

Corporate Governance

Governance framework

We are committed to maintaining an effective corporate governance framework comprising a well-defined management structure, high standards of conduct, comprehensive operational and financial control procedures and independent checks and balances. This framework is in line with best governance practices for public bodies, including those set out in *Corporate Governance for Public Bodies – A Basic Framework*¹.

Board

By supervising and directing our work, the SFC Board plays a key role in ensuring that we carry out our duties effectively. It is responsible for setting the SFC's overall direction, providing strategic guidance on policy making and overseeing the work of the Executive Committee (ExCo).

Constitution

The Securities and Futures Ordinance (SFO) stipulates the constitution and proceedings of our Board. Members are appointed for a fixed term by the Chief Executive of the Hong Kong Special Administrative Region (HKSAR) or the Financial Secretary under delegated authority, and their appointment terms and conditions are determined by the HKSAR Government. Board members' emoluments for the year are detailed on page 124.

As of 31 March 2022, the Board comprised nine Non-Executive Directors (NEDs), including the Chairman; and five Executive Directors (EDs), including the Chief Executive Officer (CEO). A global recruitment exercise has commenced for the position of Executive Director, Corporate Finance.

Our NEDs have diverse backgrounds and bring to the Board a wide range of experience and expertise as well as a variety of independent perspectives. Collectively, the Board contributes to the development of the SFC's policies by providing constructive strategic comments.

See pages 16-24 for the full list of Board members and their biographies.

Chairman and CEO

The roles and responsibilities of the non-executive Chairman and the CEO are separate and distinct.

Chairman

- Leading the Board in setting the SFC's policies, strategy and overall direction
- Monitoring the executive team's performance
- Counselling the CEO on how the organisation is run

CEO

- Assuming executive responsibility for the SFC's day-to-day operations
- Developing strategic objectives, including setting the SFC's agenda and priorities, and implementing them as agreed with the Board
- Assigning responsibilities to senior management and supervising their work
- Reporting regularly to the Board

Executive Directors and Non-Executive Directors

Our EDs and NEDs have different but complementary roles. The EDs are responsible for the daily operations of the SFC and each has executive duties in key functions including listings, takeovers and corporate conduct, licensing and supervision of intermediaries, market infrastructure, investment products and enforcement. The NEDs provide guidance on and monitor the performance of the organisation's functions.

Governance practices

We uphold high standards of corporate governance. We also put in place clear and proper policies and processes to facilitate the working of an efficient and accountable Board. We adopt the following practices:

- arranging for the Board to hold monthly meetings, quarterly policy meetings and special meetings as needed as well as an annual off-site meeting
- providing Board members with papers and relevant information sufficiently in advance to enable thorough consideration of agenda items

¹ Published by the Hong Kong Institute of Certified Public Accountants.

Key components of our governance framework



- circulating draft minutes of Board meetings to members for comment
- furnishing Board members with information regarding our operations and financial condition on a monthly basis
- keeping the Board apprised of our policies and operations as appropriate
- requiring Board members to observe policies regarding conflicts of interest
- providing induction sessions and briefings on various topics to enable the NEDs to better understand the organisation and their responsibilities

In addition to regular Board meetings, we provide information updates from time to time to keep Board members informed of the SFC’s work, its impact on the markets and our interaction with stakeholders.

The Commission Secretariat is tasked with ensuring effective corporate governance. It supports the Board and senior management and facilitates Board proceedings according to relevant policies and procedures. It also assists the CEO with strategic tasks and in overseeing organisation-wide initiatives. In addition to interacting with Board members and organising their meetings, the Secretariat also acts as the central contact point with the Government, the Legislative Council (LegCo) and its members, fellow

regulators and other public bodies. The Secretariat is headed by the Commission Secretary who serves as the secretary to the Board, ExCo and Advisory Committee.

Board evaluation

The Board constantly seeks ways to improve its effectiveness. As part of a self-assessment it conducts every other year, each board member is invited to complete a questionnaire, on an anonymous basis, on how well the Board is functioning in some key areas of its responsibilities. An analysis of the findings is presented to the Board at its off-site meeting to consider areas for improvement.

Board appointments

During the year, Mr Tim Lui Tim-leung was reappointed as Chairman for another three-year term, effective 20 October 2021.

Mr Michael Wong Yick-kam was appointed as NED for a two-year term with effect from 1 April 2021. Mr Johnson Kong and Mr Dieter Yih were appointed NEDs for two-year terms with effect from 15 November 2021. Mr Nicky Lo Kar-chun was reappointed NED for two years with effect from 24 April 2021.

Mr Lester Garson Huang and Mr Clement Chan Kam-wing stepped down as NEDs. Mr Brian Ho Yin-tung stepped down as ED, Corporate Finance.

Corporate Governance

Board members



Tim LUI
Tim-leung SBS, JP

Chairman

From 20 October 2018
Current appointment to
19 October 2024

Other SFC-related positions

- Chairman: Investment Committee and Advisory Committee
- Member: Audit Committee and Remuneration Committee
- Member: Nominations Committee and SFC (HKEC Listing) Appeals Committee
- Member, Process Review Panel for the Securities and Futures Commission

Current offices, public service and professional affiliations

- Chairman, Education Commission
- Member, Financial Leaders Forum, the HKSAR Government
- Member: Banking Advisory Committee and Exchange Fund Advisory Committee, Hong Kong Monetary Authority
- Member, Listing Nominating Committee, Hong Kong Exchanges and Clearing Limited
- Member, Public Service Commission, the HKSAR Government
- Director, Hong Kong Academy of Finance
- Fellow Member, Hong Kong Institute of Certified Public Accountants
- Member, Institute of Chartered Accountants in England and Wales

