

committees, panels and tribunal

A number of committees and panels have been set up to advise the SFC on various matters and perform other functions as set out in their terms of reference. This section outlines the activities of these bodies and provides a list of members. For information on the **Audit Committee**, **Remuneration Committee**, **Budget Committee** and **Executive Committee**, please see our discussion in the Corporate Governance chapter.

Committees of the SFC

Advisory Committee

Advises the Commission on any matter of policy regarding the performance of its functions.

| Chairman | Members | |
|------------------------------|--|--|
| Dr FONG Ching, Eddy, GBS, JP | CHAN Henry CHEW Fook-aun EU Andrew Douglas Dr HU Zulu, Fred KENNEDY Paul Michael LAM Cheung, Alexa WHEATLEY Martin, JP WONG Kwai-lam WONG Shou Yeh, David WU Thomas Jefferson | LEE Kin Ping, Christophe (to 31.5.2009) MAISANO Jack (to 31.5.2009) PICKERELL Blair Chilton (to 31.5.2009) TSE Koon Hang, Ada (to 31.5.2009) YIP Lai Shing (to 31.5.2009) DICKENS Mark Francis (from 1.6.2009) LIN Yong (from 1.6.2009) FU Yu Ning (from 1.6.2009) CHEONG Ying Chew, Henry (from 1.6.2009) LEUNG Margaret (from 1.6.2009) |
| No of meetings: 4 | Average attendance rate: 82.7% | |

Academic and Accreditation Advisory Committee

Approves industry-based courses and examinations for the purpose of meeting the licensing competence requirements, endorses applications from professional bodies and tertiary institutions as recognised institutions for providing continuous professional training, advises the Commission on areas to study in the context of enhancing Hong Kong's position as an international financial centre and provides input for the development of industry-related courses and training programmes.

During the year, there were no circumstances that called for the convening of a meeting of the Committee.

| Chairman | Members | |
|--------------------------|--|---|
| LAM Cheung, Alexa | SHEK Chi Fai, Derek ESPINA Anthony MONDOVITS Andreas Georg SO Yuk Sing, Christine VAS Judy | Professor SO Wai Man, Raymond Professor CHAN Ka Lok Professor CHAN Man Man, Johannes, SC Professor CHENG Yu Shek, Joseph, JP |
| No of meetings: 0 | Average attendance rate: N/A | |

Committee on Unit Trusts

Considers new policies for the regulation of collective investment schemes commonly regarded as mutual funds and unit trusts, considers the acceptability of new management groups, authorises schemes with novel product features, and imposes conditions and/or grants waivers on such schemes.

During the year, the Committee met twice to consider a new waiver request, and discuss the proposed revisions to the Code on Unit Trusts and Mutual Funds as proposed under the *Consultation Paper on Proposals to Enhance Protection for the Investing Public* issued on 25 September 2009.

| Chairman | Full Members | |
|--------------------------|---------------------------------------|--|
| LAM Cheung, Alexa | Dr AU King Lun | Professor LIU Pak-wai, SBS, JP (from 22.06.2009) |
| | Professor CHAN Ka Lok | McSHANE Darren Mark |
| | CHOI Fung Yee, Christina | MONDOVITS Andreas Georg (to 31.03.2010) |
| | HEUNG Shu Fai | NG Joo Yeow, Gerry (to 08.09.2009) |
| | HSU Li Ching | NG Ka Yiu, Desmond (from 08.09.2009) |
| | LEE Kevin | NG To Han, Simon (to 31.03.2010) |
| | Dr LIAO York, SBS, JP (to 31.03.2010) | PICKERELL Blair Chilton |
| | Alternate Members | |
| | KWAN Sau Ha | MASSEY LI Susan Hong (from 22.06.2009) |
| | MAK Tat Cheung | |
| No of meetings: 2 | Average attendance rate: 86% | |

Committee on Investment-Linked Assurance and Pooled Retirement Funds

Considers new policies for the regulation of collective investment schemes commonly regarded as investment-linked assurance schemes (ILAS) and pooled retirement funds, considers the acceptability of new management groups, authorises schemes with novel product features, and imposes conditions and/or grants waivers on such schemes.

