial liabilities and equity (Continued)

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which IFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated as at FVTPL.

For financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognized in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognized in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to accumulated losses upon derecognition of the financial liability.

Financial liabilities at amortized cost

Financial liabilities including bank borrowings, accounts and other payables, amounts due to related parties, financial assets sold under repurchase agreements, short-term debt instrument issued and payable to brokerage clients are subsequently measured at amortized cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Derivative financial instruments

Derivatives are initially recognized at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognized in profit or loss.

Embedded derivatives

Derivatives embedded in hybrid contracts that contain financial asset hosts within the scope of IFRS 9 are not separated. The entire hybrid contract is classified and subsequently measured in its entirety as either amortized cost or fair value as appropriate.

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of IFRS 9 are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Generally, multiple embedded derivatives in a single instrument that are separated from the host contracts are treated as a single compound embedded derivative unless those derivatives relate to different risk exposures and are readily separable and independent of each other.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized 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 judgments in applying accounting policies

The following are the key critical judgments, 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 recognized in the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Critical judgments in applying accounting policies (continued)

Consolidation of structured entities

Management needs to make significant judgment on whether a structured entity is under the Group's control and shall be consolidated. Such judgment may affect accounting methods as well as the financial position and operating results of the Group.

When assessing control, the Group considers: (a) power over the investee, (b) exposure, or rights, to variable returns from involvement with the investee; and (c) the ability to use power over the investee to affect the amount of the investor's returns.

When judging the level of the control over the structured entities, the Group considers the following four elements:

- (a) The decisions the Group applied when setting up the structured entities and the involvement in those entities;
- (b) The related agreement arrangements;
- (c) The Group will only take specific actions under certain conditions or incidents; and
- (d) The commitments made by the Group to the structured entities.

When assessing whether there is control over the structured entities, the Group also considers whether the decisions it makes are as a principal or as an agent. Aspects of considerations normally include the decision-making scope over the structured entities, substantive rights of third parties, rewards of the Group, and the risks of undertaking variable returns from owning other benefits of the structured entities.

The Group reassesses whether or not it controls a structured entity if facts and circumstances indicate that there are changes to one or more of the three elements of control listed in note 3. The judgments the Group used in determining whether or not it has control over the structured entities are detailed in note 45.

Key sources of estimation uncertainty

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (continued)

Deferred taxation

As at December 31, 2022, a deferred tax asset of RMB41,934,000 (2021: RMB45,865,000) in relation to unused tax losses has been recognized in the Group's consolidated statement of financial position. No deferred tax asset has been recognized on the tax losses of RMB1,091,224,000 (2021: RMB975,550,000) due to the unpredictability of future profit streams. The realizability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary difference will be available in the future. In cases where the actual taxable profits generated are less or more than expected, or changes in facts and circumstances which result in revision of future taxable profits estimation, a material reversal or future recognition of deferred tax assets may arise, which would be recognized in profit or loss for the period in which such a reversal or future recognition takes place.

No deferred tax liability in connection with dividend was recognized since no distribution from operations in the PRC is expected by the management of the Group.

Fair value measurements and valuation process of financial instruments

Certain of the Group's financial assets, such as unlisted investment funds and associates, call option, unlisted debt and equity security investments are measured at fair values with fair values being determined based on unobserved inputs using valuation techniques. Judgment 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. Further disclosures are detailed in note 47.7.

Provision of ECL for accounts receivable, amounts due from related parties of trade nature and loans to third parties

The Group uses provision matrix to calculate ECL for the accounts receivables and amounts due from related parties of trade nature. The provision rates are based on internal credit ratings 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 available without undue costs or effort. At each reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, accounts receivable and amounts due from related parties of trade nature with significant balances and credit-impaired are assessed for ECL individually.

The Group develops and maintains the Group's loans to third parties credit risk grading to categorize exposures according to their degree of risk of default. The credit rating information is supplied by independent rating agencies where available and, if not available, the Group uses other publicly available financial information and the Group's own trading records to rate its debtors, taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (continued)

Provision of ECL for accounts receivable, amounts due from related parties of trade nature and loans to third parties (continued)

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's accounts receivable, amounts due from related parties of trade nature and loans to third parties are disclosed in notes 25, 26, 44 and 47.3.

5. REVENUE AND SEGMENT INFORMATION

For the purposes of resources allocation and assessment of segment performance, the executive directors of the Company, being the chief operating decision maker (“**CODM**”), regularly review types of services delivered or provided by focusing on different business models. No operating segments have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's reportable segments under IFRS 8 Segment are as follows:

- (a) The investment banking is a segment of the Group's operations whereby the Group provides (i) early to late stage financial advisory, merger & acquisition advisory inside and outside mainland China, equity underwriting, sales, trading, and brokerage, and research in Hong Kong and the United States of America (the “**USA**”); and (ii) structured financing dedicated to exploring and developing non-equity financing services for new-economy firms;
- (b) The investment management is a segment of the Group's operations whereby the Group provides fund and asset management for individual and institutional clients, and manages its own investment in funds to obtain investment returns;
- (c) CR Securities comprises the Group's investment banking and asset management businesses in mainland China, which overlap with the other two segments in nature but are otherwise separately operated and focuses on regulated securities market in mainland China and has an independent risk control framework; and
- (d) Others mainly comprise of wealth management business, and investment and management of its own funds. Wealth management business provides value-added wealth management services for high-net-worth individuals and other high net worth groups represented by new-economy entrepreneurs, and this business also helps the Group integrate and enhance investment and management of its own funds.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segment:

	Year ended December 31, 2022				Total consolidated RMB'000
	Investment banking RMB'000	Investment management RMB'000	CR Securities RMB'000	Others RMB'000	
Transaction and advisory fees	421,444	—	157,428	—	578,872
Management fees	—	495,036	—	33,996	529,032
Interest income	—	20,394	18,751	35,978	75,123
Income from Carried Interest (note)	—	402,353	—	—	402,353
Total revenue	421,444	917,783	176,179	69,974	1,585,380
Net investment gains/(losses)	1,380	(70,252)	28,641	41,740	1,509
Total revenue and net investment gains	422,824	847,531	204,820	111,714	1,586,889
Compensation and benefit expenses	(308,352)	(108,770)	(247,017)	(89,093)	(753,232)
Carried interest to management team and other parties (note)	—	(259,288)	—	—	(259,288)
Investment losses attributable to interest holders of consolidated structured entities	—	32,929	650	—	33,579
Other operating expenses	(137,801)	(101,526)	(85,263)	(30,270)	(354,860)
Finance costs	—	(29,541)	(20,795)	(62,117)	(112,453)
Impairment losses under expected credit loss model, net of reversal	(38,055)	(206,438)	79	(87)	(244,501)
Operating (loss)/profit	(61,384)	174,897	(147,526)	(69,853)	(103,866)

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment revenue and results (continued)

The following is an analysis of the Group's revenue and results by reportable and operating segment: (continued)

	Year ended December 31, 2022				Total consolidated RMB'000
	Investment banking RMB'000	Investment management RMB'000	CR Securities RMB'000	Others RMB'000	
Other income, gains or losses					(19,408)
Investment loss arising from certain incidental and ancillary investments					(171,489)
Share of results of associates					(430)
Share of results of a joint venture					(5,814)
Change in fair value of call option					(82,000)
Loss before tax					(383,007)
Income tax expense					(70,971)
Loss for the year					(453,978)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment revenue and results (continued)

The following is an analysis of the Group's revenue and results by reportable and operating segment: (continued)

	Year ended December 31, 2021				
	Investment banking	Investment management	CR Securities	Others	Total consolidated
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Transaction and advisory fees	1,079,765	—	118,771	—	1,198,536
Management fees	—	407,995	—	34,107	442,102
Interest income	4,873	—	32,322	37,835	75,030
Income from Carried Interest (note)	—	28,815	—	—	28,815
Total revenue	1,084,638	436,810	151,093	71,942	1,744,483
Net investment gains	16,018	473,730	258,540	11,240	759,528
Total revenue and net investment gains	1,100,656	910,540	409,633	83,182	2,504,011
Compensation and benefit expenses	(592,309)	(214,359)	(218,331)	(74,289)	(1,099,288)
Carried interest to management team and other parties (note)	—	(11,734)	—	—	(11,734)
Investment losses/(gains) attributable to interest holders of consolidated structured entities	—	1,320	(965)	—	355
Other operating expenses	(154,016)	(103,686)	(75,048)	(38,909)	(371,659)
Finance costs	—	(40,045)	(36,488)	(35,948)	(112,481)
Impairment losses under expected credit loss model, net of reversal	(44,999)	(1,835)	(796)	1,230	(46,400)
Operating profit/(loss)	309,332	540,201	78,005	(64,734)	862,804

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment revenue and results (continued)

The following is an analysis of the Group's revenue and results by reportable and operating segment: (continued)

	Year ended December 31, 2021				Total consolidated RMB'000
	Investment banking RMB'000	Investment management RMB'000	CR Securities RMB'000	Others RMB'000	
	Other income, gains or losses				
Investment income arising from certain incidental and ancillary investments				135,585	
Share of results of associates				(7,712)	
Share of results of a joint venture				(6,694)	
Change in fair value of call option				844,170	
Profit before tax				1,855,904	
Income tax expense				(210,519)	
Profit for the year				1,645,385	

Segment profit or loss represents the results of each segment without allocation of corporate items including other income, gains or losses, investment (loss)/income arising from certain incidental and ancillary investments, share of results of associates, share of results of a joint venture, change in fair value of call option and income tax expense. This is the measure reported to the CODM for the purposes of resource allocation and assessment of segment performance.

Note:

The segment results of investment management reported to the CODM also include the unrealized income from Carried Interest calculated below on an as-if liquidation basis in the segment information as it is a key measure of value creation, a benchmark of the Group's performance and a major factor in the Group's decision making of resource deployment. There is a reversal of unrealized income from Carried Interest of RMB791,193,000 for the year ended December 31, 2022 (2021: a reversal of unrealized income from Carried Interest of RMB453,128,000), which are based on the underlying fair value change of the respective funds managed by the Group. The associated expense of unrealized Carried Interest is a reversal of carried interest to management team and other parties of RMB574,563,000 for the year ended December 31, 2022 (2021: a reversal of carried interest to management team and other parties of RMB196,135,000), that would be payable to fund management teams and other third parties. The unrealized income from Carried Interest is allocated to the general partners based on the cumulative fund performance to date, subject to the achievement of minimum return levels to limited partners on an as-if liquidation basis. At the end of each reporting period, the general partners calculate the income from Carried Interest that would be due to the general partners for each fund, pursuant to the fund agreements, as if the fair value of the underlying investments were realized as of such date, irrespective of whether such amounts have been realized.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment revenue and results (continued)

Note: (continued)

As the fair value of underlying investments vary among reporting periods, it is necessary to make adjustments to amounts presented as income from Carried Interest to reflect either (a) positive performance in the period resulting in an increase in the Carried Interest allocated to the general partners or (b) negative performance in the period that would cause the amounts due to the general partners to be less than the amounts previously presented as revenue, resulting in a negative adjustment to the Carried Interest allocated to the general partners. The proportion of Carried Interest recognized that is allocated to fund management teams and other parties (and only payable as a proportion of any Carried Interest received) is included, on a basis consistent with such income from Carried Interest, as an expense in the investment management segment.

However, during the year ended December 31, 2022, except for RMB402,353,000 (2021: RMB28,815,000) of Carried Interest realized for certain funds, no income from Carried Interest for other funds was recognized as revenue and it will not be recognized as revenue until (a) it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur, or (b) the uncertainty associated with the variable consideration is subsequently resolved. All allocations of Carried Interest as an expense are recognized only when the amounts that will be eventually be paid out can be reliably measured, which is generally at the later stage of the applicable commitment period when the amounts are contractually payable, or “crystallized”.

Segment assets and liabilities

Information of segment assets and liabilities that are available for reportable and operating segments are not provided to the CODM for their review. Therefore, no analysis of the Group’s assets and liabilities by reportable and operating segments are presented.

Geographical information

The Company is domiciled in the Cayman Islands while the Group mainly operates its businesses in the mainland China and Hong Kong. The geographical information of the total revenues and non-current assets is as follows:

	Revenue from external customers		Non-current assets (note)	
	Year ended December 31,		At December 31,	
	2022	2021	2022	2021
	RMB'000	RMB'000	RMB'000	RMB'000
Mainland China	1,301,970	1,121,034	233,128	328,105
Hong Kong	246,731	576,492	25,765	27,047
USA	36,679	46,957	2,558	6,052
	1,585,380	1,744,483	261,451	361,204

Note: Non-current assets excluded the deferred tax assets and the financial instruments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Timing of revenue recognition for revenue from contract of customers

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
A point of time	981,225	1,227,351
Over time	529,032	442,102
	1,510,257	1,669,453

Transaction price allocated to remaining performance obligation for contract with customers

The Group receives management fees associated with the management services for the funds that it manages, at a fixed percentage of the commitment under management. The Group also receives management fees associated with the value-added wealth management services provided to high-net-worth individuals and other high net worth groups, at a fixed percentage of assets under each investment management account. The transaction price allocated to the performance obligations in relation to the management fees that were unsatisfied as at December 31, 2022 and 2021 will be recognized as revenue on a straight-line basis over the subscription period as follows:

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
Within one year	13,775	31,785
More than one year but not more than two years	3,445	2,261
More than two years but not more than three years	685	2,189
More than three years	—	750
	17,905	36,985

The transaction price allocated to the remaining performance obligations in relation to transaction and advisory fees that were unsatisfied as at December 31, 2022 and 2021 and expected timing of recognizing revenue are as follows:

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
Within one year	9,970	27,928
More than one year but not more than two years	1,786	1,471
	11,756	29,399

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Other segment information

	Year ended December 31, 2022				
	Investment banking	Investment management	CR Securities	Others	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Amounts included in the measure of segment profit or loss:					
Depreciation and amortization	33,583	19,078	29,192	4,290	86,143
Losses on disposal of property and equipment	48	—	—	—	48

	Year ended December 31, 2021				
	Investment banking	Investment management	CR Securities	Others	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Amounts included in the measure of segment profit or loss:					
Depreciation and amortization	38,884	13,234	30,806	7,755	90,679
Losses on disposal of property and equipment	44	—	—	—	44

Information about major customers

Customers that contribute over 10% of the total revenue of the Group are as follows:

		Year ended December 31,	
		2022	2021
		RMB'000	RMB'000
Customer A	Investment banking	—	236,300
Customer B	Investment management	208,186	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

6. NET INVESTMENT GAINS

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Net realized and unrealized gains or losses from financial assets at FVTPL		
– Wealth management related products	(17,408)	12,050
– Asset management schemes	51,218	40,946
– Structured finance related products	4,053	16,836
– Financial bonds	19,264	8,988
– Listed equity security investments	5,647	171,326
– Unlisted equity security investments	–	51,268
– Convertible notes	12,736	–
– Unlisted investment funds at fair value	(87,045)	438,010
– Foreign currency forward contracts	43,808	–
Net realized gains from financial assets at FVTOCI		
– Financial bonds	59	5,526
Net realized gains from partially transferred investment portfolio		
– Unlisted debt security investments (note)	106,340	13,411
Gross (loss)/gain from consolidated structured entities		
– Asset management schemes	(2,310)	8,149
Gross (loss)/gain from investments in associates measured at fair value		
– Investment in funds	(154,193)	6,270
Net realized losses from financial liabilities at FVTPL		
– Securities borrowing	–	(36,857)
Dividend income from		
– Wealth management related products	10,790	16,869
– Listed equity security investments	3,660	4,048
– Asset management schemes	4,890	2,688
	1,509	759,528

Note:

As the ordinary course of the investment management business, the Group holds several investment portfolios for the newly established fund managed by the Group prior to the fund's closing.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

6. NET INVESTMENT GAINS (CONTINUED)

During the year ended December 31, 2022, as agreed in advance, after the first closing of the fund, the Group transferred to the fund partial interests in several subsidiaries which only hold FVTPL investments amounting to RMB1,717,435,000, and hold the remaining interest in these FVTPL investment through several structured entities accounted for as investments in associates. Total consideration of such transfer was RMB1,823,775,000 and resulted in a gain of RMB106,340,000.

During the year ended December 31, 2021, as agreed in advance, after the first closing of the fund, the Group transferred to the fund partial interests in two subsidiaries which only hold FVTPL investments amounting to RMB267,404,000, and hold the remaining interest in these FVTPL investment through two structured entities accounted for as investments in associates. Total consideration of the disposal was RMB280,815,000 and resulted in a gain of RMB13,411,000.

7. OTHER OPERATING EXPENSES

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Professional service fees	77,156	98,274
Project related and business development expenses	62,377	76,706
Short-term lease expense	982	632
Office expenses	46,489	30,946
Technology expenses	39,171	37,458
Depreciation and amortization	86,143	90,679
Auditor's remuneration	8,460	7,050
Others	34,082	29,914
	354,860	371,659

8. FINANCE COSTS

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Interest on bank borrowings	87,685	72,766
Interest on lease liabilities	4,028	4,459
Interest on financial assets sold under repurchase agreements	13,532	33,165
Interest on structured notes	7,208	2,091
	112,453	112,481

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

9. IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET OF REVERSAL

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Impairment losses recognized on:		
Accounts receivables	38,331	8,159
Other receivables	(55)	(837)
Loans to third parties	115,599	37,594
Amounts due from related parties	90,685	1,461
Financial assets at FVTOCI	(59)	35
Other financial assets	—	(12)
	244,501	46,400

Details of impairment assessment are set out in note 47.3.

10. OTHER INCOME, GAINS OR LOSSES

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Government grants (note a)	37,553	42,002
Net exchange (loss)/gain	(53,282)	4,255
Gain on partially disposal of an associate (note 21)	24,837	—
Gain on disposal of associates	—	2,239
Impairment loss on investment in a joint venture (note 22)	(37,492)	(3,124)
Losses on disposal of property and equipment	(48)	(44)
Others (note b)	9,024	(17,577)
	(19,408)	27,751

Notes:

- (a) The government grants were mainly incentives provided by local government authorities, which primarily included tax incentive awards, industry support funds granted by local government authorities in Shanghai, the PRC, based on the Group's contribution to the development of the local financial sector and government grants related to Employment Support Scheme provided by Hong Kong government.
- (b) Others mainly included:
- An aggregated amount of RMB19,595,000 investment losses attributable to other interest holders of consolidated structured entities holding incidental and ancillary investments of the Group for the year ended December 31, 2022 (2021: RMB17,928,000 investment gains).
 - An aggregated amount of RMB5,243,000 charitable donations were made by the Group during the year ended December 31, 2022 (2021: RMB669,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

11. INVESTMENT (LOSS)/INCOME ARISING FROM CERTAIN INCIDENTAL AND ANCILLARY INVESTMENTS

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Investment (loss)/income from		
– Unlisted debt security investments	(144,878)	109,253
– Unlisted equity security investments	3,590	26,332
– Convertible notes (note)	(30,201)	—
	(171,489)	135,585

Investment (loss)/income arising from certain incidental and ancillary investments represents certain investments made from time to time, the primary type of which include investments in the form of preferred shares of other companies, and other equity holdings in non-associate companies and derivatives.

Note: During the year ended December 31, 2022, the operation and development of the issuer of convertible notes of RMB30,201,000 has deteriorated significantly and has going concern matters, accordingly the fair value of the convertible notes have been decreased to nil before being converted into preferred shares in the same year.

12. INCOME TAX EXPENSE

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Current tax:		
Mainland China	48,581	125,378
Hong Kong	13,991	19,404
	62,572	144,782
Deferred tax (note 20):		
Current year	8,399	65,737
	70,971	210,519

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

12. INCOME TAX EXPENSE (CONTINUED)

Mainland China

The applicable tax rate of group entities incorporated in the mainland China is 25%. Certain group entities incorporated in Hainan Region are subject to a tax rate of 15%, according to the local preferential tax policy.

Hong Kong

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first Hong Kong dollars (“**HK\$**”) 2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

USA

The group entity incorporated in the USA is subject to the federal tax rate at 21% and state income tax rate at 6.5% for both years.