Past offices and public service

- Partner (1989-2013) and Senior Advisor (2013-2018), PricewaterhouseCoopers Hong Kong
- Member, Global Board of PricewaterhouseCoopers International (2009-2013)
- President, Hong Kong Institute of Certified Public Accountants (1996-1997)
- Chairman, Committee on Self-financing Post-secondary Education (2012-2017)
- Chairman, Self-financing Post-secondary Education Fund Steering Committee (2011-2017)
- Chairman, Standing Commission on Directorate Salaries and Conditions of Service (2009-2015)
- Chairman, Employees' Compensation Insurance Levies Management Board (2001-2007)
- Chairman, Joint Committee on Student Finance (1999-2005)
- Member, University Grants Committee (2008-2019)



Ashley ALDER SBS, JP

Chief Executive Officer

From 1 October 2011
Current appointment to
30 September 2023

Other SFC-related positions

- Chairman, Nominations Committee
- Member: Budget Committee and Investment Committee
- Member: Advisory Committee and SFC (HKEC Listing) Committee

Public service

- Board of International Organization of Securities Commissions: Chairman (since 2016); Vice-Chairman (2015-2016)
- Member, Plenary and Steering Committee, Financial Stability Board
- Member, Financial Leaders Forum, the HKSAR Government
- Council Member, Treasury Markets Association
- Vice President, The Hong Kong Institute of Bankers

Past SFC position

- Executive Director, Corporate Finance (2001-2004)

Past offices

- Herbert Smith: Partner and Head of Asia (2004-2011); Partner (1994-2001); Associate (1986-1994)



**Julia LEUNG
Fung-ye SBS, JP**

Deputy Chief Executive
Officer and Executive Director,
Intermediaries

From 2 March 2015
Current appointment to
1 March 2024

Other SFC-related positions

- Chairman, Academic and Accreditation Advisory Committee
- Chairman, Fintech Advisory Group
- Member: Budget Committee and Investment Committee
- Member: Advisory Committee and SFC (HKEC Listing) Committee

Current public service

- Member, Council of Advisers for Applied Research, Hong Kong Institute for Monetary and Financial Research

Past offices and public service

- Julius Fellow, International Economics, Chatham House (2014)
- Under Secretary for Financial Services and the Treasury, the HKSAR Government (2008-2013)
- Executive Director, Hong Kong Monetary Authority (2000-2008)

Past SFC position

- Executive Director, Investment Products (2015-2016)

Publication

- *The Tides of Capital* (London: OMFIF Press, 2015)



Thomas ATKINSON

Executive Director,
Enforcement

From 3 May 2016
Current appointment to
2 May 2022

Other SFC-related positions

- Member: Investor Compensation Fund Committee and Securities Compensation Fund Committee

Past offices

- Director of Enforcement, Ontario Securities Commission (2009-2016)
- President and CEO, Market Regulation Services Inc. (2001-2007)
- Vice President, Regulation Services, Toronto Stock Exchange (1996-2001)
- Assistant Crown Attorney, Ontario Court of Justice (1993-1996)

Notes: Except for the Chairman, CEO and Deputy CEO, other board members are listed in alphabetical order.

During the year, Mr Clement Chan Kam-wing and Mr Lester Garson Huang served on the Board as NEDs until 27 July 2021 and 14 November 2021 respectively. Mr Brian Ho Yin-tung served on the Board as ED until 27 August 2021.

The Nominations Committee nominates members of the Takeovers and Mergers Panel, the Takeovers Appeal Committee and the Disciplinary Chair Committee. See pages 173-182 for information about SFC external committees.

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Agnes CHAN Sui-kuen

Non-Executive Director

From 20 Oct 2018

Current appointment to
19 Oct 2022

Other SFC-related positions

- Chairman: Audit Committee and Budget Committee
- Member: Investment Committee and Remuneration Committee
- Member, SFC (HKEC Listing) Appeals Committee

Current offices and public service

- Managing Partner, Hong Kong and Macau, Ernst & Young
- Hong Kong General Chamber of Commerce: Chairman, Audit Committee; Member, General Committee
- Member, Public Service Commission, the HKSAR Government
- Member, Election Committee, Accountancy Subsector, the HKSAR Government
- Member, Users' Committee, Inland Revenue Department, the HKSAR Government
- Member, Exchange Fund Advisory Committee, Hong Kong Monetary Authority
- Member, Advisory Panel on BEPS 2.0, the HKSAR Government
- Member, Corporate Advisory Council, Hong Kong Securities and Investment Institute
- Accounting Advisor (Hong Kong), Ministry of Finance, People's Republic of China
- Hong Kong SAR Delegate, All-China Women's Federation

Past public service

- Competition Commission: Member; Chairperson of Finance and Administration Committee (2013-2018)
- Member, Mandatory Provident Fund Schemes Appeal Board (2011-2017)
- Member, Environment and Conservation Fund Committee (2012-2016)
- Member, Telecommunications Users and Consumers Advisory Committee, Office of the Communications Authority (2012-2016)



**Edward CHENG
Wai-sun GBS, JP**

Non-Executive Director

From 1 January 2017
Current appointment to
31 December 2022

Other SFC-related positions

- Member: Budget Committee and Remuneration Committee
- Member: SFC (HKEC Listing) Appeals Committee, Takeovers and Mergers Panel and Takeovers Appeal Committee

Current offices and public service

- Deputy Chairman and Chief Executive, Wing Tai Properties Limited
- Chairman, Lanson Place Hospitality Management Limited
- Independent Non-Executive Director, Standard Chartered Bank (Hong Kong) Limited
- Member, Chief Executive's Council of Advisers on Innovation and Strategic Development, the HKSAR Government
- Chairman, Council of Hong Kong Academy for Performing Arts

Past SFC-related positions

- Member: Takeovers and Mergers Panel and Takeovers Appeal Committee (1994-2005)