During the year, the Committee met once to consider the key proposals in respect of amendments to the ILAS Code, and discuss general market trends and regulatory policy matters.

| Chairman | Members | |
|--------------------------|---|-----------------------------|
| LAM Cheung, Alexa | Professor CHAN Ka Lok | LUK Kin Yu, Peter |
| | CHOI Fung Yee, Christina | MAK Tat Cheung |
| | CHU Alex Wing Yiu (from 5.1.2010) | McSHANE Darren Mark |
| | HON Wai Ming, Angel | TO Kok Ying (to 29.12.2009) |
| | LAU Ka Shi | WONG Chien Kuo, James |
| | Dr LIAO York, SBS, JP (to 31.3.2010) | YIP Chi Leung |
| | Professor LIU Pak-wai, SBS, JP (from 22.6.2009) | |
| No of meetings: 1 | Average attendance rate: 75% | |

Committee on Real Estate Investment Trusts

Advises the Commission on general policy matters or regulatory issues that are related to the Code on Real Estate Investment Trusts (REITs), the overall market development of REITs, the property or securities market or investment management in Hong Kong or elsewhere, professional practices or guidelines that are involved in the operation of REITs, and fund investment or management in general.

During the year, the Committee met once to discuss policy issues in relation to REITs.

| Chairman | Members | |
|--------------------------|--|--|
| LAM Cheung, Alexa | AU Fun Kuen | LAW Shing Mui, Alice |
| | CHENG Wai Meng, Milton (from 1.4.2009) | LEUNG Kar Cheung, Catherine (from 1.4.2009) |
| | CHENG Yu Shek, Joseph, JP (from 1.4.2009) | MURRAY Alastair Elliot |
| | CHOI Fung Yee, Christina | Professor PANG Tsan Wing, SBS (from 1.4.2009) |
| | CHOW Mo Fong, Susan | PO Wai Kwong |
| | FOK Glenn | STEVENSON Thomas Brian, SBS |
| | HUI Chiu Chung, JP | WESTLEY Kevin Anthony |
| No of meetings: 1 | Average attendance rate: 80% | |

Disciplinary Chair Committee

Members are nominated by the Nominations Committee on the basis that they are duly experienced and legally qualified persons. Their role is to act as Chairman of the Panel in disciplinary proceedings under the Codes on Takeovers and Mergers and Share Repurchases (the Codes) or of the Takeovers Appeal Committee on a case-by-case basis.

During the year, there were no disciplinary proceedings under the Codes nor meetings of the Takeovers Appeal Committee involving members of this Committee.

| Members | |
|-----------------------------|-------------------------------------|
| CHAN Kin Keung, Anthony, SC | LI Gladys Veronica, SC |
| CHAN King Sang, Edward, SC | NG Kar Fai, Peter, SC |
| CHOW Ka Ming, Anderson, SC | WONG Yuk Lun, Horace, SC |
| HO Ambrose, SC | |
| No of meetings: 0 | Average attendance rate: N/A |

Investor Compensation Fund Committee

Administers the Investor Compensation Fund and regulates its procedures in accordance with Part XII of the Securities and Futures Ordinance.

During the year, the Committee met once to consider the financial statements of the Fund and dealt with other administrative matters.

| Chairman | Members | |
|--------------------------|--------------------------------------|-------------------|
| LUI Kei Kwong, Keith | GREINER Gerald Dale | LAM Cheung, Alexa |
| | KWOK Hing Wai, Kenneth, BBS, SC | |
| No of meetings: 1 | Average attendance rate: 100% | |

Investor Education Advisory Committee

Provides ideas and support to the Commission in its investor education work.

Last year, the Committee met once to discuss and comment on the Government's proposal to set up the Investor Education Council.

| Chairman | Full Members | |
|--------------------------|---|--|
| KENNEDY Paul Michael | CHIU Ying Chun, Ronald Professor HO Shun Man LAI, Ivy Wan Ying Lam Po Yee LEE Yiu Sun LEUNG Wing Cheung, William, JP | LIU Tat Yin, Kennedy SIN Tak Wah SHIU Barbara SO Wai Sang, Kenneth TAI Chi Kin |
| | Alternate Members | |
| | CHEUNG Marn-kay TAM Sau Ngor, Vera | YIP Chee Hang, Eric |
| No of meetings: 1 | Average attendance rate: 91.66% | |

Nominations Committee

Nominates members of the Takeovers and Mergers Panel, the Takeovers Appeal Committee and the Disciplinary Chair Committee.