Singapore

The group entity incorporated in Singapore is subject to a tax rate of 17% on taxable income.

Cayman Islands and British Virgin Islands (“**BVI**”)

The Company and other group entities incorporated in Cayman Islands are not subject to income or capital gains tax under the law of Cayman Islands. In addition, dividend payments are not subject to withholding tax in the Cayman Islands.

The group entities established in BVI are not subject to income tax or capital gains tax under the law of BVI.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

12. INCOME TAX EXPENSE (CONTINUED)

The income tax expense for the year can be reconciled to the (loss)/profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
(Loss)/profit before tax	(383,007)	1,855,904
Income tax (credit)/expense calculated at 25%	(95,752)	463,976
Effect of expenses that are not deductible	204,903	71,109
Effect of share of results of associates	108	1,928
Effect of share of results of a joint venture	1,454	1,674
Effect of income that are not taxable	(75,185)	(363,833)
Effect of tax losses not recognized	44,963	114,333
Utilization of tax losses previously not recognized	(7,800)	(3,088)
Effect of different tax rates of subsidiaries	(1,720)	(75,580)
Income tax expense	70,971	210,519

13. (LOSS)/PROFIT FOR THE YEAR

(Loss)/profit for the year has been arrived at after charging:

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Directors' remuneration:		
– Fees	862	920
– Salaries and other benefits	9,477	8,546
– Performance related bonus	–	20,990
– Retirement benefit scheme contributions	292	269
– Equity-settled share-based payments expenses	23,463	19,213
Other staff costs:		
– Salaries, bonus and other allowances	605,477	984,291
– Retirement benefit scheme contributions	23,646	21,569
– Equity-settled share-based payments expenses	90,015	43,490
Total staff costs	753,232	1,099,288
Depreciation of property and equipment	68,659	77,908
Amortization of intangible assets	17,484	12,771
Losses on disposal of property and equipment	48	44

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

14. OTHER COMPREHENSIVE INCOME/(EXPENSE)

	Year ended December 31,	
	2022 RMB'000	2021 RMB'000
Other comprehensive income/(expense) includes:		
<i>Item that will not be reclassified to profit or loss:</i>		
Exchange differences on translation of financial statements from functional currency to presentation currency	88,729	(194,273)
<i>Items that may be reclassified subsequently to profit or loss:</i>		
Exchange differences arising on translation of financial statements of foreign operation	168,916	123,247
Debt instruments measured at FVTOCI		
Fair value (losses)/gains during the year	(3,447)	3,210
(Reversal of impairment loss)/impairment loss for debt instruments at FVTOCI included in profit or loss	(59)	35
Income tax that may be reclassified subsequently to profit or loss	876	(811)
	(2,630)	2,434
Other comprehensive income/(expense), net of income tax	255,015	(68,592)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

14. OTHER COMPREHENSIVE INCOME/(EXPENSE) (CONTINUED)

Income tax effect relating to other comprehensive income/(expense):

	Year ended December 31, 2022			Year ended December 31, 2021		
	Before-tax amount RMB'000	Tax expense RMB'000	Net-of- income tax amount RMB'000	Before-tax amount RMB'000	Tax credit RMB'000	Net-of- income tax amount RMB'000
<i>Item that will not be reclassified to profit or loss:</i>						
Exchange differences on translation of financial statements from functional currency to presentation currency	88,729	—	88,729	(194,273)	—	(194,273)
<i>Items that may be reclassified subsequently to profit or loss:</i>						
Exchange differences on translation of foreign operations	168,916	—	168,916	123,247	—	123,247
Fair value gain or loss on: — debt instruments measured at FVTOCI	(3,447)	861	(2,586)	3,210	(803)	2,407
(Reversal of impairment loss)/ impairment loss for debt instruments at FVTOCI included in profit or loss	(59)	15	(44)	35	(8)	27
	254,139	876	255,015	(67,781)	(811)	(68,592)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

15. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

Details of remunerations paid to directors and the chief executive officer of the Company are as follows:

For the year ended December 31, 2022:

	Fees RMB'000	Salaries and other allowances RMB'000	Performance related bonuses RMB'000	Retirement benefit scheme contributions RMB'000	Equity-settled share-based payments expenses RMB'000	Total RMB'000
Executive directors						
Bao Fan (note a)	—	3,265	—	155	15,710	19,130
Xie Yi Jing	—	3,169	—	137	3,152	6,458
Wang Lixing	—	3,043	—	—	4,602	7,645
	—	9,477	—	292	23,464	33,233
Non-executive directors						
Li Eric Xun	—	—	—	—	—	—
Liu Xing	—	—	—	—	—	—
Lin Ning David (note b)	—	—	—	—	—	—
	—	—	—	—	—	—
Independent non-executive directors						
Yao Jue	431	—	—	—	—	431
Ye Junying	—	—	—	—	—	—
Zhao Yue	431	—	—	—	—	431
	862	—	—	—	—	862
	862	9,477	—	292	23,464	34,095

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

15. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

Details of remunerations paid to directors and the chief executive officer of the Company are as follows: (continued)

For the year ended December 31, 2021:

	Fees RMB'000	Salaries and other allowances RMB'000	Performance related bonuses RMB'000	Retirement benefit scheme contributions RMB'000	Equity-settled share-based payments expenses RMB'000	Total RMB'000
Executive directors						
Bao Fan (note a)	—	3,042	13,130	144	12,845	29,161
Xie Yi Jing	—	3,046	4,630	125	1,829	9,630
Wang Lixing	—	2,458	3,230	—	4,539	10,227
	—	8,546	20,990	269	19,213	49,018
Non-executive directors						
Li Eric Xun	—	—	—	—	—	—
Li Shujun (note c)	—	—	—	—	—	—
Liu Xing	—	—	—	—	—	—
Lin Ning David (note b)	—	—	—	—	—	—
	—	—	—	—	—	—
Independent non-executive directors						
Yao Jue	409	—	—	—	—	409
Ye Junying	102	—	—	—	—	102
Zhao Yue	409	—	—	—	—	409
	920	—	—	—	—	920
	920	8,546	20,990	269	19,213	49,938

Notes:

- (a) Appointed as chairman of the board of directors on July 13, 2011, Mr. Bao Fan was also the chief executive officer of the Company and his remunerations disclosed above include those for services rendered by him as the chief executive officer. The Company announced on February 2, 2024 that, with effect from that day, Mr. Bao Fan resigned as an executive director, the chairman of the board of directors and the chief executive officer of the Company (see announcement dated February 2, 2024 for details).
- (b) Appointed as non-executive director on August 24, 2021.
- (c) Resigned as non-executive director on August 24, 2021.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

15. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

The executive directors' remunerations disclosed above were for their services in connection with the management affairs of the Company and the Group.

The non-executive and independent non-executive directors' remunerations shown above were mainly for their services as directors of the Company.

During the year, certain directors were granted restricted shares, in respect of their services to the Group under the restricted share scheme of the Company. Details of the restricted share scheme are set out in note 41.

The five highest paid individuals of the Group during the year included three (2021: three) directors, details of whose remuneration are set out as above. Details of the remuneration for the year of the remaining two (2021: two) highest paid employees who are neither director nor chief executive of the Company are as follows:

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Salaries and other benefits	5,995	5,868
Performance related bonus	—	17,765
Equity-settled share-based payments expenses	8,801	5,690
Retirement benefit scheme contributions	290	241
	15,086	29,564

The number of the highest paid employees who are not directors nor chief executive of the Company whose remunerations fell within the following bands is as follows:

	Number of employees	
	2022	2021
HK\$7,000,001 to HK\$7,500,000	1	—
HK\$10,000,001 to HK\$10,500,000	1	—
HK\$12,500,001 to HK\$13,000,000	—	1
HK\$22,500,001 to HK\$23,000,000	—	1
	2	2

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

15. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

During the year, certain non-director and non-chief executive highest paid employees were granted restricted shares, in respect of their services to the Group under the restricted share scheme of the Company. Details of the restricted share scheme are set out in note 41.

No remuneration was paid by the Group to the directors of the Company or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any remuneration during the year ended December 31, 2022.

Ye Junying, the independent non-executive director who was entitled to a cash compensation of HK\$500,000 per annum, has waived any such cash compensation since April 1, 2021. The Group has accrued and paid remuneration of HK\$1,273,000 to Ye Junying during the past years.

16. (LOSS)/EARNINGS PER SHARE

The calculation of the basic and diluted (loss)/earnings per share attributable to the owners of the Company is based on the following data:

	Year ended December 31,	
	2022	2021
(Loss)/earnings for the purpose of calculating basic and diluted (loss)/earnings per share: (Loss)/profit for the year attributable to owners of the Company (RMB'000)	(429,901)	1,624,362
Number of shares:		
Weighted average number of ordinary shares for the purpose of calculating basic (loss)/earnings per share	507,207,390	496,009,240
Effect of dilutive potential ordinary shares:		
Share options of the Group	—	25,308,444
Restricted share units of the Group	—	5,097,233
Weighted average number of ordinary shares for the purpose of calculating diluted (loss)/earnings per share	507,207,390	526,414,917
Basic (loss)/earnings per share (RMB)	(0.85)	3.27
Diluted (loss)/earnings per share (RMB)	(0.85)	3.09

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

16. (LOSS)/EARNINGS PER SHARE (CONTINUED)

The computation of diluted loss per share for the year ended December 31, 2022 has not considered the effect of share options and restricted share units given that the effects are anti-dilutive.

For the year ended December 31, 2021, the share options and restricted share units granted by the Company have potential dilutive effect on the earnings per share. Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding by the assumption of the conversion of all potential dilutive ordinary shares arising from share options and restricted share units granted by the Company. No adjustment is made to earnings.

17. DIVIDENDS

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Dividends to the shareholders of the Company	201,114	197,319

For the year ended December 31, 2022, a final dividend of RMB38 cents per share in respect of the year ended December 31, 2021 (2021: RMB38 cents per share in respect of the year ended December 31, 2020) was declared to owners of the Company. The aggregate amount of the final dividend declared in the year ended December 31, 2022 amounted to RMB201,114,000 (2021: RMB197,319,000), and such cash dividend was paid on July 22, 2022 (2021: paid on July 22, 2021).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

18. PROPERTY AND EQUIPMENT

	Furniture and fixtures RMB'000	Electronic equipment RMB'000	Leasehold improvements RMB'000	Leased properties RMB'000	Motor Vehicles RMB'000	Construction in progress RMB'000	Total RMB'000
COST							
At January 1, 2021	4,167	46,067	64,897	228,973	1,010	–	345,114
Additions	912	8,400	10,506	104,910	77	6,782	131,587
Disposal	(2)	(812)	–	(24,200)	–	–	(25,014)
Transfers from construction in progress	–	–	6,782	–	–	(6,782)	–
Exchange adjustments	(80)	(274)	(515)	(2,326)	–	–	(3,195)
At December 31, 2021	4,997	53,381	81,670	307,357	1,087	–	448,492
Additions	–	3,588	461	12,825	–	–	16,874
Disposal	(4)	(1,320)	–	(2,454)	–	–	(3,778)
Exchange adjustments	279	959	1,333	8,697	–	–	11,268
At December 31, 2022	5,272	56,608	83,464	326,425	1,087	–	472,856
DEPRECIATION							
At January 1, 2021	(3,310)	(35,720)	(51,898)	(128,507)	(20)	–	(219,455)
Provided for the year	(605)	(5,253)	(13,464)	(58,324)	(262)	–	(77,908)
Eliminated on disposal	2	751	–	24,200	–	–	24,953
Exchange adjustments	73	227	354	1,507	–	–	2,161
At December 31, 2021	(3,840)	(39,995)	(65,008)	(161,124)	(282)	–	(270,249)
Provided for the year	(201)	(6,197)	(6,368)	(55,632)	(261)	–	(68,659)
Eliminated on disposal	4	1,257	–	2,454	–	–	3,715
Exchange adjustments	(275)	(847)	(1,251)	(6,223)	–	–	(8,596)
At December 31, 2022	(4,312)	(45,782)	(72,627)	(220,525)	(543)	–	(343,789)
NET BOOK VALUES							
At December 31, 2022	960	10,826	10,837	105,900	544	–	129,067
At December 31, 2021	1,157	13,386	16,662	146,233	805	–	178,243

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

18. PROPERTY AND EQUIPMENT (CONTINUED)

The Group as lessee

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Expense relating to short-term leases with lease terms	982	632
Total cash outflow for leases	62,506	58,275

For both years, the Group leases various offices for its operations. Lease contracts are entered into for fixed term of 2 to 7 years (2021: 1 to 7 years).

The Group entered into short-term leases for offices. As at December 31, 2022 and 2021, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

19. INTANGIBLE ASSETS

	Domain name RMB'000	Office software RMB'000	Licenses RMB'000	Construction in progress RMB'000	Total RMB'000
COST					
At January 1, 2021	432	92,907	8,988	6,680	109,007
Additions	—	636	—	30,018	30,654
Transfers from construction in progress	—	14,868	—	(14,868)	—
Exchange adjustments	—	(12)	(12)	(2)	(26)
At December 31, 2021	432	108,399	8,976	21,828	139,635
Additions	—	1,166	—	46,315	47,481
Transfers from construction in progress	—	54,470	—	(54,470)	—
Exchange adjustments	—	37	38	12	87
At December 31, 2022	432	164,072	9,014	13,685	187,203
ACCUMULATED AMORTIZATION					
At January 1, 2021	(414)	(37,498)	—	—	(37,912)
Provided for the year	(18)	(12,753)	—	—	(12,771)
Exchange adjustments	—	1	—	—	1
At December 31, 2021	(432)	(50,250)	—	—	(50,682)
Provided for the year	—	(17,484)	—	—	(17,484)
Exchange adjustments	—	(6)	—	—	(6)
At December 31, 2022	(432)	(67,740)	—	—	(68,172)
NET BOOK VALUES					
At December 31, 2022	—	96,332	9,014	13,685	119,031
At December 31, 2021	—	58,149	8,976	21,828	88,953

Licenses are the trading rights of the group entities. The Group assessed them with indefinite useful life as there is no foreseeable limit to the period over which the asset is expected to generate net cash flows to the Group. As a result, the licenses are considered by the management of the Group as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. The license will not be amortized until its useful life is determined to be finite. Instead, it will be tested for impairment annually and whenever there is an indication that it may be impaired. During the years ended December 31, 2022 and 2021, there was no impairment of licenses recognized. Reasonably possible changes in key assumptions would not lead to impairment of licenses as of December 31, 2022 and 2021.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

20. DEFERRED TAX ASSETS/LIABILITIES

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
Deferred tax assets	160,960	168,536
Deferred tax liabilities	(72,129)	(72,182)
	88,831	96,354

The following are the major deferred tax assets and liabilities recognized and movements thereon during the current and prior years:

	Impairment losses on assets	Changes in fair value of financial instruments	Tax loss	Accrued bonus	Temporary differences relating to right-of-use assets and lease liabilities	Subtotal	Changes in fair value of financial instruments	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At January 1, 2021	7,020	14,874	96,666	113,541	1,179	233,280	(70,383)	162,897
(Charge)/credit to profit or loss	(1,157)	(7,950)	(50,801)	(5,205)	364	(64,749)	(988)	(65,737)
Charge to other comprehensive income	—	—	—	—	—	—	(811)	(811)
Exchange adjustments	—	—	—	—	5	5	—	5
At December 31, 2021	5,863	6,924	45,865	108,336	1,548	168,536	(72,182)	96,354
Credit/(charge) to profit or loss	31,670	—	(3,931)	(35,099)	(216)	(7,576)	(823)	(8,399)
Credit to other comprehensive income	—	—	—	—	—	—	876	876
At December 31, 2022	37,533	6,924	41,934	73,237	1,332	160,960	(72,129)	88,831

No deferred tax liability on withholding tax in connection with dividend was recognized since no distribution from operations in the PRC is expected by the management of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

20. DEFERRED TAX ASSETS/LIABILITIES (CONTINUED)

As at December 31, 2022, the Group had unused tax losses amounting to RMB1,258,960,000 (2021: RMB1,159,010,000), available for offset against future profits. As at December 31, 2022, deferred tax assets have been recognized in respect of tax losses of RMB167,736,000 (2021: RMB183,460,000). As at December 31, 2022, no deferred tax asset has been recognized for the remaining tax losses of RMB1,091,224,000 (2021: RMB975,550,000), due to the unpredictability of future profit streams. Unrecognized tax losses of RMB650,245,000 (2021: RMB516,821,000) will expire from 2023 to 2027, respectively, and the remaining tax losses will be carried forward indefinitely.

21. INVESTMENTS IN ASSOCIATES

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
Investments in unlisted companies (a)	13,353	50,702
Investments in funds (b)	1,404,604	1,565,221
	1,417,957	1,615,923

(a) Investments in unlisted companies

Name of entity	Place of registration	Principal place of business	Proportion of ownership interest held by the Group		Proportion of voting rights held by the Group		Principal activity
			At December 31,		At December 31,		
			2022	2021	2022	2021	
Fountainhead Partners Holding Company Limited (note i)	Cayman Islands	Cayman Islands	12.12%	11.80%	12.12%	11.80%	Wealth management
北京原基華毅生物科技股份有限公司 (“Beijing Yuan Ji Hua Yi Sheng Wu Technology Co., Ltd”) (“BJHYSW”) (note i, note ii)	Beijing, PRC	PRC	14.93%	14.93%	14.93%	14.93%	Technology development
北京華睿智訊科技有限公司 (“Beijing Huarui Zhixun Technology Limited”) (“BJHRZX”) (note iii)	Beijing, PRC	PRC	45.22%	45.22%	45.22%	45.22%	Marketing and business information services

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

21. INVESTMENTS IN ASSOCIATES (CONTINUED)

(a) Investments in unlisted companies (continued)

Notes:

- (i) The Group is able to exercise significant influence because it has the power to appoint one out of the five directors under the Articles of Association of respective investee.
- (ii) During the year ended December 31, 2022, under the group reorganisation scheme of BJHYSW to rationalise its structure, BJHYSW disposed of its subsidiary, which led to the Group's partial disposal of its investment in BJHYSW to exchange for equity interests in an overseas company which under the control of BJHYSW's controlling shareholders. The investment in the overseas company is measured at fair value and included in "unlisted equity security investments" at FVTPL. The fair value of the Group's investment in BJHYSW disposed of at the reorganisation date was RMB62,806,000, which exceeded the net carrying amount of RMB37,969,000, and the gain from the disposal amounting to RMB24,837,000 was recognized in other income, gains or losses. The Group's remaining interests in BJHYSW is accounted for as investment in associates.
- (iii) As at December 31, 2019, the operation and development of BJHRZX has deteriorated significantly, the carrying amount of the investment in BJHRZX is tested for impairment in accordance with IAS 36 by comparing its recoverable amount with its carrying amount, and the investment in BJHRZX was fully impaired as at December 31, 2019. The operation of BJHRZX was not recovered during the year ended December 31, 2022.

None of above associates is individually material to the Group.

Aggregate information of investments in unlisted companies that are not individually material

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
Cost of unlisted investments in associates	63,976	101,945
Share of post-acquisition profit or loss and other comprehensive income	(11,952)	(11,805)
Impairment loss	(39,721)	(39,026)
Exchange adjustments	1,050	(412)
	13,353	50,702

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

21. INVESTMENTS IN ASSOCIATES (CONTINUED)

(b) Investments in funds

The Group invested in associates that are investment funds it manages, and the Group elected to measure investments in these associates at fair value. Details of such investment funds are summarized as follows:

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
Cost of investments in funds	936,720	839,289
Fair value change in funds (note)	414,148	760,222
Exchange adjustments	53,736	(34,290)
	1,404,604	1,565,221

Note: The changes in fair value of funds of each period were recorded in net investment gains in the consolidated statement of profit or loss and other comprehensive income.