Past offices and public service

- Chairman, University Grants Committee (2011-2015)
- Chairman, Urban Renewal Authority (2004-2007)
- Member, Commission on Strategic Development (2013-2017)
- Board Member, Airport Authority Hong Kong (2011-2017)
- Council Member, Hong Kong Polytechnic University (2006-2009)
- Member, Advisory Committee on Corruption (2004-2009) and Operations Review Committee (1997-2003), Independent Commission Against Corruption
- Member, Steering Committee on Innovation and Technology (2004-2008)
- Council Member, City University of Hong Kong (2003-2007)
- Council Lay Member, Hong Kong Institute of Certified Public Accountants (2004-2005)
- Co-chairman, SUNDAY Communications Limited (1999-2005)
- Member, Executive Committee, Hong Kong Housing Society (2000-2004)
- Council Member, Education University of Hong Kong (formerly known as The Hong Kong Institute of Education) (2000-2002)



**Christina CHOI
Fung-ye**

Executive Director,
Investment Products

From 1 August 2016
Current appointment to
31 July 2022

Other SFC-related positions

- Chairman: Committee on Real Estate Investment Trusts and Products Advisory Committee
- Member: Advisory Committee and SFC (HKEC Listing) Committee

Public service

- Chairman, Committee on Investment Management, International Organization of Securities Commissions
- Member: Asian Financial Forum Steering Committee and Financial Services Advisory Committee, Hong Kong Trade Development Council

Past SFC position

- Senior Director, Investment Products (2012-2016)

Past offices

- Partner, Clifford Chance (2001-2004)



Victor DAWES sc

Non-Executive Director

From 1 August 2020
Current appointment to
31 July 2022

Other SFC-related positions

- Chairman, Investor and Financial Education Council
- Member: Audit Committee and Remuneration Committee
- Member: Nominations Committee, SFC (HKEC Listing) Appeals Committee and Disciplinary Chair Committee

Current offices and public service

- Senior Counsel, Temple Chambers
- Recorder, High Court
- Chairman, Hong Kong Bar Association
- Member, Proceedings Committee, Hong Kong International Arbitration Centre
- Member, Advisory Body appointed under Part 10A of the Arbitration Ordinance



Johnson KONG

Non-Executive Director

From 15 November 2021
Current appointment to
14 November 2023

Other SFC-related positions

- Member, Remuneration Committee
- Member, SFC (HKEC Listing) Appeals Committee

Current offices, public service and professional affiliations

- Managing Director, BDO Limited
- Fellow, Hong Kong Institute of Certified Public Accountants (HKICPA)
- Fellow, Institute of Chartered Accountants in England and Wales
- Fellow, CPA Australia
- Member, Election Committee, the HKSAR Government
- Member, Hong Kong Academy of Finance
- Independent Commission Against Corruption: Member, Operations Review Committee; Member, Panel of the Witness Protection Review Board
- International Federation of Accountants: Chairman, Small and Medium Practices Business Support Task Force; Deputy Chair, Small and Medium Practices Advisory Group
- Deputy Chair, Governance Committee, HKICPA
- Council Member, Association of Hong Kong Accounting Advisors
- Alternate Director, Hong Kong Association of Registered Public Interest Entity Auditors
- Member, Audit Committee, University of Hong Kong
- Accounting Advisor (Hong Kong), Ministry of Finance, People's Republic of China

Past public service

- HKICPA: President (2020); Council Member (2015-2021); Chairman, Professional Conduct Committee (2017-2019); Inaugural Chair, Restructuring and Insolvency Faculty (2008-2012)
- Member, Securities and Futures Appeals Tribunal (2017-2021)
- Member, Appeal Panel (Housing) (2012-2018)
- Member, Advisory Group on Modernisation of Corporate Insolvency Law (2012-2016)
- Member, Board of Review (Inland Revenue Ordinance) (2010-2016)
- Member, Standing Committee on Company Law Reform (2009-2015)
- Member, Appeal Board Panel (Town Planning) (2009-2015)
- President, Hong Kong Institute of Accredited Accounting Technicians (2009-2012)
- Executive Board Member, INSOL International (2005-2010)



Rico LEUNG Chung-yin

Executive Director,
Supervision of Markets

From 28 August 2019

Current appointment to
27 August 2022

Other SFC-related positions

- Chairman: Investor Compensation Fund Committee and Securities Compensation Fund Committee
- Director: Investor Compensation Company Limited
- Member: SFC (HKEC Listing) Committee

Public service

- Member, Risk Management Committee, Hong Kong Exchanges and Clearing Limited

Past SFC position

- Senior Director, Supervision of Markets (2008-2019)

Past offices

- Chief Operations Officer, HKFE Clearing Corporation Limited (1994-2000)



Dr James C LIN

Non-Executive Director

From 1 August 2018

Current appointment to
31 July 2022

Other SFC-related positions

- Chairman: Investor Compensation Company Limited
- Deputy Chairman: Audit Committee, Investment Committee and Remuneration Committee
- Member: SFC (HKEC Listing) Appeals Committee, Investor Compensation Fund Committee and Securities Compensation Fund Committee

Current offices and public service

- Senior Partner, Davis Polk & Wardwell LLP
- Member, Process Review Panel for the Insurance Authority
- Member, Process Review Panel for Regulation of Mandatory Provident Fund Intermediaries
- Member, Disciplinary Panel A, Hong Kong Institute of Certified Public Accountants
- Harvard Law School: Visiting Lecturer on Law; Member, Dean's Asia Leadership Council

Past public service

- Member, Appeal Panel (Housing) (2012-2018)
- Member, Securities and Futures Appeals Tribunal (2011-2017)



Nicky LO
Kar-Chun SBS, JP

Non-Executive Director

From 24 April 2019
Current appointment to
23 April 2023

Other SFC-related positions

- Chairman, Remuneration Committee
- Member: Budget Committee and Investment Committee
- Member, SFC (HKEC Listing) Appeals Committee

Current offices and public service

- Director, Italade Technology Holdings
- Hong Kong Monetary Authority: Chairman, Governance Sub-committee; Member, Exchange Fund Advisory Committee