During the year, the Nominations Committee considered and approved the reappointment of members of the Takeovers and Mergers Panel, the Takeovers Appeal Committee and the Disciplinary Chair Committee.

| Ex-officio Members | Members |
|--|--|
| WHEATLEY Martin, JP (Chairman) CLARK Stephen Edward HO Yin Tung, Brian | Dr FONG Ching, Eddy, GBS, JP KWOK Hing Wai, Kenneth, BBS, SC |
| | Alternate members to CLARK Stephen Edward |
| | GRAHAM David KO, Teresa Yuk Yin, JP LIU Chee Ming MAGUIRE John Martin |
| No of meetings: 1 | Average attendance rate: 100% |

Public Shareholders Group

Advises on issues relating to shareholders' rights and interests.

During the year, the Group met three times and discussed a number of issues, including accounting convergence, proposed changes to requirements for connected transactions, circulars and listing documents, property valuation and continuous disclosure obligation.

| Chairman | Members | |
|--------------------------|--|---|
| HO Yin Tung, Brian | CHAN Chun Hung, Vincent KERR William Walter Raleigh LECKIE Stuart Hamilton, OBE, JP LUNG Hak Kau BROWN Melissa | CHAN Chi Keung, Raymond KWOK Lam Kwong, Larry BBS, JP MUH Anthony Yi Tong NGAN Wai Wah PULLING Edward |
| No of meetings: 3 | Average attendance rate: 58% | |

Securities Compensation Fund Committee

Administers the Unified Exchange Compensation Fund and regulates its procedures in accordance with Part X of the repealed Securities Ordinance which, under section 74 of Schedule 10 to the Securities and Futures Ordinance, continues to apply to and in relation to any claim for compensation from the Fund made before 1 April 2003.

During the year, the Committee met once to consider the financial statements of the Fund and dealt with other administrative matters.

| Chairman | Members | |
|--------------------------|--|--|
| LUI Kei Kwong, Keith | GREINER Gerald Dale KWOK Hing Wai, Kenneth, BBS, SC | LAM Cheung, Alexa YIP Chee Hang, Eric |
| No of meetings: 1 | Average attendance rate: 100% | |

SFC Dual Filing Advisory Group

Advises on treatment of cases and policy issues under the dual filing regime.

During the year, the Group met once to advise on one listing application which involved a complex debt restructuring and substantial uncertainties over an extended period of time after listing.

| Members | |
|---------------------------|-------------------------------------|
| ALDER Ashley Ian | IP Koon Wing, Ernest |
| CHEUNG Ching Leung, David | LEE Raymond |
| CHOW Siu Lui | NESBITT Gavin Paul |
| CLARK Stephen John | NG Sze Yuen, Terry |
| FONG Chi Wai, Alex | SIU Kai Lau, James |
| HOWE Christopher John | YEUNG Eirene |
| No of meetings: 1 | Average attendance rate: 33% |

SFC (HKEC Listing) Committee

Exercises powers and functions equivalent to those of the Main Board and GEM Listing Committees of the Stock Exchange when actual or potential conflicts arise between the interests of HKEx and those of the proper performance of the Stock Exchange's listing functions. In such cases, the relevant Stock Exchange functions may be exercised by the SFC.

During the year, there were no circumstances that called for the convening of a meeting of the Committee.

| Chairman | Members | |
|---|---|--|
| Members present in each Committee meeting will elect a Chairman among themselves at the beginning of that meeting | BEST Roger Thomas, JP TISDALL Stephen Clifford KO Teresa Yuk Yin, JP LAM Cheung, Alexa KEYES Terence Francois | LUI Kei Kwong, Keith STEWART Mark Robert WONG Tin Yau, Kelvin, DBA, FHKIoD TSOI Tong Hoo, Tony WHEATLEY Martin, JP |
| No of meetings: 0 | Average attendance rate: N/A | |

SFC (HKEC Listing) Appeals Committee

Exercises powers and functions equivalent to those of the Stock Exchange's Listing Appeals Committee when actual or potential conflicts arise between the interests of HKEx and those of the proper performance of the Stock Exchange's listing functions. In such cases, the relevant powers and functions may be exercised by the SFC.