	Place of incorporation	Ownership interest held As at December 31,	
		2022	2021
Material Funds			
上海華晟領飛股權投資合夥企業(有限合夥) (“Shanghai Huasheng Lingfei Equity Investment Partnership (Limited Partnership)”) (“SHHSLF”)	Shanghai, PRC	1.02%	1.02%
寧波梅山保稅港區華興領運股權投資合夥企業(有限合夥) (“Ningbo Meishan Bonded Port Area Huaxing Lingyun Equity Investment Partnership (Limited Partnership)”) (“NBHXLJ”)	Ningbo, PRC	1.73%	1.73%
無錫江陰錫興領傑股權投資合夥企業(有限合夥) (“Wuxi Jiangyin Huaxing Lingjie Equity Investment Partnership (Limited Partnership)”) (“WXHXLJ”)	Wuxi, PRC	4.38%	N/A
Huaxing Capital Partners, L.P.	Cayman Islands	9.13%	9.13%
Huaxing Capital Partners, II L.P.	Cayman Islands	3.17%	3.17%
Huaxing Capital Partners, III L.P.	Cayman Islands	3.45%	3.45%
Huaxing Growth Capital IV, L.P.	Cayman Islands	4.20%	4.20%
East Image Limited	BVI	20.50%	20.50%
Starwick Investment Limited	BVI	2.85%	2.85%
北京瑞智醫療股權投資合夥企業(有限合夥) (“Beijing Ruizhi Medical Equity Investment Partnership (Limited Partnership)”) (“BJRZ Medical”)	Beijing, PRC	8.12%	8.12%
華傑(天津)醫療投資合夥企業(有限合夥) (“Huajie (Tianjin) Medical Investment Partnership (Limited Partnership)”) (“HJTJ Medical”)	Tianjin, PRC	0.94%	0.94%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

21. INVESTMENTS IN ASSOCIATES (CONTINUED)

(b) Investments in funds (continued)

The Group is able to exercise significant influence over the above funds' operating and financial policies because it manages the funds' day to day investment and disposition activities on behalf of the funds under the constitutional document of the above funds.

Summarized financial information of material fund investments

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
<i>Material Funds</i>		
SHHSLF		
Net asset value	6,428,379	9,688,948
Total comprehensive expense for the year	(1,696,519)	(3,746,077)
NBHXLY		
Net asset value	7,393,989	6,894,372
Total comprehensive income for the year	513,194	1,471,998
WXHXLJ		
Net asset value	1,041,964	N/A
Total comprehensive expense for the year	(21,426)	N/A
Huaxing Capital Partners, L.P.		
Net asset value	183,726	306,134
Total comprehensive expense for the year	(99,933)	(281,001)
Huaxing Capital Partners, II L.P.		
Net asset value	738,142	1,316,246
Total comprehensive (expense)/income for the year	(411,624)	83,116
Huaxing Capital Partners, III L.P.		
Net asset value	4,924,704	6,261,071
Total comprehensive (expense)/income for the year	(1,262,720)	928,176
Huaxing Growth Capital IV, L.P.		
Net asset value	2,352,435	1,725,785
Total comprehensive income for the year	9,407	219,211
East Image Limited		
Net asset value	6,186	1,344,655
Total comprehensive expense for the year	(390,907)	(223,408)

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

21. INVESTMENTS IN ASSOCIATES (CONTINUED)

(b) Investments in funds (continued)

Summarized financial information of material fund investments (continued)

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
<i>Material Funds (continued)</i>		
Starwick Investment Limited		
Net asset value	5,665	1,672,711
Total comprehensive expense for the year	(663,407)	(336,916)
BJRZ Medical		
Net asset value	3,327,413	2,490,395
Total comprehensive income for the year	837,019	96,954
HJTJ Medical		
Net asset value	3,180,276	3,756,222
Total comprehensive income for the year	597,773	1,157,983

Aggregate information of fund investments that are not individually material

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
The Group's share of fair value change in funds for the year	(8,122)	21,666
Aggregated carrying amount of the Group's investments in funds	565,428	334,620

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

22. INVESTMENT IN A JOINT VENTURE

Details of the Group's investment in a joint venture are as follows:

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
Cost of unlisted investments in a joint venture	50,000	50,000
Share of post-acquisition profit or loss and other comprehensive income	(12,508)	(6,694)
Less: Impairment	(37,492)	—
	—	43,306

Details of the Group's joint venture at the end of the reporting period are as follows:

Name of entity	Place of registration	Principal place of business	Proportion of ownership interest held by the Group		Proportion of voting rights held by the Group		Principal activity
			At December 31,		At December 31,		
			2022	2021	2022	2021	
海南貝葉智能科技有限公司 ("Hainan Beiye Intelligent Technology Co., Ltd") ("HNB Y IT")	Hainan, PRC	PRC	19%	19%	19%	19%	Artificial intelligence

The Group and other three shareholders held 19%, 5%, 19% and 57% equity interests in HNB Y IT, respectively. The Articles of Association specifies that at least two-third of the shareholding and the Group's approval is required to approve for decision on directing the relevant activities of HNB Y IT. Based on the current shareholding structure, decisions about relevant activities require mutual consent of the Group, the shareholder held 5% equity interests in HNB Y IT and the shareholder held 57% equity interests in HNB Y IT, and hence the Group's interest in HNB Y IT is accounted for as a joint venture.

During the year ended December 31, 2022, the operation and development of HNB Y IT has deteriorated significantly. The carrying amount of the investment in HNB Y IT is tested for impairment in accordance with IAS 36 by comparing its recoverable amount with its carrying amount, and the investment in HNB Y IT was fully impaired as at December 31, 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

Notes:

- (a) The Group purchased cash management products with expected rates of return per annum ranging from 1.69% to 4.26% as at December 31, 2022 (2021: 2.39% to 3.14%). The fair values are based on cash flow discounted using the expected rate of return based on management judgment.
- (b) The Group invested in money market funds through its consolidated asset management schemes. As these money market funds held by the Group were managed within a business model whose objective is to sell these investments and the contractual terms do not give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding, they were subsequently measured at FVTPL.
- (c) The Group invested in financial bonds with fixed interest rates ranging from 0.10% to 5.08% as at December 31, 2022 (2021: 0.01% to 7.10%) and can be traded in the public bonds market at any time and settled at the prevailing market prices. As these financial bonds held by the Group were managed within a business model whose objective is to sell the debt instruments, they were subsequently measured at FVTPL.
- (d) The Group invested in trust products with expected return rate ranging from 11.00% to 12.00% per annum as at December 31, 2022 (2021: 7.50% to 12.00%). As trust products held by the Group was managed within a business model whose objective is to sell the investment and the contractual terms do not give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding, they were subsequently measured at FVTPL.
- (e) These investments represent equity investments in listed companies, and subsequent fair value change of the investments are recorded in the net investment gains in the consolidated statement of profit or loss and other comprehensive income.
- (f) The Group invested in convertible notes with fixed interest rates of 10% (2021: 6%) and with terms of within one year, which may be extended by the investee pursuant to its terms. The Group had conversion right to convert notes into equity shares of investee before the maturity date. On February 13, 2023, the final repayment date was extended by the investee to April 11, 2024 pursuant to its terms. In 2024, the Group and other lenders of the syndicated convertible note facility entered into a standstill agreement with the investee for a period ending October 11, 2024, whereby the lenders agreed not to make any claim, enforcement action or proceeding against the investee, whilst the investee explored other refinancing opportunities. The Group has the right to terminate the standstill agreement early.
- (g) The fair values of the unlisted investment funds are based on the net asset values of the investment funds reported to the limited partners by the general partners at the end of the reporting period. The fair value changes are recorded in the net investment gains in the consolidated statement of profit or loss and other comprehensive income.
- (h) These investments represent investments in the preferred shares of unlisted companies, and subsequent fair value change of the investments are recorded in the investment (loss)/income arising from certain incidental and ancillary investments in the consolidated statement of profit or loss and other comprehensive income.
- (i) These investments represent equity investments in the unlisted companies, and subsequent fair value change of the investments are recorded in the investment (loss)/income arising from certain incidental and ancillary investments in the consolidated statement of profit or loss and other comprehensive income.
- (j) The Group holds a call option to obtain any non-controlling interests from the non-controlling shareholders of a subsidiary of the Group, 華興證券有限公司 (“**China Renaissance Securities (China) Co., Ltd.**”) (“**CR Securities**”), at the book value of the non-controlling interests exercisable at any time after its establishment. The fair value of call option as at December 31, 2022 amounted to RMB436,080,000 (2021: RMB518,080,000). The call option is not traded in an active market and the respective fair value is determined by using valuation technique. The fair value has been determined in accordance with Black Scholes model based on fair value of underlying net assets of CR Securities and the estimate of the exercise time of the call option.

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

**24. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER
COMPREHENSIVE INCOME**

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
Listed financial bonds	357,672	410,210
Less: Non-current portion	(111,908)	(359,610)
	245,764	50,600

The total cost of the financial bonds as of December 31, 2022 was RMB348,971,000 (2021: RMB398,821,000) and the fair value as of December 31, 2022 was RMB357,672,000 (2021: RMB410,210,000), and with changes in fair value recorded in other comprehensive expense in the consolidated statement of profit or loss and other comprehensive income. The expected credit losses of financial bonds amounting to RMB36,000 as of December 31, 2022 (2021: RMB95,000) was recognized in other reserves.

25. LOANS TO THIRD PARTIES

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
Soundcath, LLC (“ Soundcath ”) (note a)	—	6,541
Wallaby Medical Holding, Inc. (“ Wallaby ”) (note b)	192,717	—
Song Huanping (“ Song ”) (note c)	11,418	—
Less: Impairment loss allowance	(117,561)	(1,962)
	86,574	4,579
Less: Non-current portion	(86,574)	—
	—	4,579

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

25. LOANS TO THIRD PARTIES (CONTINUED)

Notes:

- (a) In July 2021, the Group entered into agreements with Soundcath, a third party. A loan amounting to US\$1,000,000 (equivalent to approximately RMB6,541,000) as at December 31, 2021, at an interest rate of 6% per annum was made to Soundcath. In January 2022, the Group renewed the agreement and agreed to extend the repayment date to July 2022. This loan was fully repaid in December 2022.
- (b) In March 2022, the Group entered into agreement with Wallaby, a third party. A loan amounting to US\$24,935,000 (equivalent to approximately RMB173,662,000) as at December 31, 2022 was made to Wallaby. The loan will be repaid on the second anniversary of the loan origination, which could be extended for 12 months by Wallaby pursuant to its terms. The interest rates from first year to third year were 8%, 8.5% and 9.5% per annum, respectively, plus 7% compound interest per annum. In February 2024, the maturity date of the loan was extended by Wallaby for 12 months to April 2025 pursuant to its terms.
- (c) In January 2022, the Group entered into agreement with Song, a third party. A loan amounting to RMB10,000,000 as at December 31, 2022, at an interest rate of 15% was made to Song. The loan will be repaid on the fourth anniversary of the loan origination. The loan was guaranteed by a third-party company and was secured by a pledge over the restricted shares of a third-party company. The loan was early repaid with an interest rate of 7.5% during the year ended December 31, 2023.

Details of impairment assessment of loans to third parties for the year ended December 31, 2022 are set out in note 47.3.

26. ACCOUNTS AND OTHER RECEIVABLES

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
Accounts receivables		
— Accounts receivable (note a)	93,032	86,333
— Open trade receivable (note b)	977,380	263,892
Advance to suppliers	17,160	14,386
Prepayment for wealth management related products	8,567	45,000
Other receivables		
— Refundable deposits (note c)	110,309	284,169
— Staff loans	45,482	28,393
— Value-added tax recoverable	2,347	3,545
Others	37,141	44,420
	1,291,418	770,138
Less: Impairment loss allowance	(38,688)	(10,020)
	1,252,730	760,118

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

26. ACCOUNTS AND OTHER RECEIVABLES (CONTINUED)

Notes:

- (a) The Group allows an average credit period of 180 days for its customers. The following is an aging analysis of accounts receivables based on invoice dates at the end of the reporting periods:

Aging of accounts receivable (net of impairment loss allowance)

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
0-30 days	39,473	67,550
31-60 days	2,680	3,034
61-90 days	4,365	3,228
91-180 days	5,279	815
181-360 days	1,815	396
Over 1 year	1,067	1,720
	54,679	76,743

Details of impairment assessment of accounts and other receivables for the year ended December 31, 2022 and 2021 are set out in note 47.3.

- (b) Open trade receivable arose from the Group's brokerage business in respect of securities trading. As the Group currently does not have an enforceable right to offset these receivables with corresponding payables to counterparties, the two balances are presented separately.
- (c) Refundable deposits mainly represent deposits in Stock Exchange.

27. FINANCIAL ASSETS PURCHASED UNDER RESALE AGREEMENTS

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
Analyzed by collateral type:		
— Debt securities	4,713	109,000
Add: Interest receivable	2	5
	4,715	109,005
Analyzed by market:		
— Stock exchanges	4,715	109,005
	4,715	109,005

As at December 31, 2022, the fair value of the collateral was RMB4,715,000 (2021: RMB109,005,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

28. TERM DEPOSITS

Term deposits represent short-term bank deposits at effective interest rates ranging from 4.70% to 5.25% as at December 31, 2022 (2021: from 0.47% to 3.75%).

29. CASH AND CASH EQUIVALENTS, CASH HELD ON BEHALF OF BROKERAGE CLIENTS AND PLEDGED BANK DEPOSITS

Cash and cash equivalents comprise cash and bank balances held by the Group with original maturity within three months and accrued interest at prevailing market interest rates ranging from 0.05% to 5.20% (2021: 0.30% to 0.64%) per annum as at December 31, 2022.

The Group maintains segregated deposit account to hold cash on behalf of brokerage clients arising from its brokerage business, amounting to RMB738,166,000 as at December 31, 2022 (2021: RMB1,211,127,000). The Group has recognized the corresponding amount in payable to brokerage clients as set out in note 33.

Pledged bank deposits carry fixed interest rate from 2.10% to 4.71% (2021: 0.24% to 0.33%), and represent deposits pledged to banks to secure banking facilities granted to the Group. Deposits amounting to RMB58,350,000 (2021: RMB21,054,000) have been pledged to secure current portion of long-term borrowings and are therefore classified as current assets. The pledged bank deposits will be released upon the settlement of relevant bank borrowings.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

30. ACCOUNTS AND OTHER PAYABLES

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
Salaries, bonus and other benefit payables	385,574	712,435
Open trade payable (note a)	979,576	208,695
Other payables	50,841	55,667
Consultancy fee payables	20,626	12,982
Carried interests to management team and other parties (note b)	238,122	2,710
Other tax payables	11,826	17,177
Accrued expenses	21,949	22,444
Dividend payable	10,414	3,951
	1,718,928	1,036,061

Notes:

- (a) No aging analysis is disclosed in the opinion of the directors of the Company, the aging analysis does not give additional value to the readers of these consolidated financial statements in view of the nature of the business.
- (b) During the year ended December 31, 2022, the Group received shares of listed equity securities as carried interests income, and the portion of carried interests to management team and other parties will be settled in cash after corresponding listed equity securities are disposed of by the Group. Accordingly, this carried interests payable to management team and other parties is measured at fair value according to the share price of listed equity securities. As of December 31, 2022, carried interests to management team and other parties measured at fair value is RMB31,158,000.

31. FINANCIAL ASSETS SOLD UNDER REPURCHASE AGREEMENTS

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
Analyzed by collateral type:		
– Debt securities	150,000	760,000
Add: Interest payable	65	22
	150,065	760,022
Analyzed by market:		
– Stock exchanges	150,065	760,022
	150,065	760,022

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

31. FINANCIAL ASSETS SOLD UNDER REPURCHASE AGREEMENTS (CONTINUED)

Sales and repurchase agreements are transactions in which the Group sells a security and simultaneously agrees to repurchase it (or an asset that is substantially the same) at the agreed date and price. The repurchase prices are fixed and the Group is still exposed to substantially all the credit risks, market risks and rewards of those securities transferred. These securities are not derecognized from the consolidated financial statements but regarded as “collateral” for the liabilities because the Group retains substantially all the risks and rewards of these securities.

The proceeds from selling such securities are presented as financial assets sold under repurchase agreements. Since the Group transfers contractual rights to receive the cash flows of the securities, it does not have the ability to sell or repledge these transferred securities during the term of these arrangements. Financial assets sold under repurchase agreements bear effective interest from 3.50% to 3.95% (2021: 4.11% to 4.15%) per annum.

The following tables provide a summary of carrying amounts and fair values related to the transferred financial assets that are not derecognized in their entirety and the associated liabilities:

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
Carrying amount of transferred assets		
— Financial assets at FVTPL	480,785	915,331
— Financial assets at FVTOCI	357,672	410,210
Carrying amount of associated liabilities	(150,065)	(760,022)
Net position	688,392	565,519

32. SHORT-TERM DEBT INSTRUMENT ISSUED

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
Structured notes	236,648	160,954

As at December 31, 2022, the interest rates of structured notes range from 3.30% to 6.08% per annum (2021: from 3.70% to 4.10% per annum).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

33. PAYABLE TO BROKERAGE CLIENTS

The majority of the payable balance is repayable on demand except where certain balances represent margin deposits and cash collateral received from clients for their trading activities under normal course of business. Only the excess amounts over the required margin deposits and cash collateral stipulated are repayable on demand.

Payable to brokerage clients mainly include cash held on behalf of clients at the banks and at the clearing houses by the Group, and are interest-bearing at the prevailing market interest rate.

As at December 31, 2022, the cash received from clients for securities lending and margin financing arrangement as collaterals, included in the Group's accounts payable to brokerage clients amounted to were approximately RMB738,166,000 (2021: RMB1,211,127,000).

34. PAYABLES TO INTEREST HOLDERS OF CONSOLIDATED STRUCTURED ENTITIES

Payables to interest holders of consolidated structured entities consist of third-party holders' interests in these consolidated structured entities which are recognized as a liability since the Group has the obligation to pay other investors or limited partners upon the maturity dates of the structured entities based on the net asset value and related terms of those consolidated structured entities.

35. CONTRACT LIABILITIES

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
Prepaid management fees	10,802	22,371
Advance from related parties (note 44)	7,103	14,614
Advance from customers	11,756	29,399
	29,661	66,384
Less: Non-current portion	(5,916)	(6,671)
	23,745	59,713

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

35. CONTRACT LIABILITIES (CONTINUED)

The following table shows how much of the revenue recognized in the current year relates to carried-forward contract liabilities.