Past public service

- Chairman, Independent Commission on Remuneration for Members of the Executive Council and the Legislature, and Officials under the Political Appointment System of the HKSAR (2013-2019)
- Member, Advisory Committee on Post-service Employment of Civil Servants (2009-2013)
- Chairman, Standing Commission on Civil Service Salaries and Conditions of Service (2006-2012)
- Member, Public Service Commission, the HKSAR Government (2006-2012)
- Member, Standing Commission on Directorate Salaries and Conditions of Service (2006-2012)
- Member, Standing Commission on Disciplined Services Salaries and Conditions of Service (2001-2006)

Past offices

- President and Chief Executive Officer, Synnex Distributions (China) Ltd (1987-2013)
- President and Chief Executive Officer, Synnex Technology International (HK) Ltd (1987-2013)
- Principal Assistant Secretary and Deputy Secretary for Trade and Industry, the Trade and Industry Branch of the Government Secretariat (1985-1987)
- Administrative Officer, the HKSAR Government (1974-1987)



Michael WONG
Yick-kam MH, JP

Non-Executive Director

From 1 April 2021

Current appointment to
31 Mar 2023

Other SFC-related positions

- Member, Remuneration Committee
- Member, SFC (HKEC Listing) Appeals Committee

Current offices and public service

- Chairman, Council of the Hong Kong Metropolitan University
- Non-Executive Director, Urban Renewal Authority
- Member, Board of Trustees of New Asia College, The Chinese University of Hong Kong
- Member, Land and Development Advisory Committee
- Member, Executive Committee, Hong Kong Youth Hostels Association

Past offices and public service

- Sun Hung Kai Properties Group: Non-Executive Director (2013-2015); Non-Executive Director and Group Principal Advisor (2009-2013); Executive Director (1996-2009)
- Chairman, Hong Kong Youth Hostels Association (2005-2014)
- Member, Social Innovation and Entrepreneurship Development Fund Task Force (2013-2020)
- Member, Steering Committee on the Child Development Fund (2008-2016)
- Member, Social Welfare Advisory Committee (2009-2015)



Dieter YIH JP

Non-Executive Director

From 15 November 2021

Current appointment to
14 November 2023

Other SFC-related positions

- Member, Remuneration Committee
- Member, SFC (HKEC Listing) Appeals Committee

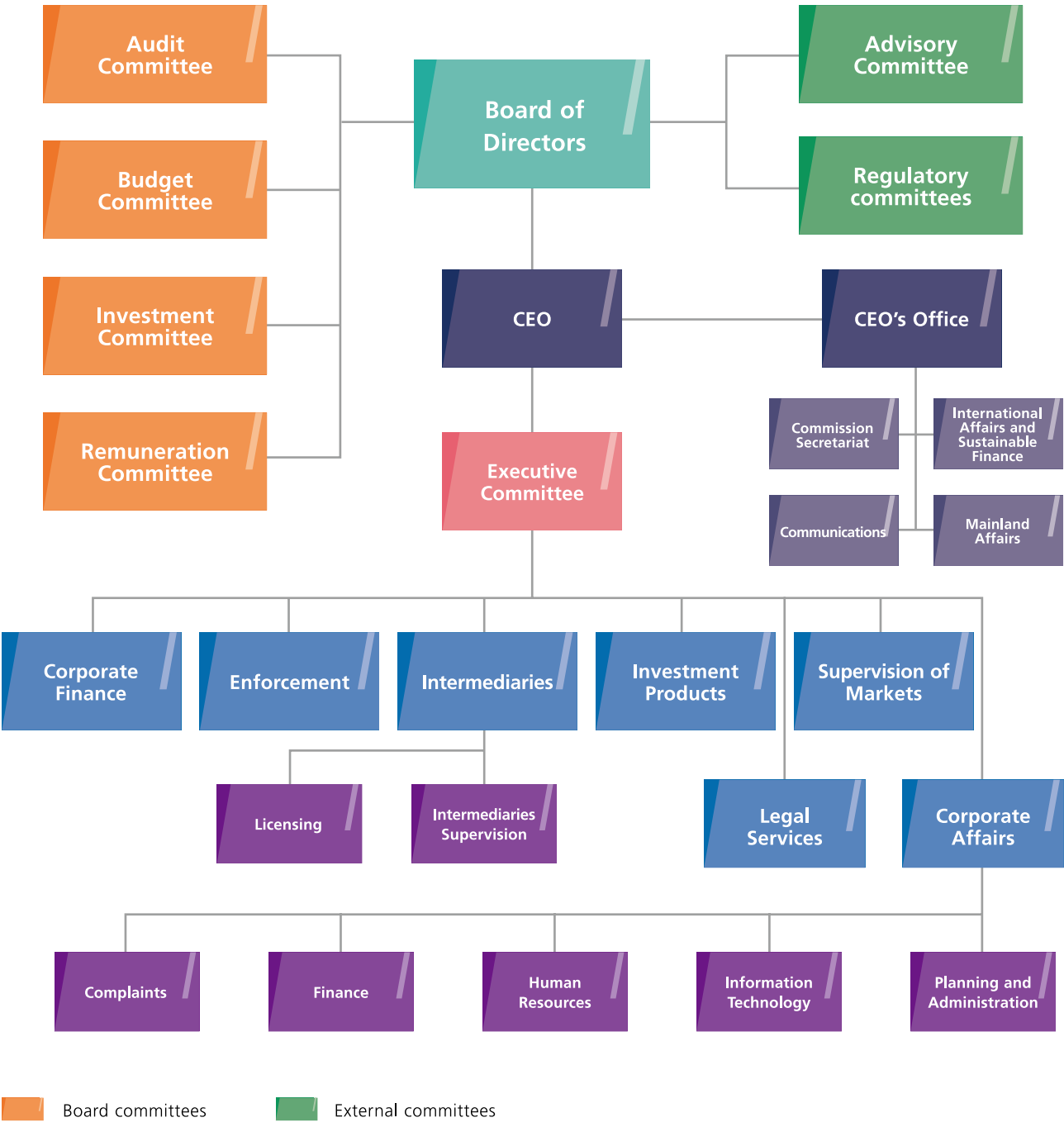
Current offices and public service

- Partner, Kwok Yih & Chan, Solicitors
- Non-Executive Director, eMPF Platform Company Limited
- Chairman, Financial Dispute Resolution Centre
- Member, Education Commission
- Member, University Grants Committee
- Member, Standing Committee on Legal Education and Training
- Quality Education Fund Steering Committee: Member; Chairman, Dissemination and Promotion Sub-committee
- Hong Kong Institute of Certified Public Accountants: Member, Registration and Practising Committee; Member, Regulatory Oversight Board