During the year, there were no circumstances that called for the convening of a meeting of the Committee.

| Chairman | Members | |
|---|--|---|
| Members present in each Committee meeting will elect a Chairman among themselves at the beginning of that meeting | The Hon CHAN Kam-lam, SBS, JP Dr FONG Ching, Eddy, GBS, JP KWOK Hing Wai, Kenneth, BBS, SC, JP LEE Lawrence, JP | LEE Pui Ling, Angelina, JP Professor LIU Pak-wai, SBS, JP WONG Kai-man, BBS, JP ZHANG Shengman |
| No of meetings: 0 | Average attendance rate: N/A | |

Share Registrars' Disciplinary Committee

Hears and determines disciplinary matters relating to share registrars in the first instance.

During the year, there were no circumstances that called for the convening of a meeting of the Committee.

| Chairman | Members | |
|--------------------------|---|---|
| LIU Swee Long, Michael | CHIONG Chung Seng, Desmond FONG Loong Choon, Julian NESBITT Gavin Paul NG Chi Keung, Victor NG Wai Sum, Sam | NORRIS Nicholas Andrew RICHARDSON David Alexander SHAFTESLEY Colin TANG Yuen Shun, Cynthia WONG Shiu Hoi, Peter |
| Deputy Chairman | | |
| CHARLTON Julia Frances | | |
| No of meetings: 0 | Average attendance rate: N/A | |

Share Registrars' Disciplinary Appeals Committee

Hears and determines appeals from the Share Registrars' Disciplinary Committee. Members of the Share Registrars' Disciplinary Appeals Committee for the hearing of each appeal case brought before it consists of members of the Share Registrars' Disciplinary Committee who did not preside or participate in the disciplinary hearing of that case.

During the year, there were no circumstances that called for the convening of a meeting of the Committee.

Takeovers and Mergers Panel

Hears disciplinary matters in the first instance and reviews rulings by the Executive at the request of any party dissatisfied with such a ruling. Considers novel, important or difficult cases referred to it by the Executive. Reviews, upon request by the SFC, the provisions of the Codes on Takeovers and Mergers and Share Repurchases and the Rules of Procedure for hearings under the Codes and recommends appropriate amendments to the Codes and Rules to the SFC.

During the year, the Panel met once to consider policy issues under the Takeovers Code and three times to rule on matters relating to the application of the Takeovers Code.

| Chairman | Members | |
|--------------------------------------|--------------------------------------|--------------------------------------|
| CLARK Stephen Edward (from 1.4.2009) | CHAN Yuk Sing, Freeman | NORRIS Nicholas Andrew |
| | CHARLTON Julia Frances | RODGERS Daniel James |
| | DENNY Roger Michael (from 1.4.2009) | (from 1.4.2009) |
| | DESAI Kalpana | SABINE Martin Nevil |
| | IP Koon Wing, Ernest (from 1.4.2009) | SLEVIN Francis Joseph (to 31.3.2010) |
| | Dr KWOK Chi Piu, Bill (to 31.3.2010) | TAN Siew Boi, May |
| | KWOK Tun Ho, Chester | TORTOISHELL Andrew (from 1.4.2009) |
| | LEE Pui Ling, Angelina, JP | WEBB David Michael |
| | LIU Che Ning | WINTER Richard David |
| | LIU Swee Long, Michael | WONG Oi Ming, Christine |
| | LIU Yun Bonn (from 1.4.2009) | YEH V-Nee |
| | LUNG Hak Kau | YU Ka Po, Benita |
| | NESBITT Gavin Paul | |

Deputy Chairmen

GRAHAM David
 KO, Teresa Yuk Yin, JP
 LIU Chee Ming
 MAGUIRE John Martin

| | |
|---|-------------------------------------|
| No of policy meetings: 1 | Average attendance rate: 62% |
| No. of transaction-related meetings: 3 | Average attendance rate: N/A |

Takeovers Appeal Committee

Reviews disciplinary rulings of the Takeovers and Mergers Panel for the sole purpose of determining whether any sanction imposed by the Panel is unfair or excessive.