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Revenue recognized that was included in the contract liabilities balance at the beginning of the year	59,713	38,199

36. BANK BORROWINGS

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
Secured bank borrowing at fixed rate	—	20,023
Unsecured bank borrowing at fixed rate	339,462	270,717
Unsecured bank borrowing at variable rate	1,785,031	1,922,660
	2,124,493	2,213,400

The carrying amounts of the above borrowings are repayable:

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
Within one year	611,927	587,596
Within a period of more than one year but not exceeding two years	1,512,566	286,907
Within a period of more than two years but not exceeding five years	—	1,338,897
	2,124,493	2,213,400
Less: Amounts due within one year shown under current liabilities	(611,927)	(587,596)
Amounts shown under non-current liabilities	1,512,566	1,625,804

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

36. BANK BORROWINGS (CONTINUED)

The Group's variable-rate borrowings carry interest at London Interbank Offered Rate ("LIBOR"). Interest is reset every month. The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

	Year ended December 31,	
	2022	2021
Effective interest rate:		
Fixed-rate borrowings	4.15% to 5.00%	4.30% to 5.00%
Variable-rate borrowings	LIBOR + 2.00%	LIBOR + 2.00%

37. LEASE LIABILITIES

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Lease liabilities payable:		
Within one year	55,366	57,423
Within a period of more than one year but not more than two years	38,269	48,917
Within a period of more than two years but not more than five years	16,191	45,721
	109,826	152,061
Less: Amount due for settlement with 12 months shown under current liabilities	(55,366)	(57,423)
Amount due for settlement after 12 months shown under non-current liabilities	54,460	94,638

The weighted average incremental borrowing rates applied to lease liabilities is 2.98% (2021: 3.03%).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

38. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Bank borrowings RMB'000	Lease liabilities RMB'000	Dividend payable RMB'000	Structured notes RMB'000	Payables to interest holders of consolidated structured entities RMB'000	Total RMB'000
At January 1, 2022	2,213,400	152,061	3,951	160,954	390,299	2,920,665
Financing cash flows	(342,323)	(61,524)	(215,251)	68,486	(7,447)	(558,059)
Non-cash changes:						
Accrued interest expense	87,685	4,028	—	7,208	—	98,921
Disposal of subsidiaries	—	—	—	—	(118,039)	(118,039)
New leases entered	—	12,698	—	—	—	12,698
Dividends declared to shareholders and non-controlling shareholders	—	—	221,714	—	—	221,714
Investment losses attributable to interest holders of consolidated structured entities	—	—	—	—	(33,579)	(33,579)
Other loss arising from incidental and ancillary investments	—	—	—	—	(19,595)	(19,595)
Effect of exchange rate change	165,731	2,563	—	—	11,407	179,701
At December 31, 2022	2,124,493	109,826	10,414	236,648	223,046	2,704,427

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

38. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (CONTINUED)

	Bank borrowings RMB'000	Lease liabilities RMB'000	Financial liabilities at fair value through profit or loss RMB'000	Dividend payable RMB'000	Structured notes RMB'000	Payables to interest holders of consolidated structured entities RMB'000	Total RMB'000
At January 1, 2021	112,262	101,903	275,818	—	—	424,984	914,967
Financing cash flows	2,054,809	(57,643)	(314,409)	(209,826)	158,863	(50,543)	1,581,251
Non-cash changes:							
Accrued interest expense	72,766	4,459	—	—	2,091	—	79,316
New leases entered	—	104,178	—	—	—	—	104,178
Dividends declared to shareholders and non-controlling shareholders	—	—	—	213,777	—	—	213,777
Investment losses attributable to interest holders of consolidated structured entities	—	—	—	—	—	(355)	(355)
Other gain or loss arising from incidental and ancillary investments	—	—	—	—	—	17,928	17,928
Net investment losses	—	—	36,857	—	—	—	36,857
Effect of exchange rate change	(26,437)	(836)	1,734	—	—	(1,715)	(27,254)
At December 31, 2021	2,213,400	152,061	—	3,951	160,954	390,299	2,920,665

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

39. SHARE CAPITAL

	Number of shares	Nominal value per share US\$	Share capital US\$	Amount shown in the financial statement RMB
Authorized				
At January 1, 2021, December 31, 2021 and December 31, 2022	2,000,000,000	0.000025	50,000	
Issued				
At January 1, 2021	532,953,664	0.000025	13,324	87,348
Shares issued to the Trusts (note 41)	6,000,000	0.000025	150	968
Shares repurchased and cancelled (note)	(1,951,700)	0.000025	(49)	(315)
Exercise of share options (note 41)	13,362,812	0.000025	334	2,155
At December 31, 2021	550,364,776		13,759	90,156
Shares issued to the Trusts (note 41)	12,000,000	0.000025	300	2,022
Exercise of share options (note 41)	6,033,000	0.000025	151	1,016
At December 31, 2022	568,397,776		14,210	93,194
			As at December 31,	
			2022	2021
			RMB'000	RMB'000
Presented as			93	90

Note: The Company repurchased its own shares through the Stock Exchange as follows:

Year ended December 31, 2021

Month of repurchases	No. of ordinary shares	Price paid per share		Aggregate consideration paid (including expenses) RMB'000
		Highest RMB equivalent	Lowest RMB equivalent	
January 2021	100	13.07	13.07	1
July 2021	1,950,600	18.07	17.01	34,725
	1,950,700			34,726

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

39. SHARE CAPITAL (CONTINUED)

During the year ended December 31, 2021, 1,950,700 ordinary shares of the Company were repurchased at an aggregate cost of HK\$41,761,000 (equivalent to approximately RMB34,726,000) and cancelled.

40. NON-CONTROLLING INTERESTS

	At December 31,	
	2022	2021
	RMB'000	RMB'000
Balance at beginning of the year	1,081,483	1,486,136
Total comprehensive (expense)/income for the year	(23,093)	21,376
Acquisition of additional equity interest from non-controlling shareholders	—	(409,571)
Dividend distribution	(20,600)	(16,458)
Balance at end of the year	1,037,790	1,081,483

41. SHARE-BASED PAYMENTS

(a) Details of the employee share option scheme of the Company

The employee share option scheme of the Company (the "Scheme") was adopted pursuant to a resolution passed on August 24, 2012 for the primary purpose of providing incentives to eligible employees. The maximum number of shares that may be issued under the Scheme shall be 18,750,000 ordinary shares. Subsequently in 2015, the maximum number was approved to be expanded to 22,826,087 ordinary shares. After the share subdivision on August 10, 2018, the maximum number was adjusted to 91,304,348 ordinary shares.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

41. SHARE-BASED PAYMENTS (CONTINUED)

(a) Details of the employee share option scheme of the Company (continued)

Details of specific categories of options are as follows:

Date of grant	Number of shares	Exercise price
2012.11.05	275,000	US\$1.0
2013.01.01	300,000	US\$1.0
2013.03.29	150,000	US\$1.0
2013.05.13	750,000	US\$1.0
2014.01.01	1,375,000	US\$1.0
	2,850,000	US\$1.0 (note)
2015.01.01	7,475,000	US\$1.0
2015.10.01	50,000	US\$1.0
2016.01.01	125,000	US\$1.0
2016.01.01	1,450,000	US\$2.5
2016.07.01	2,550,000	US\$2.5
2017.01.01	800,000	US\$2.5
2017.04.01	7,780,000	US\$2.5
2017.10.01	200,000	US\$2.5
2018.04.01	3,195,000	US\$3.0

All of these number of shares are before the share subdivision.

Note: As at January 1, 2015, the Company modified the exercise price of 2,850,000 share options that had been issued up to December 31, 2014 from US\$1.50 per share to US\$1.00 per share. The incremental fair value of US\$448,000 (equivalent to approximately RMB2,797,000) was recognized immediately for the vested share options in the consolidated statement of profit or loss and other comprehensive income, and the incremental fair value of US\$293,000 (equivalent to approximately RMB1,829,000) would be recognized over the remaining vesting period for the unvested share options.

The share options shall be subject to a five-year vesting schedule and shall vest twenty percent on each anniversary from the vesting commencement date and on the same day in subsequent year, subject to the participant continuing to be an employee through each vesting date. The contractual life of the share options is 10 years. The Company's share option contract was adjusted to 15 years on March 30, 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

41. SHARE-BASED PAYMENTS (CONTINUED)

(a) Details of the employee share option scheme of the Company (continued)

The following tables disclose details of the share options held by existing employees and directors of the Group and movements in such holdings:

Date of grant	Exercise price per share before share subdivision US\$	Exercise price per share after share subdivision US\$	Number of share options					Outstanding at December 31, 2022
			Outstanding at January 1, 2022	Granted during 2022	Exercised during 2022	Forfeited during 2022	Cancelled during 2022	
Employees:								
2012.11.05	1	0.25	486,000	–	(46,000)	–	–	440,000
2013.01.01	1	0.25	300,000	–	(300,000)	–	–	–
2013.05.13	1	0.25	300,000	–	–	–	–	300,000
2014.01.01	1	0.25	791,000	–	(165,000)	–	–	626,000
Executive director:								
Wang Lixing	1	0.25	350,000	–	–	–	–	350,000
			350,000	–	–	–	–	350,000
Employees:	1	0.25	5,257,000	–	(925,000)	–	–	4,332,000
2015.01.01	1	0.25	5,607,000	–	(925,000)	–	–	4,682,000
2015.10.01	1	0.25	62,500	–	–	–	–	62,500
2016.01.01	1	0.25	200,000	–	–	–	–	200,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

41. SHARE-BASED PAYMENTS (CONTINUED)

(a) Details of the employee share option scheme of the Company (continued)

The following tables disclose details of the share options held by existing employees and directors of the Group and movements in such holdings: (continued)

Date of grant	Exercise price per share before share subdivision US\$	Exercise price per share after share subdivision US\$	Number of share options					Outstanding at December 31, 2022
			Outstanding at January 1, 2022	Granted during 2022	Exercised during 2022	Forfeited during 2022	Cancelled during 2022	
Executive director:								
Wang Lixing	2.5	0.625	771,092	–	–	–	–	771,092
			771,092	–	–	–	–	771,092
Employees:	2.5	0.625	696,000	–	(38,000)	(180,000)	–	478,000
2016.01.01	2.5	0.625	1,467,092	–	(38,000)	(180,000)	–	1,249,092
2016.07.01	2.5	0.625	470,000	–	–	–	–	470,000
2017.01.01	2.5	0.625	50,000	–	(50,000)	–	–	–
Executive directors:								
Bao Fan	2.5	0.625	4,000,000	–	(4,000,000)	–	–	–
Wang Lixing	2.5	0.625	700,000	–	–	–	–	700,000
			4,700,000	–	(4,000,000)	–	–	700,000
Employees:	2.5	0.625	2,792,000	–	(241,000)	–	–	2,551,000
2017.04.01	2.5	0.625	7,492,000	–	(4,241,000)	–	–	3,251,000
Employees:								
2017.10.01	2.5	0.625	320,000	–	–	–	–	320,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

41. SHARE-BASED PAYMENTS (CONTINUED)

(a) Details of the employee share option scheme of the Company (continued)

The following tables disclose details of the share options held by existing employees and directors of the Group and movements in such holdings: (continued)

Date of grant	Exercise price per share before share subdivision US\$	Exercise price per share after share subdivision US\$	Number of share options					Outstanding at December 31, 2022
			Outstanding at January 1, 2022	Granted during 2022	Exercised during 2022	Forfeited during 2022	Cancelled during 2022	
Executive directors:								
Bao Fan	3	0.75	160,000	–	(80,000)	–	–	80,000
Xie Yi Jing	3	0.75	400,000	–	–	–	–	400,000
Wang Lixing	3	0.75	900,000	–	–	–	–	900,000
			1,460,000	–	(80,000)	–	–	1,380,000
Employees:	3	0.75	5,154,188	–	(188,000)	(256,000)	–	4,710,188
2018.04.01	3	0.75	6,614,188	–	(268,000)	(256,000)	–	6,090,188
			24,159,780	–	(6,033,000)	(436,000)	–	17,690,780
Exercisable at the end of the year			16,323,780					16,310,780
Weighted average exercise price			US\$0.54	–	US\$0.54	US\$0.70	–	US\$0.53

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

41. SHARE-BASED PAYMENTS (CONTINUED)

(a) Details of the employee share option scheme of the Company (continued)

The following tables disclose details of the share options held by existing employees and directors of the Group and movements in such holdings: (continued)

Date of grant	Exercise price per share before share subdivision US\$	Exercise price per share after share subdivision US\$	Number of share options					Outstanding at December 31, 2021
			Outstanding at January 1, 2021	Granted during 2021	Exercised during 2021	Forfeited during 2021	Cancelled during 2021	
Employees:								
2012.11.05	1.0	0.25	536,000	–	(50,000)	–	–	486,000
2013.01.01	1.0	0.25	600,000	–	(300,000)	–	–	300,000
2013.05.13	1.0	0.25	300,000	–	–	–	–	300,000
2014.01.01	1.0	0.25	1,280,000	–	(489,000)	–	–	791,000
Executive director:								
Wang Lixing	1.0	0.25	521,092	–	(171,092)	–	–	350,000
			521,092	–	(171,092)	–	–	350,000
Employees:	1.0	0.25	8,450,000	–	(2,949,000)	(244,000)	–	5,257,000
2015.01.01	1.0	0.25	8,971,092	–	(3,120,092)	(244,000)	–	5,607,000
2015.10.01	1.0	0.25	112,500	–	(50,000)	–	–	62,500
2016.01.01	1.0	0.25	287,500	–	(87,500)	–	–	200,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

41. SHARE-BASED PAYMENTS (CONTINUED)

(a) Details of the employee share option scheme of the Company (continued)

The following tables disclose details of the share options held by existing employees and directors of the Group and movements in such holdings: (continued)

Date of grant	Exercise price per share before Share Subdivision US\$	Exercise price per share after Share Subdivision US\$	Number of share options					Outstanding at December 31, 2021
			Outstanding at January 1, 2021	Granted during 2021	Exercised during 2021	Forfeited during 2021	Cancelled during 2021	
Executive director:								
Wang Lixing	2.5	0.625	1,000,000	–	(228,908)	–	–	771,092
	2.5	0.625	1,000,000	–	(228,908)	–	–	771,092
Employees:	2.5	0.625	1,750,500	–	(654,500)	(400,000)	–	696,000
2016.01.01	2.5	0.625	2,750,500	–	(883,408)	(400,000)	–	1,467,092
2016.07.01	2.5	0.625	570,000	–	(100,000)	–	–	470,000
2017.01.01	2.5	0.625	100,000	–	(50,000)	–	–	50,000
Executive directors:								
Bao Fan	2.5	0.625	10,000,000	–	(6,000,000)	–	–	4,000,000
Wang Lixing	2.5	0.625	1,000,000	–	(300,000)	–	–	700,000
			11,000,000	–	(6,300,000)	–	–	4,700,000
Employees:	2.5	0.625	3,572,000	–	(513,000)	(267,000)	–	2,792,000
2017.04.01	2.5	0.625	14,572,000	–	(6,813,000)	(267,000)	–	7,492,000
Employees:								
2017.10.01	2.5	0.625	320,000	–	–	–	–	320,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

41. SHARE-BASED PAYMENTS (CONTINUED)

(a) Details of the employee share option scheme of the Company (continued)

The following tables disclose details of the share options held by existing employees and directors of the Group and movements in such holdings: (continued)

Date of grant	Exercise price per share before share subdivision US\$	Exercise price per share after share subdivision US\$	Number of share options					Outstanding at December 31, 2021
			Outstanding at January 1, 2021	Granted during 2021	Exercised during 2021	Forfeited during 2021	Cancelled during 2021	
Executive directors:								
Bao Fan	3.0	0.75	400,000	–	(240,000)	–	–	160,000
Xie Yi Jing	3.0	0.75	400,000	–	–	–	–	400,000
Wang Lixing	3.0	0.75	1,200,000	–	(300,000)	–	–	900,000
	3.0	0.75	2,000,000	–	(540,000)	–	–	1,460,000
Employees:	3.0	0.75	7,365,000	–	(879,812)	(1,331,000)	–	5,154,188
2018.04.01	3.0	0.75	9,365,000	–	(1,419,812)	(1,331,000)	–	6,614,188
			39,764,592	–	(13,362,812)	(2,242,000)	–	24,159,780
Exercisable at the end of the year								16,323,780
Weighted average exercise price			US\$0.54	–	US\$0.52	US\$0.66	–	US\$0.54

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

41. SHARE-BASED PAYMENTS (CONTINUED)

(b) Fair value of share options granted

The valuation of the share option was performed by an independent qualified professional valuer not connected with the Group. Options were priced using a binomial option pricing model. The main inputs used in the model include fair value of the Company's share as of the grant date, exercise price, expected volatility, expected life, risk-free interest rate and the expected dividend yield.

The inputs used in the model are as follows:

Date of grant	2018.04.01	2017.10.01	2017.04.01	2017.01.01	2016.07.01	2016.01.01	2015.10.01	2015.01.01	2014.01.01	2013.03.29 and 2013.05.13		
										2013.01.01	2012.11.05	
Grant date share price before												
Share Subdivision	US\$8.49	US\$5.82	US\$5.25	US\$5.17	US\$4.54	US\$4.67	US\$4.67	US\$2.76	US\$2.76	US\$2.76	US\$2.76	US\$2.76
Exercise price before						US\$1.00/						
Share Subdivision	US\$3.00	US\$2.50	US\$2.50	US\$2.50	US\$2.50	US\$2.50	US\$1.00	US\$1.00	US\$1.00	US\$1.00	US\$1.00	US\$1.00
Expected volatility	39.00%	37.00%	38.00%	38.00%	40.00%	40.00%	40.00%	40.00%	40.00%	40.00%	40.00%	40.00%
Expected life (years)	15	15	15	15	15	15	15	15	15	15	15	15
Risk-free interest rate	1.91%	3.04%	3.15%	3.21%	2.12%	2.94%	2.79%	2.49%	2.49%	2.49%	2.49%	2.49%
Expected dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

The weighted average remaining contractual life of share options outstanding as at December 31, 2022 was 8.76 years (2021: 5.07 years).

A share-based compensation expenses of RMB38,968,000 for share options has been recognized in profit or loss for the year ended December 31, 2022 (2021: RMB11,536,000).

(c) Details of the employee restricted share scheme of the Company

The 2018 Restricted Share Unit (“RSU”) Plan of the Company was adopted pursuant to a resolution passed on June 15, 2018 for the primary purpose of providing incentives to eligible employees, directors and consultants. 10,000,000 shares (adjusted as 40,000,000 after share subdivision) have been issued to Honor Equity Limited and Sky Allies Development Limited (the “Trusts”) for distribution of shares corresponding to RSUs. The Company has control over the Trusts and waived the consideration for shares issued.

The Trusts purchase the Company's shares in the open market using cash contributed by the Company to satisfy awards made under the share award scheme. During the year ended December 31, 2022, the Trusts purchased 11,433,300 (2021: 3,574,927) shares of the Company in the open market at a total consideration of RMB83,010,000 for the RSU Plan (2021: RMB65,056,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

41. SHARE-BASED PAYMENTS (CONTINUED)

(c) Details of the employee restricted share scheme of the Company (continued)

(i) Time-based RSU

Details of specific categories of time-based RSU are as follows:

Date of grant	Grantee	Number of shares	Grant date share price	Vesting period	Discount for lack of marketability ("DLOM")
2019.04.01	Employees and non-employees	4,118,619	HK\$21.60	Yearly over four years with yearly instalments after April 1, 2019	13.66% (note a)
2019.04.01	Employees	508,290	HK\$21.60	Yearly over four years with yearly instalments after April 1, 2019	N/A (note b)
2019.10.01	Employees	500,000	HK\$15.14	Yearly over four years with yearly instalments after October 1, 2019	13.32% (note a)
2019.10.01	Employees	100,000	HK\$15.14	50% will be vested on October 1, 2021 and 50% will be vested yearly over two years with yearly instalments after October 1, 2021	13.83% (note a)
2020.04.01	Employees	4,693,616	HK\$11.86	Yearly over three years with yearly instalments after April 1, 2020	N/A
2021.04.01	Employees	2,509,112	HK\$30.65	Yearly over three years with yearly instalments after April 1, 2021	N/A
2021.07.01	Employees	25,016	HK\$23.50	Yearly over three years with yearly instalments after April 1, 2021	N/A
2021.10.01	Employees	10,000	HK\$19.42	Fully vested on October 1, 2021	N/A
2022.04.01	Employees	7,174,935	HK\$9.43	Yearly over three years with yearly instalments after April 1, 2022	N/A
2022.04.01	Employees	300,000	HK\$9.43	Yearly over two years with yearly instalments after April 1, 2022	N/A
2022.07.01	Employees	75,314	HK\$9.84	Yearly over three years with yearly instalments after July 1, 2022	N/A
2022.09.01	Employees	1,105,000	HK\$8.88	Yearly over three years with yearly instalments after September 1, 2022	N/A

Notes:

- (a) 40%, 30% and 10% of vested shares cannot be disposed of during the lockup period of three years from vested date.
- (b) On September 1, 2022, the lockup period of 508,290 time-based RSU granted on April 1, 2019 was removed and the incremental fair value of RMB531,000 would be recognized in the consolidated statement of profit or loss and other comprehensive income over the remaining vesting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

41. SHARE-BASED PAYMENTS (CONTINUED)

(c) Details of the employee restricted share scheme of the Company (continued)

(i) Time-based RSU (continued)

A summary of the time-based RSU activities is as follows:

Outstanding shares	Outstanding at January 1, 2022	Granted during 2022	Vested during 2022	Forfeited during 2022	Outstanding at December 31, 2022
Executive directors:					
Bao Fan	254,145	–	(127,072)	–	127,073
Xie Yi Jing	60,995	–	(30,497)	–	30,498
Wang Lixing	155,460	–	(77,730)	–	77,730
	470,600	–	(235,299)	–	235,301
Employees	1,515,193	–	(764,615)	–	750,578
2019.04.01	1,985,793	–	(999,914)	–	985,879
2019.10.01	250,000	–	(125,000)	–	125,000
2019.10.01	25,000	–	(12,500)	–	12,500
Executive directors:					
Bao Fan	337,853	–	(168,926)	–	168,927
Xie Yi Jing	90,094	–	(45,047)	–	45,047
Wang Lixing	176,483	–	(88,241)	–	88,242
	604,430	–	(302,214)	–	302,216
Employees	1,987,354	–	(1,015,991)	(47,272)	924,091
2020.04.01	2,591,784	–	(1,318,205)	(47,272)	1,226,307
Executive directors:					
Bao Fan	644,838	–	(219,244)	–	425,594
Xie Yi Jing	78,999	–	(26,859)	–	52,140
Wang Lixing	189,373	–	(64,386)	–	124,987
	913,210	–	(310,489)	–	602,721
Employees	1,512,509	–	(522,513)	(46,737)	943,259
2021.04.01	2,425,719	–	(833,002)	(46,737)	1,545,980

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

41. SHARE-BASED PAYMENTS (CONTINUED)

(c) Details of the employee restricted share scheme of the Company (continued)

(i) Time-based RSU (continued)

A summary of the time-based RSU activities is as follows: (continued)

Outstanding shares	Outstanding at January 1, 2022	Granted during 2022	Vested during 2022	Forfeited during 2022	Outstanding at December 31, 2022
Executive director:					
Xie Yi Jing	8,515	—	(2,895)	—	5,620
	8,515	—	(2,895)	—	5,620
Employees	16,501	—	(5,609)	(2,891)	8,001
2021.07.01	25,016	—	(8,504)	(2,891)	13,621
Executive directors:					
Bao Fan	—	1,395,428	—	—	1,395,428
Xie Yi Jing	—	396,174	—	—	396,174
Wang Lixing	—	163,922	—	—	163,922
	—	1,955,524	—	—	1,955,524
Employees	—	5,519,411	—	(217,901)	5,301,510
2022.04.01	—	7,474,935	—	(217,901)	7,257,034
Executive director:					
Wang Lixing	—	29,913	—	—	29,913
	—	29,913	—	—	29,913
Employees	—	45,401	—	(36,790)	8,611
2022.07.01	—	75,314	—	(36,790)	38,524
2022.09.01	—	1,105,000	—	—	1,105,000
Time-based RSU	7,303,312				12,309,845

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

41. SHARE-BASED PAYMENTS (CONTINUED)

(c) Details of the employee restricted share scheme of the Company (continued)

(i) Time-based RSU (continued)

A summary of the time-based RSU activities is as follows: (continued)

	Outstanding at January 1, 2021	Granted during 2021	Vested during 2021	Forfeited during 2021	Outstanding at December 31, 2021
Outstanding shares					
Executive directors:					
Bao Fan	381,218	–	(127,073)	–	254,145
Xie Yi Jing	91,492	–	(30,497)	–	60,995
Wang Lixing	233,190	–	(77,730)	–	155,460
	705,900	–	(235,300)	–	470,600
Employees	2,374,688	–	(791,563)	(67,932)	1,515,193
2019.04.01	3,080,588	–	(1,026,863)	(67,932)	1,985,793
2019.10.01	375,000	–	(125,000)	–	250,000
2019.10.01	50,000	–	(25,000)	–	25,000
Executive directors:					
Bao Fan	511,898	–	(174,045)	–	337,853
Xie Yi Jing	136,506	–	(46,412)	–	90,094
Wang Lixing	267,397	–	(90,914)	–	176,483
	915,801	–	(311,371)	–	604,430
Employees	3,545,669	–	(1,205,501)	(352,814)	1,987,354
2020.04.01	4,461,470	–	(1,516,872)	(352,814)	2,591,784

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

41. SHARE-BASED PAYMENTS (CONTINUED)

(c) Details of the employee restricted share scheme of the Company (continued)

(i) Time-based RSU (continued)

A summary of the time-based RSU activities is as follows: (continued)

Outstanding shares	Outstanding at January 1, 2021	Granted during 2021	Vested during 2021	Forfeited during 2021	Outstanding at December 31, 2021
Executive directors:					
Bao Fan	–	644,838	–	–	644,838
Xie Yi Jing	–	78,999	–	–	78,999
Wang Lixing	–	189,373	–	–	189,373
Employees	–	913,210	–	–	913,210
	–	1,595,902	–	(83,393)	1,512,509
2021.04.01	–	2,509,112	–	(83,393)	2,425,719
Executive director:					
Xie Yi Jing	–	8,515	–	–	8,515
Employees	–	8,515	–	–	8,515
	–	16,501	–	–	16,501
2021.07.01	–	25,016	–	–	25,016
2021.10.01	–	10,000	(10,000)	–	–
Time-based RSU	7,967,058				7,303,312

(ii) Performance-based RSU

On April 1, 2019, the Company granted 1,429,879 performance-based RSU to employees, and will be vested on the date that is four years following the vesting commencement date of July 1, 2019 only if the performance conditions of the Company's average share price have been satisfied. 40%, 30% and 10% of vested shares cannot be disposed of during the lockup period of three years from vested date.

On April 1, 2021, the Company granted 1,832,535 performance-based RSU to employees, and will be vested on the date that is three years following the vesting commencement date of April 1, 2021 only if the performance conditions of the Company's average share price have been satisfied. 60% and 30% of vested shares cannot be disposed of during the lockup period of two years from vested date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

41. SHARE-BASED PAYMENTS (CONTINUED)

(c) Details of the employee restricted share scheme of the Company (continued)

(ii) Performance-based RSU (continued)

On April 1, 2022, the Company modified the performance condition of 3,262,414 performance-based RSUs that have been issued up to March 31, 2022 by reducing the Company's average share price to be achieved. The incremental fair value of RMB3,571,000 would be recognized in the consolidated statement of profit or loss and other comprehensive income over the remaining vesting period.

On September 1, 2022, the lockup period of 254,145 performance-based RSU granted on April 1, 2019 and 255,949 performance-based RSU granted on April 1, 2021 was removed and the incremental fair value of RMB23,000 would be recognized in the consolidated statement of profit or loss and other comprehensive income over the remaining vesting period.

On September 1, 2022, the Company granted 1,072,500 performance-based RSU to employees, and will be vested on the date that is three years following the vesting commencement date of July 1, 2022 only if the performance conditions of the Company's average share price have been satisfied.

On September 1, 2022, the Company granted 1,072,500 performance-based RSU to employees, which will be vested on the date that is three years following the vesting commencement date of April 1, 2022 only if the employees remain continuously employed by the Group through the vesting date and the employees' performance has been satisfied. The Group shall have the discretion to determine whether the RSU shall vest and to determine the number of RSU become vested on the vesting date.

The valuation of the performance-based RSU was performed by an independent qualified professional valuation firm. Performance-based RSU were priced using binomial option-pricing and Black Scholes model. The main inputs used in the model include grant date share price, performance target share price, expected life, expected volatility, risk-free interest rate, expected dividend yield and DLOM.

	April 1, 2019	April 1, 2021	September 1, 2022
Grant date share price	HK\$21.60	HK\$30.65	HK\$8.88
Performance target share price	HK\$20.00	HK\$20.00	HK\$20.00
Expected life	4.3 years	3 years	3 years
Expected volatility	36.00%	41.00%	51.00%
Risk-free interest rate	1.40%	2.82%	3.20%
Expected dividend yield	0.00%	0.00%	3.00%
DLOM	6.00%/0.00%	7.00%/0.00%	0.00%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

41. SHARE-BASED PAYMENTS (CONTINUED)

(c) Details of the employee restricted share scheme of the Company (continued)

(ii) Performance-based RSU (continued)

51,564 shares of performance-based RSU forfeited during the year ended December 31, 2022 (2021: 276,510), no performance-based RSU was vested during the year ended December 31, 2022 and 2021, and 4,975,700 shares of performance-based RSU were outstanding as at December 31, 2022 (2021: 2,882,264).

Share-based compensation expenses of RMB74,510,000 for restricted shares has been recognized in profit or loss for the year ended December 31, 2022 (2021: RMB51,167,000).

42. RETIREMENT BENEFITS SCHEMES

The Group operates a Mandatory Provident Fund Scheme (“MPF Scheme”) for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees. Both the Group and the employees contribute a fixed percentage of the relevant payroll to the MPF Scheme.

The employees of the Group in mainland China are members of a state-managed retirement benefit scheme operated by the PRC government. The Group is required to contribute a specified percentage of payroll costs as determined by respective local government authorities to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions under the scheme.

The Group maintains a retirement plan in the USA, pursuant to Section 401(k) of the Internal Revenue Code, for eligible participants to make voluntary contributions of a portion of their annual compensation to the retirement plan, on a deferred basis, subject to limitations provided by the Internal Revenue Code.

The amounts of contributions made by the Group in respect of such retirement benefit schemes are disclosed in note 13.

43. MAJOR NON-CASH TRANSACTIONS

- (a) During the year ended December 31, 2022, as agreed in advance, after the first closing of the fund, the Group transferred to the fund partial interests in several subsidiaries which only hold FVTPL investments amounting to RMB1,717,435,000, and hold the remaining interest in these FVTPL investment through several structured entities accounted for as investments in associates. Total consideration of such transfer was RMB1,823,775,000 and resulted in a gain of RMB106,340,000.
- (b) During the year ended December 31, 2022, the Group entered into new lease agreements for the use of leased properties for 2 to 3 years (2021: 1 to 5 years). On the lease commencement, the Group recognized RMB12,825,000 of leased properties and RMB12,698,000 of lease liabilities (2021: RMB104,910,000 leased properties and RMB104,178,000 lease liabilities).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

44. RELATED PARTY TRANSACTIONS AND BALANCES

Related parties of the Group include major shareholders of the Group and entities/partnerships under their control, associates of the Group, entities/partnerships controlled by members of the board of directors and close family members of such individuals.

(a) Amounts due from related parties

Amounts due from related parties — trade nature

	Note	As at December 31,	
		2022 RMB'000	2021 RMB'000
WXHXLJ	i	1,076,392	—
HJTJ Medical	i	217,243	—
深圳華晟領翔股權投資合夥企業(有限合夥) ("Shenzhen Huasheng Lingxiang Equity Investment Partnership (Limited Partnership)") ("SZHSLX")	i	44,331	—
Huaxing Capital Partners II, L.P.	i	36,260	35,827
Huaxing Growth Capital IV, L.P.	i	20,425	—
CR Life Star Fund LLC	i	6,235	92
Huaxing Capital Partners, L.P.	i	3,861	4,342
Huaxing Yihui LLC	i	3,742	1,844
天津華傑海河醫療投資合夥企業(有限合夥) ("Tianjin Huajie Haihe Health Investment Partnership (Limited Partnership)") ("TJHJHH")	i	2,954	2,896
Huaxing IV Colt, Ltd.	i	1,290	—
HX Pioneer Selection Limited	i	1,231	—
HX Advanced Selection Limited	i	625	253
Huaxing Yichong LLC	i	599	274
CR HB XI Venture Feeder, LP	i	585	277
HX Quality Selection Limited	i	488	198
HX Premium Selection Limited	i	469	175
上海華晟領錦投資合夥企業(有限合夥) ("Shanghai Huasheng Lingjin Equity Investment Partnership (Limited Partnership)") ("SHHSLJ")	i	245	—
上海華晟領勢創業投資合夥企業(有限合夥) ("Shanghai Huasheng Lingshi Venture Capital Partnership (Limited Partnership)") ("SHHLSL")	i	12	30
Glory Galaxy LLC	i	—	261
天津華驍投資合夥企業(有限合夥) ("Tianjing Huaxiao Investment Partnership (Limited Partnership)") ("TJHX")	i	—	250
Less: Impairment loss allowance		(92,206)	(898)
		1,324,781	45,821

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

44. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(a) Amounts due from related parties (continued)

Amounts due from related parties — trade nature (continued)

The trade balance represents (i) the fee and carried interest receivable in relation to the fund management service provided by the Group, which is non-interest bearing; and (ii) the receivable in relation to investment portfolio transferred by the Group to WXHXLJ (note 6).

The Group generally grants a credit period of 180 days to its related parties. Aging of amounts due from related parties — trade nature, based on trading dates, are as follows:

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
0–30 days	274,438	1,718
31–60 days	3,991	1,915
61–90 days	4,380	1,717
91–180 days	16,387	5,453
181–360 days	1,001,429	35,018
> 1 year	24,156	—
	1,324,781	45,821

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

44. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(a) Amounts due from related parties (continued)

Amounts due from related parties — non-trade nature

	Notes	As at December 31,	
		2022 RMB'000	2021 RMB'000
BJRZ Medical	i	695	638
廈門鐸展祺創業投資合夥企業(有限合夥) (“Xiamen Huazhan Qige Venture Capital Partnership (Limited Partnership)”)	i	549	—
Huaxing Growth Capital Medley Platform	i	418	9,707
廈門鐸興豐績創業投資合夥企業(有限合夥) (“Xiamen Huaxing Fengji Venture Capital Partnership (Limited Partnership)”)	i	358	—
Huaxing Yihui LLC	i	277	—
Huaxing Growth Capital Visions Feeder L.P.	i	273	216
北京華傑瑞眾投資管理中心(有限合夥) (“Beijing Huajie Ruizhong Investment Management Center (Limited Partnership)”) (“BJHJRZ”)	i	—	3,643
達孜縣崇鐸企業管理有限公司 (“Dazi Chonghua Enterprise Management Co., Ltd.”)	ii	2,796	2,796
Huaxing Growth Capital IV WM Feeder L.P.	i	—	163
Huaxing Growth Capital IV, L.P.	i	—	1,082
天津華興豐耀創業投資合夥企業(有限合夥) (“Tianjin Huaxing Fengyao Venture Capital Partnership (Limited Partnership)”)	i	—	422
Huaxing Growth Capital III, L.P.	i	—	725
Huaxing Growth Capital Associates Feeder, L.P.	i	61	192
Other funds managed by the Group	i	450	181
Less: Impairment loss allowance		(281)	(904)
		5,596	18,861

The balances are unsecured, interest free and repayable on demand.

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

44. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(b) Amounts due to related parties

	Notes	At December 31,	
		2022	2021
		RMB'000	RMB'000
達孜鐳晟創業投資合夥企業(有限合夥) (“Dazi Huasheng Venture Capital Partnership (Limited Partnership)”) (“DZHS”)	i	809	396
Huaxing Growth Capital IV, L.P.	i	30	11,900
HNBY IT	iii	889	889
		1,728	13,185

The trade payable represents the fee payable in relation to the fund raising services, consulting services and research and development services provided by related parties to the Group, which is non-interest bearing.

The credit period granted by the related parties ranges from 30 to 360 days. Aging of amounts due to related parties — trade nature are as follows:

	At December 31,	
	2022	2021
	RMB'000	RMB'000
0–30 days	839	12,825
31–60 days	—	34
61–90 days	—	36
91–180 days	—	98
181–360 days	—	192
> 1 year	889	—
	1,728	13,185

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

44. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(b) Amounts due to related parties (continued)

Payable to brokerage clients

	Notes	At December 31,	
		2022	2021
		RMB'000	RMB'000
East Image Limited	i	3,909	—
Bao Fan	iv	370	—
FBH Partners Limited (“FBH”)	iv	281	238
Huaxing Growth Capital III L.P.	i	209	155,238
CR Partners Limited	i	—	7,237
		4,769	162,713

The balances represent payable to brokerage clients’ entities in respect of dealing in securities, which are kept in segregated accounts.

Contract liabilities

	Note	At December 31,	
		2022	2021
		RMB'000	RMB'000
天津華興合利一號醫療股權投資合夥企業(有限合夥) (“Tianjin Huaxing Heli No. 1 Medical Equity Investment Partnership (Limited Partnership)” (“TJHXHL1”))	i	4,686	6,685
SHHSLF	i	1,691	3,255
寧波梅山保稅港區華灝投資管理合夥企業(有限合夥) (“Ningbo Meishan Bonded Port Area Huahao Investment Management Partnership (Limited Partnership)” (“NBHH”))	i	710	710
上海沛禧投資管理合夥企業(有限合夥) (“Shanghai Peixi Investment Management Partnership (Limited Partnership)” (“SHPX”))	i	12	212
天津華鴻諮詢合夥企業(有限合夥) (“Tianjin Huahong Consulting Partnership (Limited Partnership)” (“TJHH”))	i	4	—
NBHXLY	i	—	3,431
HJTJ Medical	i	—	277
SZHSLX	i	—	44
		7,103	14,614

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

44. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(b) Amounts due to related parties (continued)

Contract liabilities (continued)

The balances represent advance payment of management fee from related parties in relation to the fund management services provided by the Group.

Carried interests to management team and other parties

	Notes	At December 31,	
		2022	2021
		RMB'000	RMB'000
FBH	iv	358	—
High Fortune Investments Limited	ii	88	—
		446	—

The balances represent carried interest payable to the related parties.

(c) Transactions conducted with related parties during the year

	Note	Year ended December 31,	
		2022	2021
		RMB'000	RMB'000
<i>Fund raising commission to:</i>			
DZHS	i	413	396
天津華興合利二號醫療股權投資合夥企業(有限合夥) (“Tianjin Huaxing Heli No. 2 Medical Equity Investment Partnership (Limited Partnership)”)	i	—	597

	Note	Year ended December 31,	
		2022	2021
		RMB'000	RMB'000
<i>Consulting service to:</i>			
Huaxing Growth Capital IV, L.P.	i	379	—
Fairy Marvel Limited	i	19	—
Golden Development Asia Limited	i	25	—

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

44. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(c) Transactions conducted with related parties during the year (continued)

	Note	Year ended December 31,	
		2022	2021
		RMB'000	RMB'000
<i>Realized carried interest income from:</i>			
HJTJ Medical	i	208,186	—
East Image Limited	i	72,785	24,043
SZHSLX	i	55,029	—
Huaxing Capital Partners II, L.P.	i	29,801	—
蘇州鐸興志圖創業投資中心(有限合夥) ("Suzhou Huaxing Zhitu Venture Capital Center (Limited Partnership)")	i	23,430	—
Huaxing Capital Partners, L.P.	i	9,335	4,124
East Concept Development Limited	i	1,648	—
Starwick Investment Limited	i	1,166	648
Green Galaxy LLC	i	803	—
Glory Galaxy LLC	i	170	—
<i>Accrued carried interest to:</i>			
FBH	iv	5,050	7,846
High Fortune Investments Limited	ii	1,117	786

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

44. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(c) Transactions conducted with related parties during the year (continued)

	Note	Year ended December 31,	
		2022 RMB'000	2021 RMB'000
<i>Management fees from:</i>			
Huaxing Growth Capital IV, L.P.	i	106,938	16,503
NBHXLY	i	95,317	98,847
SHHSLF	i	77,724	86,162
Huaxing Growth Capital III, L.P.	i	75,927	65,388
BJRZ Medical	i	24,071	24,071
寧波梅山保稅港區華興領鴻股權投資合夥企業 (有限合夥) (“ Ningbo Meishan Bonded Port Area Huaxing Linghong Equity Investment Partnership (Limited Partnership) ”)	i	17,566	17,566
WXHXLJ	i	17,499	—
HJTJ Medical	i	12,579	18,829
SHHSLS	i	12,101	16,257
Huaxing Capital Partners II, L.P.	i	7,992	4,103
CR Life Star Fund LLC	i	4,771	5,811
TJHXHL1	i	3,123	2,741
TJHJHH	i	2,787	2,732
Huaxing Capital Partners L.P.	i	1,840	6,137
Huaxing Yihui LLC	i	1,792	—
NBHH	i	1,698	1,698
Green Galaxy LLC	i	981	—
CR HB XI Venture Feeder, L.P.	i	561	542
Huaxing Yichong LLC	i	291	—
SHHSLJ	i	231	358
SHPX	i	189	228
天津華興志凱創業投資合夥企業(有限合夥) (“ Tianjin Huaxing Zhikai Venture Capital Partnership (Limited Partnership) ”)	i	143	—
Glory Galaxy LLC	i	135	—
TJHX	i	94	161
天津華興志強創業投資合夥企業(有限合夥) (“ Tianjin Huaxing Zhiqiang Venture Capital Partnership (Limited Partnership) ”)	i	50	—
TJHH	i	46	—
BJHJRZ	i	—	19
SZHSLX	i	—	731
East Image Limited	i	—	24,043

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

44. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(d) Compensation of key management personnel

The remunerations of the key management during the year were as follows:

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Salaries, bonus and other allowance	24,673	24,132
Performance related bonus	—	46,655
Retirement benefit scheme contributions	684	704
Equity-settled share-based payments expenses	33,316	26,091
	58,673	97,582

The remunerations of the key management are determined by the remuneration committee having regard to the performance of individuals and market trends.