Past public service

- President, The Law Society of Hong Kong (2012-2013)
- Deputy Chairman, Council of the Education University of Hong Kong (2016-2022)
- Convenor, Investigation Panel (Panel A), Hong Kong Institute of Certified Public Accountants (2014-2021)
- Member, Banking Review Tribunal (2016-2022)
- Member, Standing Committee on Judicial Salaries and Conditions of Service (2016-2021)
- Member, Listing Committee, The Stock Exchange of Hong Kong Limited (2017-2021)

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Board meetings

In addition to monthly meetings, the Board also meets from time to time to conduct in-depth discussions of policy issues and convenes special meetings as needed. An annual off-site meeting is also held which sets out strategic objectives and management priorities.

Last year, 13 Board meetings were held with an average attendance rate of 99%.

Meeting attendance record

Meetings attended/held	Board	Audit Committee	Budget Committee	Investment Committee	Remuneration Committee	Executive Committee
Chairman						
Tim Lui Tim-leung	13/13	1/2	–	1/1	4/4	–
Executive Directors						
Ashley Alder	13/13	–	1/1	1/1	–	25/25
Julia Leung Fung-yee	13/13	–	1/1	1/1	–	24/25
Thomas Atkinson	12/13	–	–	–	–	22/25
Christina Choi Fung-yee	13/13	–	–	–	–	23/25
Brian Ho Yin-tung ¹	6/6	–	–	–	–	12/12
Rico Leung Chung-yin	13/13	–	–	–	–	25/25
Non-Executive Directors						
Agnes Chan Sui-kuen	13/13	2/2	1/1	1/1	3/4	–
Clement Chan Kam-wing ²	5/5	1/1	–	–	3/3	–
Edward Cheng Wai-sun	13/13	–	1/1	–	4/4	–
Lester Garson Huang ³	8/8	–	–	–	3/3	–
Johnson Kong ⁴	5/5	–	–	–	1/1	–
Dr James C Lin	13/13	2/2 ⁵	1/1 ⁶	1/1	4/4 ⁷	–
Nicky Lo Kar-chun	13/13	–	1/1	1/1	4/4 ⁸	–
Victor Dawes, SC	12/13	1/2	–	–	3/4	–
Michael Wong Yick-kam ⁹	13/13	–	–	–	4/4	–
Dieter Yih ¹⁰	5/5	–	–	–	1/1	–
Senior Director and Chief Counsel						
Andrew Wan Chi-yiu	–	–	–	1/1	–	22/25
Andrew Young	–	–	–	–	–	23/25
Interim Head, Corporate Finance						
Megan Tang Siau-feng ¹¹	–	–	–	–	–	13/13

1 Appointment expired on 27 August 2021.

2 Appointment expired on 27 July 2021.

3 Appointment expired on 14 November 2021.

4 Appointed as a member of the Board and Remuneration Committee effective on 15 November 2021.

5 Appointed as Deputy Chairman of Audit Committee effective on 28 July 2021.

6 Appointed as Deputy Chairman of Budget Committee effective on 15 November 2021.

7 Appointed as Deputy Chairman of Remuneration Committee effective on 15 November 2021.

8 Appointed as Chairman of Remuneration Committee effective on 15 November 2021.

9 Appointed as a member of the Board and Remuneration Committee effective on 1 April 2021.

10 Appointed as a member of the Board and Remuneration Committee effective on 15 November 2021.

11 Appointed as Interim Head, Corporate Finance and a member of the Executive Committee effective 28 August 2021.

SFC committees

Board committees

Each of our four board committees focuses on clearly-defined areas of the SFC's operations and is chaired by an NED. The presence and active participation of the NEDs provide effective checks and balances for our management decisions.

Committee	Membership	Responsibilities	Meetings
Audit Committee	Four NEDs	<ul style="list-style-type: none"> Reviews annual financial statements Recommends the appointment of external auditors Coordinates the scope of the external audit and reviews audit findings Examines management procedures to ensure effective financial and internal controls 	2
Budget Committee	Four NEDs and two EDs [^]	<ul style="list-style-type: none"> Examines and approves the parameters and bases used in the annual budget Conducts the mid-year budget review Reviews the annual budget and makes recommendations to the Board 	1
Investment Committee	Four NEDs, two EDs and a Senior Director [^]	<ul style="list-style-type: none"> Advises on the SFC's fund management policies, strategies and investment guidelines Recommends the appointment of investment managers and advisers and monitors their performance including compliance with the investment guidelines Advises on investment risk management and asset allocation and monitors the performance of investments 	1
Remuneration Committee	Nine NEDs	<ul style="list-style-type: none"> Reviews the structure and level of staff remuneration Reviews trends in remuneration packages and recommends adjustments Considers other matters as required, including recommendations to the Government on EDs' remuneration and re-appointment 	4

[^] In a non-voting capacity.

External committees

External committees are set up under the SFO and comprise a large number of members outside the SFC who reflect the diverse views of market participants. These committees play an important role in the governance of the SFC.

The Advisory Committee offers insight and advice on policy matters related to the performance of the SFC's functions. The majority of members are external representatives appointed by the Financial Secretary under authority delegated by the Chief Executive of the HKSAR. The Committee is headed by the Chairman and its members include the CEO and not more than two other EDs.

Each regulatory committee specialises in specific areas such as investment products, shareholders' rights and interests, takeovers and mergers, continuous professional training for licensees and investor compensation. Appointed by the Board, members include NEDs, EDs, industry representatives and other stakeholders. There were 14 regulatory committees as at the end of March 2022.