During the year, there were no circumstances that called for the convening of a meeting of the Committee.

Members

| | |
|--------------------------------------|--------------------------------------|
| CHAN Yuk Sing, Freeman | LUNG Hak Kau |
| CHARLTON Julia Frances | MAGUIRE John Martin |
| CLARK Stephen Edward | NESBITT Gavin Paul |
| DENNY Roger Michael (from 1.4.2009) | NORRIS Nicholas Andrew |
| DESAI Kalpana | RODGERS Daniel James (from 1.4.2009) |
| GRAHAM David | SABINE Martin Nevil |
| IP Koon Wing, Ernest (from 1.4.2009) | SLEVIN Francis Joseph (to 31.3.2010) |
| KO, Teresa Yuk Yin, JP | TAN Siew Boi, May |
| Dr KWOK Chi Piu, Bill (to 31.3.2010) | TORTOISHELL Andrew (from 1.4.2009) |
| KWOK Tun Ho, Chester | WEBB David Michael |
| LEE Pui Ling, Angelina, JP | WINTER Richard David |
| LIU Che Ning | WONG Oi Ming, Christine |
| LIU Chee Ming | YEH V-Nee |
| LIU Swee Long, Michael | YU Ka Po, Benita |
| LIU Yun Bonn (from 1.4.2009) | |

No of meetings: 0

Average attendance rate: N/A

Independent panels and tribunal

Arbitration panel under Securities and Futures (Leveraged Foreign Exchange Trading) Arbitration Rules

Resolves disputes in accordance with the Securities and Futures (Leveraged Foreign Exchange Trading) (Arbitration) Rules.

During the year, no new cases were received and there was no outstanding case as at 31 March 2010.

| Chairman | Members |
|------------------------|---|
| CHAN Siu-chung, Justin | FUNG Hau Chung, Andrew LAM Yuk Kun, Lawrence LAU Cheuk Hang, Philip |
| Deputy Chairman | |
| TAN Cheng Soo, Eddie | |

Process Review Panel for the Securities and Futures Commission

Reviews and advises the SFC upon the adequacy of the SFC's internal procedures and operational guidelines governing the action taken and operational decisions made by the SFC and its staff in the performance of its regulatory functions, including the receipt and handling of complaints, licensing and inspection of intermediaries, and disciplinary action.

| Chairman | Members |
|---------------------------------|---|
| CHOW Wing Kin, Anthony, SBS, JP | Professor CHAN Yuk Shee, BBS, JP CHIU Chi Cheong, Clifton Dr FONG Ching, Eddy, GBS, JP FUNG Hau Chung, Andrew Dr KAM Pok Man (to 30.3.2010) |
| | LAI Ying Sie, Benedict, JP LEE Jor Hung, Dannis, BBS Dr Hon LEUNG Mei-fun, Priscilla LIU Che Ning SUN Tak Kei, David, BBS, JP |

Securities and Futures Appeals Tribunal

Reviews on application, the merits of regulatory decisions under the Securities and Futures Ordinance by the SFC, the Hong Kong Monetary Authority and an investor compensation company recognised by the SFC, and to hear and determine any question or issue arising out of or in connection with any review.

| Chairman | Members |
|--|---|
| The Honourable Mr Justice Saunders, Judge of the Court of First Instance of the High Court | CHAN Kam Wing, Clement CHAN Yuen Fan, Florence CHEONG Ying Chew, Henry CHIU Lai Kuen, Susanna CHUI Yik Chiu, Vincent Professor HO Shun Man, Simon Professor HO Yan Ki, Richard KWOK Lam Kwong, Larry, BBS, JP KWAN Pak Chung, Edward KUNG Yiu Fai, Ronald Dr LAM Kit Lan, Cynthia |
| | LEUNG Kar Cheung, Catherine MURRAY Alastair Elliot PANG Yuk Wing, Joseph, JP SZE Tsai Ping, Michael TANG Yuen Shun, Cynthia THORNHILL Richard John Rev TONG Hin Sum, Paul TSAI Wing Chung, Philip TSANG Sui Cheong, Frederick WONG Yuen Fai, Stanley WU King Cheong, Henry, BBS, JP |