Notes:

- (i) Funds managed by the Group in which the Group has significant influence.
- (ii) Entities controlled by shareholders of the Company.
- (iii) HNBY IT is a joint venture of the Group.
- (iv) Mr. Bao Fan and FBH are controlling shareholders of the Group.

45. STRUCTURED ENTITIES

45.1 Consolidated structured entities

The consolidated structured entities of the Group mainly included general partners of investment funds, funds managed by the Group and asset management plans where the Group involves as manager. As at December 31, 2022, the aggregate net assets of the consolidated structured entities amounted to RMB962,991,000 (2021: RMB2,501,165,000).

Being the general partner and manager of these structured entities, the Group considered the power to exercise over the activities of such structured entities and its exposure to and ability to influence its own returns from such structured entities and concluded that it has control over such structured entities and should consolidate them.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

45. STRUCTURED ENTITIES (CONTINUED)

45.2 Unconsolidated structured entities

(a) Structured entities managed by third party institutions in which the Group holds interests

The Group holds interests in these structured entities managed by third party institutions through investments in the beneficial rights or products issued relating to these structured entities. The Group does not consolidate these structured entities as the Group does not have power over them. Such structured entities include cash management products, investments in funds, trust products, money market funds and the private equity fund managed by third parties.

The following tables set out an analysis of the carrying amounts of interests held by the Group as at December 31, 2022 and 2021 in the structured entities managed by third party institutions.

	At December 31, 2022		
	Financial assets	Maximum	Type of income (note)
	at FVTPL RMB'000	risk exposure RMB'000	
Unlisted cash management products	423,402	423,402	Net investment gains
Money market funds	579,909	579,909	Net investment gains
Trust products	21,652	21,652	Net investment gains
Unlisted investment funds at fair value	1,092,716	1,092,716	Net investment gains
	2,117,679	2,117,679	

	At December 31, 2021			
	Other	Financial	Maximum	Type of income (note)
	financial	assets at	risk exposure	
	assets	FVTPL	RMB'000	
	RMB'000	RMB'000	RMB'000	
Unlisted cash management products	—	140,483	140,483	Net investment gains
Money market funds	—	591,839	591,839	Net investment gains
Trust products	—	115,775	115,775	Net investment gains
Unlisted investment funds at fair value	—	1,104,043	1,104,043	Net investment gains
Private equity fund with fixed interest rate	3,187	—	3,187	Interest income
Total	3,187	1,952,140	1,955,327	

Note: All of these unconsolidated structured entities are recorded in financial assets at fair value through profit or loss and other financial assets. The maximum exposures to loss in the above investments are the carrying amounts of the assets held by the Group at the end of each reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

45. STRUCTURED ENTITIES (CONTINUED)

45.2 Unconsolidated structured entities (continued)

(b) Structured entities managed by the Group

The types of unconsolidated structured entities managed by the Group include funds and assets management schemes where it acts as the general partner. The purpose of managing these structured entities is to generate fees and carried interest from managing assets on behalf of the funds and assets management schemes. Interest held by the Group includes fees and carried interest charged by providing management services to these structured entities and net investment gains from these structured entities.

For the year ended December 31, 2022, the management fee recognized amounting to RMB495,036,000 (2021: RMB407,995,000).

For the year ended December 31, 2022, the carried interest recognized amounting to RMB402,353,000 (2021: RMB28,815,000).

For the year ended December 31, 2022, the net investment losses recognized amounting to RMB154,193,000 (net investment gains recognized during the year ended December 31, 2021: RMB6,270,000).

As at December 31, 2022, the Group's interests in these structured entities related to funds amounted to RMB1,404,604,000 (2021: RMB1,565,221,000).

As at December 31, 2022, the Group's interests in these structured entities related to assets management schemes amounted to RMB33,113,000 (2021: RMB30,245,000).

As at December 31, 2022, the amount of assets held by the funds managed by the Group amounted to RMB42,896 million (2021: RMB48,850 million).

46. CAPITAL COMMITMENTS

As at December 31, 2022, the Group had commitments for future minimum investments in funds invested by the Group amounted to RMB260,335,000 (2021: RMB255,703,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

47. FINANCIAL RISK MANAGEMENT

47.1 Categories of financial instruments

	At December 31,	
	2022 RMB'000	2021 RMB'000
Financial assets		
Financial assets at amortized cost	5,499,643	4,720,352
Financial assets at FVTPL	5,365,153	6,875,712
Financial assets at FVTOCI	357,672	410,210
Financial liabilities		
Financial liabilities at amortized cost	4,324,091	4,658,476
Financial liabilities at FVTPL	254,204	390,299

47.2 Financial risk management objectives and policies

The Group's major financial instruments include financial assets at FVTPL, financial assets at FVTOCI, other financial assets, cash and cash equivalents, cash held on behalf of brokerage clients, pledged bank deposits, rental deposits, accounts and other receivables, financial assets purchased under resale agreements, term deposits, loans to third parties, amounts due from related parties, accounts and other payables, amounts due to related parties, bank borrowings, lease liabilities, payable to interest holders of consolidated structured entities, financial assets sold under repurchase agreements, short-term debt instrument issued and payable to brokerage clients. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

47.3 Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial loss to the Group. The Group's credit risk exposures are primarily attributable to cash and cash equivalents, cash held on behalf of brokerage clients, pledged bank deposits, term deposits, accounts receivables, financial assets purchased under resale agreements, amounts due from related parties, rental deposit, other receivables, other financial assets, loan to third parties, financial assets at FVTPL and debt instruments at FVTOCI.

The carrying amount of the Group's financial assets at FVTPL as disclosed in note 23 best represents their respective maximum exposure to credit risk. The Group holds no collateral over any of these balances.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

47. FINANCIAL RISK MANAGEMENT (CONTINUED)

47.3 Credit risk and impairment assessment (continued)

Except for financial assets at FVTPL, the Group performed impairment assessment for financial assets and other items under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment, if applicable, are summarized as below:

The Group invests in debt instruments at FVTOCI with low credit risk. The Group's debt instruments at FVTOCI comprise listed bonds that are graded in the top investment grade as per globally understood definitions and therefore are considered to be low credit risk investments.

In order to minimize credit risk, the Group has tasked its credit management team to develop and maintain the Group's cash and cash equivalents, cash held on behalf of brokerage clients, pledged bank deposits, term deposits, other receivables, financial assets purchased under resale agreements, rental deposits, amounts due from related parties of non-trade nature, other financial assets and loans to third parties credit risk grading to categorize exposures according to their degree of risk of default. The credit rating information is supplied by independent rating agencies where available and, if not available, the credit management team uses other publicly available financial information and the Group's own trading records to rate its major customers and other debtors. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The Group's current credit risk grading framework in respect of other receivables, rental deposits, amounts due from related parties of non-trade nature, other financial assets and loans to third parties and related parties comprises the following categories:

Internal credit rating	Description	Basis for recognizing ECL
Performing	The counterparty has a low risk of default and does not have any past-due amounts	12m ECL
Doubtful	There has been a significant increase in credit risk since initial recognition	Lifetime ECL-not credit-impaired
In default	There is evidence indicating the asset is credit-impaired	Lifetime ECL-credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

47. FINANCIAL RISK MANAGEMENT (CONTINUED)

47.3 Credit risk and impairment assessment (continued)

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

	Notes	External credit rating	Internal credit rating	12m or lifetime ECL	2022 Gross carrying amount RMB'000	2021 Gross carrying amount RMB'000
Debt instruments at FVTOCI						
Investments in listed bonds	24	A+ (Standard & Poor's Ratings)	N/A	12m ECL	357,672	410,210
Financial assets at amortized costs						
Rental deposits	N/A	N/A	Performing	12m ECL	18,923	19,162
Loans to third parties	25	N/A	Performing	12m ECL	11,418	—
			Doubtful	Lifetime ECL	—	6,541
			In default	Credit-impaired	192,717	—
Accounts receivables	26	N/A	(Note)	Lifetime ECL (provision matrix)	1,032,107	340,661
			In default	Credit-impaired	38,305	9,564
Other receivables	26	N/A	Performing	12m ECL	192,932	356,982
Financial assets purchased under resale agreements	27	N/A	Performing	12m ECL	4,715	109,005
Term deposits	28	N/A	Performing	12m ECL	500,207	208,778
Pledged bank deposits	29	N/A	Performing	12m ECL	58,350	21,054
Cash held on behalf of brokerage clients	29	N/A	Performing	12m ECL	738,166	1,211,127
Cash and cash equivalents	29	N/A	Performing	12m ECL	1,537,730	2,381,646
Other financial assets	N/A	N/A	Performing	12m ECL	—	3,187
Amounts due from related parties of non-trade nature	44	N/A	Performing	12m ECL	5,877	19,765
Amounts due from related parties of trade nature	44	N/A	(Note)	Lifetime ECL (provision matrix)	359,144	46,719
			In default	Credit-impaired	1,057,843	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

47. FINANCIAL RISK MANAGEMENT (CONTINUED)

47.3 Credit risk and impairment assessment (continued)

Note:

For accounts receivables and amounts due from related parties of trade nature, the Group has applied the simplified approach to measure the loss allowance at lifetime ECL. The Group determines the ECL on these items by using a provision matrix, estimated based on historical credit loss experience based on the past default experience of the debtor, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The following tables detail the risk profile of accounts receivables and amounts due from related parties of trade nature based on the Group's provision matrix within lifetime ECL (not credit-impaired). As the Group's historical credit loss experience show significantly different loss patterns for different customer portfolio (including higher risk, normal risk and lower risk type), the provision for loss allowance based on past due status is further distinguished between the Group's customer portfolio of different risk type. Debtors with credit-impaired with gross carrying amounts of RMB1,096,148,000 as at December 31, 2022 (2021: RMB9,564,000) were assessed individually. Impairment allowance of RMB128,376,000 were made on credit-impaired debtors as of December 31, 2022 (2021: RMB9,564,000).

	Accounts receivables and amounts due from related parties of trade nature			Total RMB'000
	0-180 days RMB'000	181-360 days RMB'000	Over 360 days RMB'000	
At December 31, 2022				
<i>Low risk type customers</i>				
Total gross carrying amount at default	1,328,373	36,383	26,495	1,391,251
Lifetime ECL	—	(911)	(1,272)	(2,183)
	1,328,373	35,472	25,223	1,389,068

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

47. FINANCIAL RISK MANAGEMENT (CONTINUED)

47.3 Credit risk and impairment assessment (continued)

	Accounts receivables and amounts due from related parties of trade nature			Total RMB'000
	0-180 days RMB'000	181-360 days RMB'000	Over 360 days RMB'000	
At December 31, 2021				
<i>Normal risk type customers</i>				
Total gross carrying amount at default	39,774	—	—	39,774
Lifetime ECL	—	—	—	—
	39,774	—	—	39,774
<i>Low risk type customers</i>				
Total gross carrying amount at default	309,548	36,321	1,737	347,606
Lifetime ECL	—	(907)	(17)	(924)
	309,548	35,414	1,720	346,682

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

47. FINANCIAL RISK MANAGEMENT (CONTINUED)

47.3 Credit risk and impairment assessment (continued)

Allowance for impairment

The movement in the ECL during the current period was as follows:

	Accounts receivables and amounts due from related parties of trade nature			Loans to third parties		Other receivables, rental deposits and amounts due from related parties of non-trade nature			Financial assets at FVTOCI	Total
	Lifetime ECL (not credit impaired) RMB'000	Lifetime ECL (credit impaired) RMB'000	12m ECL RMB'000	Lifetime ECL (not credit impaired) RMB'000	Lifetime ECL (credit impaired) RMB'000	12m ECL RMB'000	Lifetime ECL (credit impaired) RMB'000	Other financial assets 12m ECL RMB'000		
At January 1, 2021	3,665	–	3,809	–	–	1,600	–	12	60	9,146
Impairment losses recognized	85	10,505	–	1,962	39,441	761	1,230	–	54	54,038
Impairment losses reversal	(2,826)	–	(3,809)	–	–	(972)	–	(12)	(19)	(7,638)
Write-offs	–	(941)	–	–	(39,441)	–	(1,230)	–	–	(41,612)
At December 31, 2021	924	9,564	–	1,962	–	1,389	–	–	95	13,934
Impairment losses recognized	1,285	128,376	26	–	117,535	427	44	–	–	247,693
Impairment losses reversal	(26)	–	–	(1,962)	–	(1,145)	–	–	(59)	(3,192)
Write-offs	–	(10,447)	–	–	–	–	(44)	–	–	(10,491)
Exchange adjustments	–	883	–	–	–	–	–	–	–	883
At December 31, 2022	2,183	128,376	26	–	117,535	671	–	–	36	248,827

Note: The changes in loss allowance are mainly due to financial instruments originated or derecognized during the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

47. FINANCIAL RISK MANAGEMENT (CONTINUED)

47.4 Liquidity risk

Ultimate responsibility for liquidity risk management rests with the board of directors of the Company, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk mainly by maintaining adequate cash and cash equivalents and continuously monitoring forecast and actual cash flows on a regular basis.

The following tables detail the Group's remaining contractual maturity for its financial liabilities which are included in the maturity analysis for the purpose of managing liquidity risk. The tables reflect the undiscounted cash flows of financial liabilities based on the earliest date on which the Group is required to pay in accordance with agreed repayment terms.

	Weighted average effective interest rate %	On demand or within one year RMB'000	One to fifth year RMB'000	More than five years RMB'000	Total undiscounted cash flows RMB'000	Total carrying amount RMB'000
At December 31, 2022						
Accounts and other payables	—	1,104,149	—	—	1,104,149	1,104,149
Financial assets sold under repurchase agreements	3.89%	150,125	—	—	150,125	150,065
Payable to brokerage clients	—	738,166	—	—	738,166	738,166
Amounts due to related parties	—	1,728	—	—	1,728	1,728
Bank borrowings	6.07%	739,053	1,547,513	—	2,286,566	2,124,493
Short-term debt instrument issued	3.46%	240,010	—	—	240,010	236,648
Lease liabilities	2.98%	55,759	57,253	—	113,012	109,826
Payables to interest holders of consolidated structured entities	—	223,046	—	—	223,046	223,046
		3,252,036	1,604,766	—	4,856,802	4,688,121

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

47. FINANCIAL RISK MANAGEMENT (CONTINUED)

47.4 Liquidity risk (continued)

	Weighted average effective interest rate %	On demand or within one year RMB'000	One to fifth year RMB'000	More than five years RMB'000	Total undiscounted cash flows RMB'000	Total carrying amount RMB'000
At December 31, 2021						
Accounts and other payables	—	299,788	—	—	299,788	299,788
Financial assets sold under repurchase agreements	4.13%	760,086	—	—	760,086	760,022
Payable to brokerage clients	—	1,211,127	—	—	1,211,127	1,211,127
Amounts due to related parties	—	13,185	—	—	13,185	13,185
Bank borrowings	2.25%	630,502	1,677,049	—	2,307,551	2,213,400
Short-term debt instrument issued	3.92%	162,136	—	—	162,136	160,954
Lease liabilities	3.03%	58,342	103,099	—	161,441	152,061
Payables to interest holders of consolidated structured entities	—	390,299	—	—	390,299	390,299
		3,525,465	1,780,148	—	5,305,613	5,200,836

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

47. FINANCIAL RISK MANAGEMENT (CONTINUED)

47.5 Market risk

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate term deposits (see note 28), fixed-rate pledged bank deposits (see note 29) and loans to third parties (see note 25), fixed-rate financial assets sold under repurchase agreements (see note 31), short-term debt instruments (see note 32), bank borrowings (see note 36) and lease liabilities (see note 37). The Group is also exposed to cash flow interest rate risk due to the fluctuation of market rate on variable-rate bank balances (see note 29) and variable-rate bank borrowings (see note 36). The Group cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances and US\$ LIBOR arising from the Group's US\$ denominated borrowings. The Group aims at keeping borrowings at variable rates. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The management will review the proportion of borrowings in fixed and floating rates and ensure they are within reasonable range.

A fundamental reform of major interest rate benchmarks has been undertaken globally to replace some interbank offered rates (“**IBORs**”) with alternative nearly risk-free rates. Details of the impacts on the Group's risk management strategy arising from the interest rate benchmark reform and the progress towards implementation of alternative benchmark interest rates are set out under “interest rate benchmark reform” in this note.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. 50 basis point (2021: 50 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. Bank balances are excluded from sensitivity analysis as the management considers that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant. For variable rate bank borrowings, if interest rates had been 50 basis points (2021: 50 basis points) higher/lower and all other variables were held constant, the Group's profit after income tax for the year ended December 31, 2022 would decrease/increase by RMB8,880,000 (2021: RMB9,595,000).

Currency risk

The Group's exposure to foreign currency risk related primarily to cash and cash equivalents, term deposits, accounts and other receivables and payable to brokerage clients that are denominated in HK\$ and US\$.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

47. FINANCIAL RISK MANAGEMENT (CONTINUED)

47.5 Market risk (continued)

Currency risk (continued)

The carrying amounts of the Group's foreign currencies denominated monetary assets and liabilities at the end of the reporting period are as follows:

	Assets		Liabilities	
	At December 31,		At December 31,	
	2022	2021	2022	2021
	RMB'000	RMB'000	RMB'000	RMB'000
HK\$	152,023	14,731	—	—
US\$	332,070	1,358,036	6,181	12,512

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to foreign currency rates and includes only outstanding foreign currency denominated monetary assets and liabilities at year end for a 5% change in foreign currency rates. A 5% increase or decrease is used when reporting foreign currency rate risk internally to key management and represents management's assessment of the reasonably possible change in foreign currency.

If a 5% appreciation and depreciation in RMB against HK\$ and US\$, and all other variables were held constant, the Group's profit after income tax for the year ended December 31, 2022 would decrease/increase by RMB17,922,000 (2021: RMB51,010,000).

Other price risk

The Group is exposed to price risk through its investments in money market funds, financial bonds and listed equity security investments measured at FVTPL and FVTOCI. The price risk of these financial assets may arise due to changes in market price. The change may be caused by factors relating to the financial instrument itself or the issuer, and it may also be caused by market factors. The management manages this exposure by maintaining a portfolio of investments with different risks. The Group has designated a team to monitor the price risk and will consider hedging the risk exposure should the need arises. The Group is also exposed to price risk in respect of payables to interest holders of consolidated assets management schemes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

47. FINANCIAL RISK MANAGEMENT (CONTINUED)

47.5 Market risk (continued)

Other price risk (continued)

Sensitivity analysis

If the prices of the respective listed financial instruments had increased/decreased by 5%, the profit after income tax for the year ended December 31, 2022 would increase/decrease by approximately RMB99,404,000 (2021: RMB100,271,000) as a result of the changes in fair value of investments at FVTPL and the other comprehensive income would increase/decrease by RMB13,413,000 (2021: RMB15,383,000) as a result of the changes in fair value of investments at FVTOCI.

Payables to interest holders of consolidated assets management schemes are affected by changes in net assets value of underlying investments of consolidated structured entities. If the net assets value of underlying investments of consolidated structured entities had increased/decreased by 5% with all other variables held constant, the profit after income tax for the year ended December 31, 2022 would increase/decrease by approximately RMB85,000 (2021: RMB118,000).

47.6 Interest rate benchmark reform

As mentioned in note 36, several of the Group's LIBOR bank borrowings will be subject to the interest rate benchmark reform. The Group is closely monitoring the market and managing the transition to new benchmark interest rates, including announcements made by the relevant IBOR regulators.

LIBOR

As at December 31, 2022, all LIBOR settings have been either ceased to be provided by any administrator or no longer be representative, except for US dollar settings (other than the 1-week and 2-month settings) which will be ceased immediately after June 30, 2023.