See pages 173-182 for the responsibilities and membership lists of the external committees.

Corporate Governance

Executive Committee

As the highest executive body within the organisation, ExCo performs administrative, financial and management functions as delegated by the Board and ensures that the SFC functions effectively. ExCo is chaired by the CEO and includes all other EDs, the Chief Counsel, and the Chief Financial Officer and Senior Director of Corporate Affairs.

ExCo meets regularly to consider policy and operational proposals and expense requests from different divisions of the organisation. During the year, 25 ExCo meetings were held with an average attendance rate of 95%.

Standards of conduct

To promote and maintain public confidence, a high standard of integrity and conduct is required of our staff. In addition to complying with relevant legal obligations, staff are required to adhere to our code of conduct which spells out our standards in detail and covers confidentiality, conflicts of interest, personal investments and acceptance of gifts and hospitality. Each staff member is given a copy of the code and must attend mandatory training. Failure to comply with the code may result in disciplinary action.

Accountability and transparency

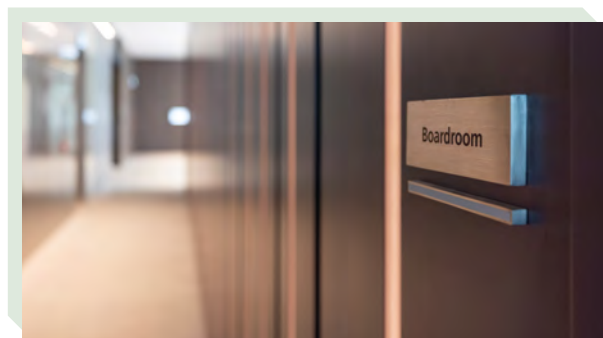
Stringent policies and procedures are in place to ensure that we act with credibility, fairness and transparency.

Delegation of authority

A system of delegation of authority clearly delineates the authority of the Board and different levels of the executive management. The Board delegates regulatory powers and functions to EDs, with power to sub-delegate to staff in their respective divisions, as permitted under the SFO, to facilitate the discharge of their duties in our daily operations.

Budgeting

We follow a disciplined approach in preparing our budget to maintain effective fiscal control and plan for the coming year and beyond. Under our policy



of tightly controlling expenditures, we make prudent assumptions, exercise robust financial control and identify areas where resources could be deployed to meet the SFC's strategic objectives, priorities and operational needs. During the budget process, divisions' expense requests for the following year are critically assessed.

The annual budget, after consideration by the Budget Committee and approval by the Board, is submitted to the Financial Secretary for approval and then tabled before LegCo. We also appear before LegCo's Panel on Financial Affairs to present our budget each year.

Investment

We aim to achieve long-term financial sustainability and attach great importance to the prudent management of our reserves, which are managed according to the investment guidelines approved by the Financial Secretary.

We have delegated responsibility for the selection, retention and management of the investments of our Reserve Fund and the Investor Compensation Fund to external investment managers. We regularly review their compliance with the investment guidelines. The external investment managers have confirmed that they adopt the Principles of Responsible Ownership² in their undertakings to manage these investments. The Investment Committee monitors the performance of investments and advises on asset allocation and risk management.

² Issued by the SFC in March 2016, these voluntary principles aim to provide guidance on how investors should fulfil their ownership responsibilities in relation to investments in Hong Kong listed companies.

New Non-Executive Directors

During the year, Mr Johnson Kong, Mr Michael Wong Yick-kam and Mr Dieter Yih joined the SFC Board as NEDs.

Mr Kong, a former president of the Hong Kong Institute of Certified Public Accountants, is active in public service related to finance and compliance. His professional background has been instrumental in enabling him to ease into his new role and deal with the more technically demanding parts of the SFC's work, he explained.

Since joining the Board, Mr Kong has observed that it functions in an extremely well-organised and professional manner. He has also been impressed by the professionalism and active participation of the other NEDs.



The SFC has extensive responsibilities and it plays a pivotal role in regulating the local securities and futures markets and also in the international arena.

Johnson Kong

Mr Yih is an experienced solicitor and a past president of the Law Society of Hong Kong. In his new role as an NED, Mr Yih sees his main responsibility as to independently oversee and constructively challenge the management team, whilst contributing an external dimension and market information to discussions.

Although he joined the Board only recently, Mr Yih appreciated the opportunities he has had to learn more about the broad range of our work. He also recognised that our senior executives actively engage with the Board and take time to explain and provide analyses to the NEDs.



The SFC plays an active role in building the reputation of Hong Kong's financial markets as well as supporting market development initiatives, and I look forward to contributing to this work.

Dieter Yih

Mr Wong's background in leadership positions in listed companies and public bodies helped him prepare for his new duties as an NED. In addition, his experience in financial investment has given him a solid understanding of the operations of Hong Kong's capital market.

Since joining the Board, Mr Wong has developed a deeper understanding of the functions of the SFC. He also found that our NEDs are involved in approving a considerable amount of decisions which have significant implications for the securities and futures markets.



Members of the public should have a good understanding of the SFC's important role in enhancing Hong Kong's status as an international financial centre, upholding the integrity and order of the financial markets and protecting investors' interests.

Michael Wong

Corporate Governance

Financial control and reporting

To uphold a high standard of integrity and exercise vigorous controls over the use of public funds, we engage an independent external professional firm to conduct an annual review of our financial control policies and procedures to ensure that they are practical and robust.

We voluntarily observe applicable requirements stipulated in the Hong Kong Companies Ordinance when preparing our financial reports, and we adopt the Hong Kong Financial Reporting Standards for preparing financial statements and disclosing financial information.

In addition, we follow good market practice to ensure our financial reports are transparent and informative.

Our practices include:

- Selecting relevant accounting policies and applying them consistently
- Appointing an external firm to conduct an interim review and annual audit
- Presenting our interim and annual financial statements to the Audit Committee for consideration
- Seeking the Board's approval of quarterly and annual financial statements and publishing them in our quarterly and annual reports
- Reporting key financial data to the Board and ExCo on a monthly basis
- Providing regular reports to the Government

Handling complaints and grievances

We extend our principles of accountability and transparency to our complaints handling procedures. Reports of improper practices of the SFC or our staff can be made under our procedures for handling complaints against the SFC or its employees. These cover dissatisfaction with the manner in which the SFC or our staff carried out or failed to carry out our duties. Detailed procedures for members of the public to lodge a complaint with us are available on our website.

Efficient use of resources

We regularly review our corporate resources, including space and accommodation requirements, to ensure that we operate efficiently, identify our needs and strategic priorities and allocate resources accordingly.

We relocated our office from Central to Quarry Bay last year. The cost savings resulting from the office relocation have enhanced our long-term sustainability and support our plan to eventually purchase our own office premises. Last year, we began transferring the rental savings of around \$125 million to our reserve set aside for the acquisition of office premises. We will transfer this amount to the property acquisition reserve each year across the rest of the lease term.

To formulate effective regulatory responses in rapidly-evolving and increasingly complex markets, we set up cross-divisional project teams to work on policies or initiatives related to the functions of multiple divisions. This allows more efficient use of our resources across the organisation.

Stakeholder communication

We engage with a wide range of stakeholders including the Government, LegCo members, the financial services industry, regulatory counterparts and the general investing public in a timely and effective manner³.

Before implementing a rule change, we conduct public consultations and publish consultation conclusions. We issue statements and announcements to inform the market about our policies as well as industry-related publications, reports and surveys on more specialised topics. Annual and quarterly reports keep the public informed of our key regulatory work and finances.

Press releases announce our latest regulatory actions and other SFC news. Our Facebook page features updates on topics of interest to the general public. Information of interest to the financial industry and other professionals is provided on our LinkedIn page. We respond to public enquiries promptly, striving to meet our performance pledges.

In addition, we reach out to stakeholders to explain our work and policies and we discuss specific regulatory issues at seminars or other events. We attend meetings at LegCo, including meetings of the Panel on Financial Affairs, to present our budget, explain policy initiatives and other issues of public interest.

We adopt an open approach to disclosing information subject to the secrecy provisions of the SFO. Our corporate website (www.sfc.hk) provides up-to-date, easily accessible public and industry information, which is constantly reviewed and enriched.

Internally, we emphasise effective communication within the organisation. Apart from utilising our intranet and internal circulars, we organise regular CEO sharing sessions and briefings by senior executives on the work of various divisions to keep our staff apprised of the latest developments and current priorities.

In November 2021, one staff member from the Complaints Team of the Corporate Affairs Division and one from the Investment Products Division received The Ombudsman's Awards 2021 for Officers of Public Organisations⁴.

³ See Stakeholders on pages 94-98.

⁴ See page 104.

Risk management

To perform our regulatory functions effectively in a dynamic market environment, it is important for us to identify, assess and manage external and internal risks in a timely and systematic manner.

External risks

Our market contingency plan sets out measures for dealing with emergency situations which may affect Hong Kong's securities and futures markets. Rehearsing the plan on a regular basis helps us react promptly, appropriately and in a coordinated manner in cases where crises arise.

We adopt a forward-looking approach to identify current and emerging risks and assess the potential implications for the Hong Kong market. A comprehensive framework is in place to monitor a broad array of asset classes and detect possible vulnerabilities. We have developed our own indicators to monitor market trends, trading patterns and signs of any build up or concentration of positions across different market segments. We keep in close contact with other financial regulators to share intelligence about market conditions and systemic concerns.

We adopt a comprehensive, structured approach to assessing risk using new regulatory technologies to collect and analyse large volumes of data and information as markets become more complex and interconnected. We use artificial intelligence to analyse information from prospectuses about the roles of companies and individuals to detect conflicts of interest in initial public offerings. We also enhanced our market surveillance system to detect more types of risks and identify abnormal price movements.

The cross-divisional Risk Review Group identifies and monitors potential and emerging risks facing the SFC in a comprehensive manner. The group regularly reports to ExCo and the Board.

Amidst the COVID-19 outbreak, we urged licensed corporations to implement facilitative measures for their staff to get vaccinated. We also advised licensees and other market participants to contact us if they encountered difficulties in relation to their regulatory obligations.

Corporate Governance

Internal risks and control

We have internal control measures in place to address possible risks associated with our operations, including financial risks and threats to our information and office security.

Our policies and procedures for financial control help us uphold a high standard of integrity and exercise rigorous controls on the use of public funds.

In addition to appointing an external auditor, we engage an independent external firm to conduct internal audits to assess the effectiveness of our controls and identify the key risks of all our business processes. The scope of each review is approved by the Audit Committee and may include banking and investment, finance, procurement, human resources and information technology. The findings, together with recommendations, are reported back to the Audit Committee. Enhancements to related policies and procedures are then made where necessary.

To facilitate compliance with the Personal Data (Privacy) Ordinance, we provide staff with a data privacy manual and a quick guide comprising frequently asked questions and illustrative examples.

We put the following measures in place to provide for safe and smooth operations:

- A regularly updated business resumption plan addresses readily identifiable risks, including technical problems, fires, natural disasters and other emergencies. The scope of the plan covers office premises, communications and computer services.
- An information security policy provides guidance on how to protect the confidentiality and integrity of information. The policy is revised from time to time to keep up with technological and other changes in the way we operate.
- Access controls protect our information and systems from unauthorised access, use or modification and office access controls safeguard against unauthorised entry to our premises. Access rights are properly assigned and closely managed.

During the year, we reconfigured our staffing arrangements to ensure the continued delivery of our public services as usual during the COVID-19 pandemic and keep any interruptions or delays to a minimum. We have been highly supportive of the Government's effort to encourage COVID-19 vaccinations and a very high percentage of our staff have been vaccinated. We expanded our remote access capacity and provided access to system applications to enable all staff to work from home, if necessary, in a secure and efficient manner.