(i) Risks arising from the interest rate benchmark reform

The following are the key risks for the Group arising from the transition:

Interest rate related risks

For contracts which have not been transitioned to the relevant alternative benchmark rates and without detailed fallback clauses, if the bilateral negotiations with the Group's counterparties are not successfully concluded before the cessation of LIBORs, there are significant uncertainties with regard to the interest rate that would apply. This gives rise to additional interest rate risk that was not anticipated when the contracts were entered into.

47. FINANCIAL RISK MANAGEMENT (CONTINUED)

47.6 Interest rate benchmark reform (continued)

LIBOR (continued)

(i) Risks arising from the interest rate benchmark reform (continued)

Interest rate related risks (continued)

There are fundamental differences between IBORs and the various alternative benchmark rates. IBORs are forward looking term rates published for a period (e.g. 3 months) at the beginning of that period and include an inter-bank credit spread, whereas alternative benchmark rates are typically risk-free overnight rates published at the end of the overnight period with no embedded credit spread. These differences will result in additional uncertainty regarding floating rate interest payments.

Litigation risk

If no agreement is reached to implement the interest rate benchmark reform on contracts which have not been transitioned to the relevant alternative benchmark rates (e.g. arising from differing interpretation of existing fallback terms), there is a risk of prolonged disputes with counterparties which could give rise to additional legal and other costs. The Group is working closely with all counterparties to avoid this from occurring.

Interest rate basis risk

Interest rate basis risk may arise if a non-derivative instrument and the derivative instrument held to manage the interest risk on the non-derivative instrument transition to alternative benchmark rates at different times. This risk may also arise where back-to-back derivatives transition at different times.

(ii) Progress towards implementation of alternative benchmark interest rates

As part of the Group's risk management for transition, new contracts entered into by the Group are linked to the relevant alternative benchmark rates or interest rates which are not subject to reform to the extent feasible. Otherwise, the Group ensured the relevant contracts include detailed fallback clauses clearly referencing the alternative benchmark rate and the specific triggering event on which the clause is activated.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

47. FINANCIAL RISK MANAGEMENT (CONTINUED)

47.6 Interest rate benchmark reform (continued)

LIBOR (continued)

(ii) Progress towards implementation of alternative benchmark interest rates (continued)

The Group is planning to transition the majority of the IBOR-linked contracts through introduction of, or amendments to, fallback clauses into the contracts which will change the basis for determining the interest cash flows from IBOR to alternative reference rate at an agreed point in time.

The following table shows the total amounts of outstanding contracts and the progress in completing the transition to alternative benchmark rates. The amounts of bank borrowings are shown at their carrying amounts.

Financial instruments prior to transition	Maturing in	Carrying amounts RMB'000	Transition progress for financial instruments
At December 31, 2022 Debt instruments linked to 1-month US\$ LIBOR	2024	1,785,031	Expected to transit in latest by June 30, 2023
At December 31, 2021 Debt instruments linked to 1-month US\$ LIBOR	2024	1,922,660	Expected to transit in latest by June 30, 2023

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

47. FINANCIAL RISK MANAGEMENT (CONTINUED)

47.7 Fair value measurement

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

This note provides information about how the Group determines fair value of the following financial instruments that are measured at fair value on a recurring basis.

	Fair value at December 31,		Fair value hierarchy	Valuation technique and key input(s)	Significant unobservable input(s)
	2022 RMB'000	2021 RMB'000			
Financial assets					
Unlisted investment funds at fair value	1,092,716	1,104,043	Level 3	Note a	Note a
Unlisted debt security investments	88,718	758,360	Level 2	Recent transaction price	N/A
Unlisted debt security investments	340,477	326,666	Level 3	Note b	Note b
Call option for obtaining non-controlling interests	436,080	518,080	Level 3	Note c	Note c
Listed financial bonds	2,211,927	2,230,708	Level 1	Open market transaction price	N/A
Money market funds	579,909	591,839	Level 2	Quoted price from a financial institution	N/A
Convertible notes	186,852	28,691	Level 2	Recent transaction price	N/A
Unlisted cash management products	456,515	170,728	Level 2	Quoted price from a financial institution	N/A
Unlisted equity security investments	91,358	24,263	Level 3	Note d	Note d
Unlisted equity security investments	10	1,155,225	Level 2	Recent transaction price	N/A
Listed equity security investments	54,720	80,200	Level 3	Note e	Note e
Listed equity security investments	161,891	181,344	Level 1	Open market transaction price	N/A
Trust products	21,652	115,775	Level 2	Quoted price from a financial institution	N/A
Associates measured at fair value	1,404,604	1,565,221	Level 3	Note f	Note f
Financial liabilities					
Payables to interest holders of consolidated structured entities in which the Group is the general partner of the investment funds	210,150	372,534	Level 3	Note g	Note g
Payables to interest holders of consolidated structured entities in which are assets management schemes managed by the Group	12,896	17,765	Level 2	Fair value of the underlying investments with observable prices	N/A
Carried interests to management team and other parties measured at fair value	31,158	—	Level 1	Open market transaction price	N/A

There were no transfers among level 1, 2 and 3 during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

47. FINANCIAL RISK MANAGEMENT (CONTINUED)

47.7 Fair value measurement (continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

Notes:

- (a) The Group's investments in unlisted investment funds which were classified as financial assets at FVTPL under level 3 hierarchy amounted to RMB1,092,716,000 as at December 31, 2022 (2021: RMB1,104,043,000). The significant unobservable input is the net assets value of the underlying investments made by the funds. The higher the net assets value of the underlying investments, the higher the fair value of the financial assets at FVTPL will be. A 5% increase/decrease in the net assets value of the underlying investments, holding all other variables constant, would increase/decrease the carrying amounts of these investments by RMB54,636,000 as at December 31, 2022 (2021: RMB55,202,000).
- (b) The Group's investments in unlisted debt security investment which were classified as financial assets at FVTPL under level 3 hierarchy amounted to RMB340,477,000 as at December 31, 2022 (2021: RMB326,666,000). The fair value was determined by market approach with a combination of observable and unobservable inputs. The significant unobservable input is DLOM. The higher the DLOM, the lower the fair value of the financial assets at FVTPL will be. A 5% increase in the DLOM, holding all other variables constant, would decrease the carrying amounts of these investments by RMB1,168,000 as at December 31, 2022 (2021: RMB1,829,000) and a 5% decrease in the DLOM, holding all other variables constant, would increase the carrying amounts of these investments by RMB1,177,000 as at December 31, 2022 (2021: RMB2,243,000).
- (c) The Group's call option to obtain non-controlling interests amounting to RMB436,080,000 as at December 31, 2022 (2021: RMB518,080,000) is under level 3 hierarchy. The fair value was determined by Black Scholes model based on the fair value and book value of the underlying net assets of CR Securities as well as estimate of the exercise time of the option. Discounted cash flow method was used to determine the fair value of underlying net assets of CR Securities. The fair value of underlying net assets of CR Securities is most significantly affected by estimated cash flows. The higher the estimated cash flows, the higher the fair value of the call option will be. A 5% increase/decrease in the estimated cash flows, holding all other variables constant, would increase/decrease the carrying amount of the call option by RMB13,500,000 as at December 31, 2022 (2021: RMB33,890,000).
- (d) The Group's investments in unlisted equity security investment which were classified as financial assets at FVTPL under level 3 hierarchy amounted to RMB91,358,000 as at December 31, 2022 (2021: RMB24,263,000). The fair value was determined by market approach with a combination of observable and unobservable inputs. The significant unobservable input is DLOM. The higher the DLOM, the lower the fair value of the financial assets at FVTPL will be. A 5% increase/decrease in the DLOM, holding all other variables constant, would decrease/increase the carrying amounts of these investments by RMB5,460,000 as at December 31, 2022 (2021: RMB1,600,000).
- (e) The Group's investments in listed equity security investment which were classified as financial assets at FVTPL under level 3 hierarchy amounted to RMB54,720,000 as at December 31, 2022 (2021: RMB80,200,000). The significant unobservable input is the DLOM. The higher the DLOM, the lower the fair value of the financial assets at FVTPL will be. A 5% increase/decrease in the DLOM, holding all other variables constant, would decrease/increase the carrying amounts of these investments by RMB2,736,000 as at December 31, 2022 (2021: RMB4,010,000).
- (f) The Group's associates measured at fair value amounting to RMB1,404,604,000 as at December 31, 2022 (2021: RMB1,565,221,000) are under level 3 hierarchy. The significant unobservable input is the net assets value of the underlying investments made by the funds managed by the Group. The higher the net assets value of the underlying investments, the higher the fair value of the investments in associates will be. A 5% increase/decrease in the net assets value of the underlying investments, holding all other variables constant, would increase/decrease the carrying amount of the investments in associates by RMB70,230,000 as at December 31, 2022 (2021: RMB78,261,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

47. FINANCIAL RISK MANAGEMENT (CONTINUED)

47.7 Fair value measurement (continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

Notes: (continued)

- (g) The Group's payables to interest holders of consolidated structured entities in which the Group is the general partner of the investment funds amounting to RMB210,150,000 as at December 31, 2022 (2021: RMB372,534,000) are under level 3 hierarchy. The significant unobservable input is the net assets value of the investment funds managed by the Group. The higher the net assets value of the investment funds managed, the higher the fair value of payables to interest holders of consolidated structured entities will be. A 5% increase/decrease in the net assets value of the investment funds managed, holding all other variables constant, would increase/decrease the carrying amount of payables to interest holders of consolidated structured entities by RMB10,507,000 as at December 31, 2022 (2021: RMB18,627,000).

Reconciliation of level 3 fair value measurements

	At December 31, 2022	2021
	RMB'000	RMB'000
<i>Unlisted investment funds at fair value</i>		
At January 1	1,104,043	771,135
Capital contribution	86,450	238,943
Disposal	(90,513)	(331,386)
Changes in fair value #	(87,045)	438,010
Effect of exchange rate change	79,781	(12,659)
At December 31	1,092,716	1,104,043
# Include gains or losses for assets held at the end of reporting period	(74,682)	106,624
<i>Unlisted debt securities investment</i>		
At January 1	326,666	319,714
Changes in fair value #	2,711	9,650
Effect of exchange rate change	11,100	(2,698)
At December 31	340,477	326,666
# Include gains or losses for assets held at the end of reporting period	2,711	9,650

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

47. FINANCIAL RISK MANAGEMENT (CONTINUED)

47.7 Fair value measurement (continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

Reconciliation of level 3 fair value measurements (continued)

	At December 31,	
	2022	2021
	RMB'000	RMB'000
<i>Call option for obtaining non-controlling interests</i>		
At January 1	518,080	110,100
Exercise	—	(436,190)
Changes in fair value #	(82,000)	844,170
At December 31	436,080	518,080
# Include gains or losses for assets held at the end of reporting period	(82,000)	844,170
<i>Unlisted equity securities investment</i>		
At January 1	24,263	5,562
Addition	62,806	15,627
Changes in fair value #	3,590	3,332
Effect of exchange rate change	699	(258)
At December 31	91,358	24,263
# Include gains or losses for assets held at the end of reporting period	3,590	3,332
<i>Listed equity security investments with lock-up period</i>		
At January 1	80,200	183,458
Capital contribution	—	17,710
Transfer from level 3 to level 1	—	(183,458)
Changes in fair value #	(25,480)	62,490
At December 31	54,720	80,200
# Include gains or losses for assets held at the end of reporting period	(25,480)	62,490

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

47. FINANCIAL RISK MANAGEMENT (CONTINUED)

47.7 Fair value measurement (continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

Reconciliation of level 3 fair value measurements (continued)

	At December 31,	
	2022	2021
	RMB'000	RMB'000
<i>Investment in fund accounted for as associates measured at fair value</i>		
At January 1	1,565,221	1,765,579
Capital contribution	198,010	220,685
Addition	60,868	—
Distribution	(353,328)	(401,283)
Changes in fair value #	(154,193)	6,270
Effect of exchange rate change	88,026	(26,030)
At December 31	1,404,604	1,565,221
# Include gains or losses for assets held at the end of reporting period	(115,141)	6,270
<i>Payables to interest holders of consolidated structured entities in which the Group is the general partner of the investment funds</i>		
At January 1	372,534	238,447
Capital contribution	25,864	148,512
Distribution	(29,092)	(29,319)
Disposal	(118,039)	—
Changes in fair value #	(52,524)	16,608
Effect of exchange rate change	11,407	(1,714)
At December 31	210,150	372,534
# Include gains or losses for liabilities held at the end of reporting period	(32,929)	16,608

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis

The management of the Group considers that the carrying amounts of financial assets and financial liabilities measured at amortized cost in the consolidated financial statements approximated their fair values at the end of each reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

48. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximizing the return to stakeholders through the optimization of the debt and equity balance.

The capital structure of the Group consists of bank borrowings, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure of the Group on a timely basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital and take appropriate actions to balance its capital structure.

49. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Details of the subsidiaries directly and indirectly held by the Company at the end of reporting period are set out below:

Name of subsidiary	Place of incorporation/ registration/ operation	Kind of legal entity	Issued/ registered capital	Proportion of ownership interest/voting power held by the Company,		Principal activities
				At December 31 2022	2021	
<i>Directly held</i>						
China Renaissance Capital Limited	Hong Kong, PRC	Limited liability company	HK\$1	100%	100%	Investment holding
China Renaissance Securities (Hong Kong) Limited	Hong Kong, PRC	Limited liability company	HK\$2,056,600,000	100%	100%	Provision of financial advisory, equity underwriting, sale, trading brokerage, and research services
China Renaissance Securities (US) Inc.	USA	Limited liability company	US\$26,000,000	100%	100%	Provision of financial advisory, equity underwriting, sale, trading brokerage, and research services
CR Investments Corporation	BVI	Limited liability company	US\$50,000	100%	100%	Investment holding
China Renaissance Wealth and Asset Management Limited	Hong Kong, PRC	Limited liability company	HK\$28,500,000	100%	100%	Provision of asset management services
CR HOLDINGS Investments Limited	BVI	Limited liability company	US\$1	100%	100%	Investment holding
China Renaissance (Singapore) Pte. Ltd.	Singapore	Limited liability company	SGD9,650,000	100%	100%	Provision of sales and research services

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

49. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Name of subsidiary	Place of incorporation/ registration/ operation	Kind of legal entity	Issued/ registered capital	Proportion of ownership interest/voting power held by the Company,		Principal activities
				At December 31 2022	2021	
<i>Indirectly held</i>						
Huaxing Capital Management LLC	Cayman Islands	Limited liability company	US\$10	60%	60%	Provision of management services for private equity funds
Huaxing Associate GP LLC	Cayman Islands	Limited liability company	US\$1	70%	70%	General partner of a subsidiary
Huaxing Associate GP II LLC	Cayman Islands	Limited liability company	US\$1	60%	60%	General partner of a subsidiary
CR Investments (HK) Limited	Hong Kong, PRC	Limited liability company	HK\$1	100%	100%	Investment holding
Helix Capital Partners	Cayman Islands	Limited liability company	US\$50,000	51%	51%	General partner of a private equity fund
Huaxing Associate L.P.	Cayman Islands	Limited partnership	US\$1,750,000	70%	70%	General partner of a private equity fund
華興泛亞投資顧問(北京)有限公司 (“CRP-Fanya Investment Consultants (Beijing) Limited”)	Beijing, PRC	Wholly foreign owned enterprise	US\$2,352,941	100%	100%	Provision of financial advisory services
上海慧嘉投資顧問有限公司 (“Shanghai Huijia Investment Consulting Limited”)	Shanghai, PRC	Limited liability company	RMB1,000,000	100%	100%	Provision of financial advisory services
達孜鑽石實業有限公司 (“Dazi Huashi Industrial Limited”)	Tibet, PRC	Limited liability company	RMB1,000,000	100%	100%	General partner of private equity funds
上海全源投資有限公司 (“Shanghai Quanyuan Investment Limited”)	Shanghai, PRC	Limited liability company	RMB100,000,000	100%	100%	Investment holding
China Renaissance HB XI Venture GP, LLC	Cayman Islands	Limited liability company	US\$1	100%	100%	General partner of a private equity fund

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

49. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Name of subsidiary	Place of incorporation/ registration/ operation	Kind of legal entity	Issued/ registered capital	Proportion of ownership interest/voting power held by the Company,		Principal activities
				At December 31 2022	2021	
<i>Indirectly held (continued)</i>						
Huaxing Associate II L.P.	Cayman Islands	Limited partnership	US\$3,000,000	37.5%	37.5%	General partner of a private equity fund
China Renaissance Broking Services (Hong Kong) Limited	Hong Kong, PRC	Limited liability company	HK\$2,255,300,000	100%	100%	Provision of trading and brokerage services
達孜舜峰投資顧問有限公司 ("Dazi Huafeng Investment Consultants Limited")	Tibet, PRC	Limited liability company	RMB10,000,000	100%	100%	General partner of a subsidiary
達孜舜峰創業投資合夥企業(有限合夥) ("Dazi Huafeng Venture Capital Partnership (Limited Partnership)")	Tibet, PRC	Limited partnership	RMB500,000,000	60%	60%	General partner of private equity funds
上海華晟股權投資管理有限公司 ("Shanghai Huasheng Equity Investment Management Limited")	Shanghai, PRC	Limited liability company	RMB1,000,000	50%	50%	Provision of management services for a private equity fund
上海華晟信選創業投資管理中心(有限合夥) ("Shanghai Huasheng Xinxuan Venture Capital Management Center (Limited Partnership)")	Shanghai, PRC	Limited partnership	RMB17,893,005	30%	30%	General partner of a private equity fund
上海華晟優格股權投資管理有限公司 ("Shanghai Huasheng Youge Equity Investment Management Limited")	Shanghai, PRC	Limited liability company	RMB100,000,000	100%	100%	Provision of management services for private equity funds
上海華晟信航股權投資管理中心(有限合夥) ("Shanghai Huasheng Xinhang Equity Investment Management Center (Limited Partnership)")	Shanghai, PRC	Limited partnership	RMB193,639,900	25%	25%	General partner of a private equity fund

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

49. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Name of subsidiary	Place of incorporation/ registration/ operation	Kind of legal entity	Issued/ registered capital	Proportion of ownership interest/voting power held by the Company,		Principal activities
				At December 31 2022	2021	
<i>Indirectly held (continued)</i>						
天津鐳峰資產管理合夥企業(有限合夥) ("Tianjin Huafeng Asset Management Partnership (Limited Partnership)")	Tianjin, PRC	Limited partnership	RMB2,000,000	60%	60%	General partner of a private equity fund
CR Securities	Shanghai, PRC	Foreign invested enterprise	RMB3,024,000,000	63.83%	63.83%	Provision of securities brokerage securities underwriting and sponsorship, securities asset management, securities investment consultancy services
達孜鐳領投資顧問有限公司 ("Dazi HuaLing Investment Consultants Limited")	Tibet, PRC	Limited liability company	RMB360,000,000	100%	100%	General partner of a subsidiary
上海微宏投資有限公司 ("Shanghai Weihong Investment Limited")	Shanghai, PRC	Limited liability company	RMB10,000,000	100%	100%	Investment holding
鐳淦(上海)商務諮詢有限公司 ("Huagan (Shanghai) Business Consulting Limited")	Shanghai, PRC	Wholly foreign owned enterprise	US\$10,000,000	100%	100%	Investment holding
寧波梅山保稅港區榕錦投資管理有限責任公司 ("Ningbo Meishan Bonded Port Area Rongjin Investment Management Limited")	Ningbo, PRC	Limited liability company	RMB1,000,000	51%	51%	General partner of a subsidiary
寧波梅山保稅港區鐳傑股權投資管理有限責任公司 ("Ningbo Meishan Bonded Port Area Huajie Investment Management Limited")	Ningbo, PRC	Limited liability company	RMB2,500,000	51%	51%	Management services for private equity funds