Independent checks and balances

Independent bodies provide external checks and balances on our operational work to ensure fairness in our decision making, observance of due process and proper use of our regulatory powers. Apart from scrutiny by the Process Review Panel and the Securities and Futures Appeals Tribunal, we are subject to judicial review by the courts and indirect oversight by the Ombudsman.

Independent body	Relevant functions	SFC-related tasks handled
Process Review Panel <ul style="list-style-type: none"> An independent panel established by the Chief Executive of the HKSAR in 2000 Comprises representatives from various sectors and two ex-officio members, namely the SFC Chairman and a representative from the Department of Justice 	<ul style="list-style-type: none"> Reviews and advises on the adequacy of our internal procedures and operational guidelines, including those for the handling of complaints and licensing applications, inspection of intermediaries, product authorisation, corporate finance transactions and the exercise of investigation and disciplinary powers 	<ul style="list-style-type: none"> Reviewed 60 cases and published its annual report in December 2021
Securities and Futures Appeals Tribunal <ul style="list-style-type: none"> Chaired by current or former judges appointed by the Chief Executive of the HKSAR and comprising two other members drawn from a panel appointed by the Financial Secretary under delegated authority 	<ul style="list-style-type: none"> Reviews specified decisions made by the SFC or the Investor Compensation Company Limited Has power to confirm, vary or set aside decisions made by the SFC (and where a decision is set aside, substitute any other decision it considers appropriate) or refer the matter back to the SFC with directions 	<ul style="list-style-type: none"> Received requests to review eight new cases Decided on two cases received in 2021-22
The Ombudsman	<ul style="list-style-type: none"> Handles public complaints against the SFC and its staff for alleged maladministration 	<ul style="list-style-type: none"> Commenced four preliminary inquiries
Courts	<ul style="list-style-type: none"> Handle judicial reviews of SFC decisions 	<ul style="list-style-type: none"> Handled six judicial review cases

Performance pledges

In fulfilling our regulatory roles, we pledge to be responsive to the public, market participants and the intermediaries under our supervision.

		Cases meeting the pledge		
		2021/22	2020/21	2019/20
Applications for subordinated loan or modification/ waiver of requirements under SFO				
Commence review of application upon receipt	2 business days	98%¹	97%	100%
Authorisation/registration of investment products				
Take-up of applications upon receipt	5 or 2 business days ²	100%	100%	100%
Preliminary response to applications after take-up for paper gold schemes, private open-ended fund companies, Thai domiciled funds under the Thailand-Hong Kong Mutual Recognition of Funds (MRF) and Hong Kong-domiciled feeder funds each investing in a single Thai-domiciled master fund that meets the requirements under the MRF scheme	7 business days	100%	100%	100%
Preliminary response to applications after take-up for other products	14 business days	100%	100%	100%
General enquiries				
Preliminary replies	5 business days	100%	100%	100%
Processing of licensing applications³				
Corporations	15 weeks	100%	100%	100%
Representatives (provisional licences)	7 business days	99%⁴	99%	99%
Representatives (normal licences)	8 weeks	99%⁴	99%	99%
Representatives (responsible officers)	10 weeks	99%⁴	99%	99%
Transfer of accreditation	7 business days	99%⁴	99%	99%
Complaints against intermediaries and market activities				
Preliminary response	2 weeks	99.8%⁵	99.7%	99.8%

1 One case failed to meet the pledge.

2 The pledge of five business days is applicable to the authorisation of the following products:

- Unit trusts and mutual funds
- Mandatory provident fund products (including pooled investment funds)
- Pooled retirement funds
- Real estate investment trusts
- Investment-linked assurance schemes

The pledge of two business days is applicable to the authorisation of other products (which include paper gold schemes) and the registration of private open-ended fund companies.

3 During the year, we processed 16,232 applications that were subject to performance pledges, 14,296 of which were processed within the applicable period. The completion of the vast majority of the remaining 1,936 applications was delayed for reasons beyond our control. For example:

- unresolved fitness and propriety issues;
- outstanding vetting requests;
- outstanding material information from applicants; and
- requests by applicants that we delay finalising their applications.

To more accurately reflect our performance, these applications are not included in the percentages stated.

4 The delay was usually short and resulted from unexpected complications, such as abnormal increases in our workflow and resulting resourcing difficulties.

5 Seven cases failed to meet the pledge.

During the year, 99.91% of takeovers and mergers-related applications and transactions met the performance pledges. Details of the response time are listed in the following table.

Consultations and rulings under sections 6 and 8 of the Introduction to the Codes on Takeovers and Mergers and Share Buy-backs (Codes)	
<i>Applications for rulings and consultations with the Takeovers Executive</i>	
– All ruling applications and consultations under the Codes (except for those set out below)	5 business days ⁶
– Applications for rulings that are conditional on obtaining shareholders' approval in a general meeting	Normally within 5 business days before the relevant general meeting
– Fast track EFM/EPT applications and EFM/EPT annual confirmations ⁷	10 business days
– All other EFM/EPT applications	21 business days
Comments and clearance of announcements and documents under Rule 12 of the Takeovers Code	
<i>First draft of firm intention announcement under Rule 3.5 of the Takeovers Code</i>	
– No complex Code issues involved	2 business days
– Complex Code issues involved	3 business days ⁸
<i>All other announcements (including revised drafts)</i>	
– No complex Code issues involved	1 business day
– Complex Code issues involved	3 business days ⁸
<i>All drafts of shareholders' documents⁹</i>	5 business days

⁶ If the subject matter involves complex Code issues, the time limit will be extended to 21 business days and the applicants will be informed of this.

⁷ EFMs and EPTs refer to exempt fund managers and exempt principal traders as defined under the Codes.

⁸ The parties will be informed of the longer time needed.

⁹ Including offer documents, offeree board circulars, whitewash circulars, scheme documents and share buy-back circulars.