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

49. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Name of subsidiary	Place of incorporation/ registration/ operation	Kind of legal entity	Issued/ registered capital	Proportion of ownership interest/voting power held by the Company,		Principal activities
				At December 31 2022	2021	
<i>Indirectly held (continued)</i>						
寧波梅山保稅港區嶺晟投資管理有限 公司("Ningbo Meishan Bonded Port Area Lingsheng Investment Management Limited")	Ningbo, PRC	Limited liability company	RMB10,000,000	100%	100%	Investment management
寧波梅山保稅港區嶺清股權投資管 理有限公司("Ningbo Meishan Bonded Port Area Huaqing Equity Investment Management Limited")	Ningbo, PRC	Limited liability company	RMB30,000,000	100%	100%	General partner of a subsidiary
寧波梅山保稅港區華興信守股 權投資管理中心(有限合夥) ("Ningbo Meishan Bonded Port Area Huaxing Xinshou Equity Investment Management Center (Limited Partnership)")	Ningbo, PRC	Limited partnership	RMB110,000,000	59.99%	59.99%	General partner of private equity funds
天津華清企業管理諮詢有限公司 ("Tianjin Huaqing Enterprise Management Consulting Limited")	Tianjin, PRC	Limited liability company	RMB30,000,000	51%	51%	General partner of subsidiaries
天津華傑企業管理諮詢合夥企 業(有限合夥)("Tianjin Huajie Enterprise Management Consulting Partnership (Limited Partnership)")	Tianjin, PRC	Limited partnership	RMB62,122,448	27.45%	27.45%	General partner of private equity funds
Grand Eternity Limited	BVI	Limited liability company	US\$8,252.15	100%	100%	General partner of private equity funds
天津華煌企業管理諮詢合夥企 業(有限合夥)("Tianjin Huahuang Enterprise Management Consulting Partnership (Limited Partnership)")	Tianjin, PRC	Limited partnership	RMB15,000,000	73.32%	73.32%	General partner of private equity funds

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

49. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Name of subsidiary	Place of incorporation/ registration/ operation	Kind of legal entity	Issued/ registered capital	Proportion of ownership interest/voting power held by the Company,		Principal activities
				At December 31 2022	2021	
<i>Indirectly held (continued)</i>						
天津鐳宇諮詢有限公司 ("Tianjin Huayu Consultants Limited")	Tianjin, PRC	Wholly foreign owned enterprise	RMB1,000,000	100%	100%	Provision of financial advisory services
北京華興合利企業管理合夥企業(有限合夥) ("Beijing Huaxing Heli Enterprise Management Partnership (Limited Partnership)")	Beijing, PRC	Limited partnership	RMB30,100,000	60.66%	60.66%	General partner of a private equity fund
天津瑞致企業管理合夥企業(有限合夥) ("Tianjin Ruizhi Enterprise Management Partnership (Limited Partnership)")	Tianjin, PRC	Limited partnership	RMB5,000,000	45.60%	45.60%	General partner of a private equity fund
Huaxing Associates GP III, Ltd.	Cayman Islands	Limited liability company	US\$0.01	100%	100%	General partner of a private equity fund
Huaxing Associates III L.P.	Cayman Islands	Limited partnership	US\$20,000,000	79.37%	79.37%	General partner of a private equity fund
Huaxing Growth Capital Management, Ltd	Cayman Islands	Limited liability company	US\$0.01	100%	100%	Provision of advisory services for a private equity fund
寧波梅山保稅港區裕嘉投資管理合夥企業(有限合夥) ("Ningbo Meishan Bonded Port Area Rongjia Investment Management Partnership (Limited Partnership)")	Ningbo, PRC	Limited partnership	RMB15,000,000	37.25%	37.25%	General partner of a private equity fund

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

49. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Name of subsidiary	Place of incorporation/ registration/ operation	Kind of legal entity	Issued/ registered capital	Proportion of ownership interest/voting power held by the Company,		Principal activities
				At December 31 2022	2021	
<i>Indirectly held (continued)</i>						
天津華興慧創諮詢合夥企業(有限合夥) ("Tianjin Huaxing Huichuang Consulting Partnership (Limited Partnership)")	Tianjin, PRC	Limited partnership	RMB50,000,000	60%	60%	Provision of management, financial advisory and technical services
天津華匯企業管理諮詢合夥企業(有限合夥) ("Tianjin Huahui Enterprise Management Consulting Partnership (Limited Partnership)")	Tianjin, PRC	Limited partnership	RMB10,000,000	37.25%	37.25%	General partner of a private equity fund
天津智清企業管理諮詢合夥企業(有限合夥) ("Tianjin Zhiqing Enterprise Management Consulting Partnership (Limited Partnership)")	Tianjin, PRC	Limited partnership	RMB10,010,000	99%	99%	General partner of a private equity fund
海南華興凡睿科技諮詢有限公司 ("Hainan Huaxing Fanrui Technology Consulting Co., Ltd")	Hainan, PRC	Limited liability company	RMB100,000,000	100%	100%	Provision of financial advisory services
Huaxing Growth Capital Partners Feeder, L.P.	Cayman Islands	Limited partnership	US\$1	75.02%	75.02%	General partner of a private equity fund
天津華峰企業管理諮詢有限公司 ("Tianjin Huafeng Enterprise Management Consulting Co., Ltd.")	Tianjin, PRC	Limited liability company	RMB10,000,000	100%	N/A	Provision of management service for a private equity fund

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the year except for structured notes and bank borrowings (notes 32 and 36).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

50. DETAILS OF NON-WHOLLY-OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary	Incorporation and principal place of business	Proportion of ownership interests and voting rights held by non-controlling interests		Total comprehensive (expense) income allocated to non-controlling interests		Accumulated non-controlling interests	
		December 31, 2022	December 31, 2021	2022	2021	December 31, 2022	December 31, 2021
				RMB'000	RMB'000	RMB'000	RMB'000
CR Securities	Shanghai, PRC	36.17%	36.17% (note)	(54,850)	7,166	938,369	994,171
Individually immaterial subsidiaries with non-controlling interests						99,421	87,312
Total						1,037,790	1,081,483

Note: During the year ended December 31, 2021, the Group partially exercised the call option to transfer 15% equity interest in CR Securities from a non-controlling shareholder to the Group at a cash consideration of RMB409,571,000. Following completion of the transaction in October 2021, the Group holds 63.83% equity interest in CR Securities.

Summarized financial information in respect of the Group's subsidiary that has material non-controlling interests is set out below. The summarized financial information below represents amounts before intragroup eliminations.

CR Securities:

	At December 31,	
	2022	2021
	RMB'000	RMB'000
Current assets	2,967,451	3,339,032
Non-current assets	376,152	570,014
Current liabilities	740,020	1,136,367
Non-current liabilities	9,253	24,072
Equity attributable to owners of the Company	1,655,961	1,754,436
Non-controlling interests	938,369	994,171

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

**50. DETAILS OF NON-WHOLLY-OWNED SUBSIDIARIES THAT HAVE
MATERIAL NON-CONTROLLING INTERESTS (CONTINUED)**
CR Securities: (continued)

	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Revenue and other gains	208,453	419,198
Expenses	(360,099)	(399,387)
Total comprehensive (expense)/income for the year	(154,277)	21,869
Total comprehensive (expense)/income attributable to owners of the Company	(98,475)	13,959
Total comprehensive (expense)/income attributable to non-controlling interests	(55,802)	7,910
	Year ended December 31,	
	2022	2021
	RMB'000	RMB'000
Net cash inflow/(outflow) from operating activities	48,680	(10,638)
Net cash outflow from investing activities	(42,991)	(31,132)
Net cash inflow/(outflow) from financing activities	50,133	(16,666)
Net cash inflow/(outflow)	55,822	(58,436)

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

**51. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE
COMPANY**

	At December 31,	
	2022	2021
	RMB'000	RMB'000
NON-CURRENT ASSETS		
Investments in subsidiaries	1,973,636	2,569,683
Investments in associates	16,803	28,292
Financial assets at fair value through profit or loss	11,211	10,263
	2,001,650	2,608,238
CURRENT ASSETS		
Accounts and other receivables	213	256
Financial assets at fair value through profit or loss	227,334	22,291
Amount due from subsidiaries	2,055,733	2,259,695
Term deposits	456,441	191,332
Cash and cash equivalents	842,662	153,070
Pledged bank deposits	58,350	21,054
	3,640,733	2,647,698
TOTAL ASSETS	5,642,383	5,255,936
CURRENT LIABILITIES		
Accounts and other payables	5,025	12,085
Amount due to subsidiaries	935,315	107,276
Bank borrowings	322,465	296,856
	1,262,805	416,217
NET CURRENT ASSETS	2,377,928	2,231,481
TOTAL ASSETS LESS CURRENT LIABILITIES	4,379,578	4,839,719
NON-CURRENT LIABILITY		
Bank borrowings	1,462,566	1,625,804
	1,462,566	1,625,804
TOTAL LIABILITIES	2,725,371	2,042,021
NET ASSETS	2,917,012	3,213,915
CAPITAL AND RESERVES		
Share capital	93	90
Reserves	2,916,919	3,213,825
	2,917,012	3,213,915

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

51. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (CONTINUED)

Movement in the Company's reserves

	Share premium RMB'000	Other reserves RMB'000	Accumulated losses RMB'000	Total RMB'000
At January 1, 2021	6,316,235	54,421	(2,853,850)	3,516,806
Total comprehensive expense for the year	—	(35,457)	(143,540)	(178,997)
Recognition of equity-settled share-based payment expense	—	62,703	—	62,703
Share options exercised	109,075	(63,716)	—	45,359
Restricted share units vested	18,007	(18,007)	—	—
Shares issued to the Trusts	—	(1)	—	(1)
Dividends to shareholders	(197,319)	—	—	(197,319)
Shares repurchased and cancelled	(34,738)	12	—	(34,726)
At December 31, 2021	6,211,260	(45)	(2,997,390)	3,213,825
Total comprehensive income/(expense) for the year	—	34,634	(265,877)	(231,243)
Recognition of equity-settled share-based payment expense	—	113,478	—	113,478
Share options exercised	51,071	(29,098)	—	21,973
Restricted share units vested	43,167	(43,167)	—	—
Dividends to shareholders	(201,114)	—	—	(201,114)
At December 31, 2022	6,104,384	75,802	(3,263,267)	2,916,919

52. EVENTS AFTER THE REPORTING PERIOD

(a) The Incidents in relation to Mr. Bao Fan

Subsequent to the end of the reporting period, the Company disclosed in its announcements dated February 16, 2023, February 26, 2023, August 9, 2023 (the “**Announcements**”), that the board of directors of the Company noted that Mr. Bao Fan, the controlling shareholder of the Company, previous chairman of the board of directors, executive director and chief executive officer of the Company was in cooperation with an investigation by the relevant authority in the PRC (the “**Matter**”). The Company also announced on February 2, 2024 that, with effect from that date, Mr. Bao Fan resigned as an executive director, the chairman of the board of directors and the chief executive officer of the Company (see announcement dated February 2, 2024 for details). In the last quarter of 2023, as per notification received, the Group paid certain restricted amounts of approximately RMB77,669,000 in relation to the Matter (the “**Restricted Amounts**”). All of these events are collectively referred to as the “Incidents”.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended December 31, 2022

52. EVENTS AFTER THE REPORTING PERIOD (CONTINUED)

(a) The Incidents in relation to Mr. Bao Fan (continued)

Save as disclosed above and elsewhere in these consolidated financial statements, the directors of the Company are not aware of any other significant impact on the business operation of the Group arising from the Incidents. Should the Company become aware of any changes with respect to this assessment, it would make further announcements as and when appropriate.

(b) Settlement arrangement with Huaxing Growth Capital RMB Fund IV (“HGC RMB Fund IV”)

On March 11, 2024, the Company and HGC RMB Fund IV entered into the settlement agreement. Pursuant to that agreement, the Company agreed to accept transfer of the relevant interests of certain equity investments held by HGC RMB Fund IV at approximately RMB790,772,000. HGC RMB Fund IV is required to apply such payment in full settlement of the outstanding investment amount, following which the outstanding amounts unpaid by HGC RMB Fund IV to the Group (amounting to approximately RMB90,072,000 million as at December 31, 2023) will no longer be payable. For details, please see the announcement of the Company dated March 11, 2024. The settlement was completed in July 2024.

(c) Grant of RSUs pursuant to the 2018 RSU Plan

On July 1, 2023, the Company granted 2,792,152 RSU to 50 grantees, which will vest on the date that is three years following the vesting commencement date of July 1, 2023. No performance target is attached to the RSUs granted.

(d) Exit Agreement

On August 30, 2024, Shanghai Huijia Investment Advisor Co., Ltd (“**Shanghai Huijia**”) and China Renaissance Broking Services (Hong Kong) Limited (“**CR Broking**”) (both are wholly-owned subsidiaries of the Company) entered into an exit agreement (“**Exit Agreement**”) with other parties. Under the Exit Agreement, one of the parties to the Exit Agreement (“**Think Trader**”) agreed to repurchase from Shanghai Huijia 10% equity interest in Think Trader at the total consideration of RMB202 million, and CR Broking agreed to acquire from Think Trader 40.8163% equity interest in a company incorporated in the PRC which holds approximately 3.49% equities interest in CR Securities at the consideration of RMB100 million. For details, please refer to the announcement of the Company dated August 30, 2024.

DEFINITIONS

“AI”	artificial intelligence
“Articles of Association”	the articles of association of our Company conditionally adopted on September 7, 2018 with effect from the Listing Date, as amended from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the Audit Committee of the Board
“Auditor”	ZHONGHUI ANDA CPA Limited
“AUM”	assets under management
“Award”	an award granted under the Scheme to selected participants being eligible persons under the Scheme or the actual selling price of the Award Shares in cash in accordance with the Scheme Rules
“Award Shares”	the Shares in an Award granted to selected participant being eligible person under the Scheme
“Board”	the board of directors of our Company
“CG Code”	the Corporate Governance Code set out in Appendix 14 of the Listing Rules
“China” or “PRC”	the People’s Republic of China, and for the purpose of this Annual Report only, except where the context requires otherwise, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“China Renaissance Securities (US)”	China Renaissance Securities (US) Inc., a limited liability company established in the State of New York, the USA on August 23, 2012, being a wholly-owned subsidiary of the Company
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company” or “the Company”, “China Renaissance”	China Renaissance Holdings Limited 華興資本控股有限公司, an exempted company with limited liability incorporated under the laws of the Cayman Islands on July 13, 2011
“Connected Transactions”	has the meaning ascribed to it under the Listing Rules
“Consolidated Affiliated Entities”	Shanghai Quanyuan, Dazi Hualing, Dazi Huafeng, and Dazi Huashi

DEFINITIONS (CONTINUED)

“Contractual Arrangements”	the series of contractual arrangements entered into by, among others, Huagan Shanghai, our Consolidated Affiliated Entities and their shareholders, details of which are described in the section headed “Contractual Arrangements” in the Prospectus and “Connected Transactions — Continuing connected transactions — Non-exempt continuing connected transactions — Contractual Arrangements” in this annual report, as amended, restated and/or supplemented from time to time
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Bao, FBH Partners, and CR Partners
“COVID-19”	the 2019 Novel Coronavirus
“CR Partners”	CR Partners Limited, a company incorporated in the British Virgin Islands with limited liability on July 5, 2011 and one of our Controlling Shareholders
“CRSHK”	China Renaissance Securities (Hong Kong) Limited (華興證券(香港)有限公司), a company incorporated in Hong Kong with limited liability on June 18, 2012 and a directly wholly-owned subsidiary of the Company
“CR Securities”	China Renaissance Securities (China) Co., Ltd. (華興證券有限公司), a company incorporated in China, with limited liability on August 19, 2016 and an indirect subsidiary of the Company, formerly named as 華菁證券有限公司
“CSRC”	China Securities Regulatory Commission
“Dazi Huafeng”	Dazi Huafeng Investment Consultants Co., Ltd. (達孜鐸峰投資顧問有限公司), a company incorporated with limited liability in China on August 28, 2015, and one of our Consolidated Affiliated Entities
“Dazi Hualing”	Dazi Hualing Investment Consultants Co., Ltd. (達孜鐸嶺投資顧問有限公司), a company incorporated with limited liability in China on December 30, 2015, and one of our Consolidated Affiliated Entities
“Dazi Huashi”	Dazi Huashi Entrepreneurship Investment Management Co., Ltd. (達孜鐸石創業投資管理有限公司), a company incorporated with limited liability in China on October 20, 2014, and one of our Consolidated Affiliated Entities
“Director(s)”	the director(s) of our Company
“ESG”	environmental, social and governance

DEFINITIONS (CONTINUED)

“ESG Committee”	the Environmental, Social and Governance Committee
“ESOP”	the employees’ share option plan of the Company as approved by the Board on August 24, 2012, which was amended and restated on March 1, 2013, April 27, 2015, and June 5, 2018
“FBH Partners”	FBH Partners Limited, our Controlling Shareholder, a company incorporated in the British Virgin Islands with limited liability on March 12, 2004 as an investment vehicle controlled by Mr. Bao, a Founder of our Group
“Founder”	each of Mr. Bao and Mr. Xie Yi Jing
“FVTPL”	Fair value through profit or loss
“Go Perfect”	Go Perfect Development Limited, a shareholder of the Company which is a trust entity under the RSU Plan and being an associate of Mr. Bao Fan
“Group”, “our Group”, “the Group”, “we”, “us” or “our”	the Company and its subsidiaries from time to time or, where the context so requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“Hong Kong” or “HK” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Huagan Shanghai”	Huagan (Shanghai) Business Consultants Co., Ltd. (鑄淦 (上海) 商務諮詢有限公司), a wholly foreign-owned enterprise incorporated with limited liability in China on May 27, 2017 and an indirectly wholly-owned subsidiary of the Company
“IFRS”	International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board
“IPCC”	Intergovernmental Panel on Climate Change
“IRR”	Internal rate of return
“IT”	internet technology
“Latest Practicable Date”	September 5, 2024, being the latest practicable date prior to the printing of this annual report for ascertaining certain information contained herein
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange

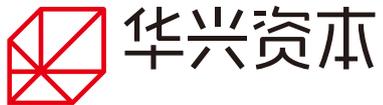
DEFINITIONS (CONTINUED)

“Listing Date”	September 27, 2018 the date on which the Shares are listed and on which dealings in the Shares are first permitted to take place on the Stock Exchange
“Listing Rules”	the Rules governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules
“Mr. Bao”	Mr. Bao Fan (包凡), our former Chairman and Chief Executive Officer (resigned February 2, 2024) who is our Controlling Shareholder as of the Latest Practicable Date
“Nomination Committee”	the nomination committee of the Board
“PE”	Private equity
“PRC Legal Adviser”	Commerce & Finance Law Offices, our legal adviser on PRC law
“Prospectus”	the prospectus of the Company dated September 14, 2018
“Remuneration Committee”	the remuneration committee of the Board
“Reporting Period”	the year ended December 31, 2022
“RMB” or “Renminbi”	Renminbi, the lawful currency of PRC
“ROE”	return on equity
“RSU Plan”	the China Renaissance Holdings Limited 2018 Restricted Share Unit Plan as approved by Board on June 15, 2018
“RSUs”	restricted share units
“Scheme Rules”	the rules governing the Share Award Scheme
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITIONS (CONTINUED)

“Shanghai Quanyuan”	Shanghai Quanyuan Investment Co., Ltd. (上海全源投資有限公司), a company incorporated with limited liability in China on October 28, 2014, and one of our Consolidated Affiliated Entities
“Share Award Scheme” or the “Scheme”	the share award scheme adopted by the Company on May 27, 2022 pursuant to a resolution of the Board
“Share(s)”	ordinary share(s) in the share capital of our Company, currently with a par value of US\$0.000025 each
“Shareholder(s)”	holder(s) of the Share(s)
“Sky Allies”	Sky Allies Development Limited, a shareholder of the Company, and controlled by a trustee that is accustomed to take instructions from Mr. Bao Fan and therefore a core connected person of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary” or “Subsidiaries”	has the meaning ascribed to it thereto in section 15 of the Companies Ordinance
“substantial shareholder”	has the meaning ascribed to it in the Listing Rules
“United States” or “US” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US dollars”, “U.S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States
“%”	per cent

Note: Unless otherwise defined in this Annual Report, capitalised terms used herein bear the same meanings as defined in the Prospectus.



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