

Securities and Futures Commission

Independent auditor's report To the Securities and Futures Commission

(Established in Hong Kong under the Securities and Futures Commission Ordinance)

Opinion

What we have audited

The consolidated financial statements of Securities and Futures Commission (the SFC) and its subsidiaries (the Group), which are set out on pages 148 to 179, comprise:

- the consolidated statement of financial position as at 31 March 2024;
- the consolidated statement of profit or loss and other comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (HKFRSs) issued by the Hong Kong Institute of Certified Public Accountants (HKICPA).

Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (HKSA) issued by the HKICPA. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the consolidated financial statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

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.

The key audit matters identified in our audit are summarised as follows:

- Valuation of investments
- Acquisition of property

Valuation of investments

The aggregate carrying value of the Group's investment portfolio was HK\$4,089 million, which represented 41% of consolidated total assets as at 31 March 2024.

The investment portfolio comprise of i) pooled funds (equity instruments) with a total value of HK\$1,088 million which is carried at fair value through profit or loss and ii) debt investments with a total value of HK\$3,001 million which were accounted for at amortised cost.

The Group's investments are categorised as Level 1 and Level 2 in the fair value hierarchy based on prices quoted in active markets or valued based on market observable inputs.

We identified valuation of investments as a key audit matter because of the size of these items in the consolidated financial statements, the impact of changes in valuation on the profit and loss and the management judgments and assumptions used in assessing expected credit losses (ECL) associated with the financial instruments carried at amortised cost.

Independent auditor's report (continued) To the Securities and Futures Commission

(Established in Hong Kong under the Securities and Futures Commission Ordinance)

Key audit matters (continued)

How our audit addressed the key audit matter

The audit procedures we performed in connection with the valuation of investments included:

- For Level 1 and Level 2 financial instruments, we compared the fair values applied by the Group with publicly available market data on a sample basis.
- We assessed the appropriateness of the ECL methodologies and assumptions associated with the financial instruments carried at amortised cost.

Based on the procedures we performed, we found that the valuation of investments to be supported by available evidence and the models, key parameters, judgments and assumptions adopted by management were considered acceptable. We found that management's estimates and judgments made in determining the ECL for financial instruments carried at amortised cost to be acceptable.

Notes 3(i), 10, 11 and 24(f)(i) to the consolidated financial statements sets out the Group's accounting policies relating to this matter, a detailed breakdown of these investments and the respective fair value hierarchy disclosures.

Acquisition of property

The Group acquired the office floors in the premises previously rented (the "property") during the year and the carrying amount of fixed assets has increased significantly from HK\$0.2 billion as at 31 March 2023 to HK\$4.4 billion as at 31 March 2024, representing 45% of consolidated total assets. The property was stated at historical cost less accumulated depreciation and any impairment losses.

We identified the acquisition of property as a key audit matter because the property acquisition is the most significant transaction that occurred during the year and the property acquired is the most significant asset of the Group.

How our audit addressed the key audit matter

The audit procedures we performed in connection with the acquisition of property included:

- Assessed the accounting policies of fixed assets and depreciation with reference to the requirement of the prevailing accounting standards.
- Inspected the relevant supporting documents approving the acquisition of the property.
- Agreed the purchase consideration of the property to the signed agreements of the transaction.
- Performed physical inspection and land search to verify the existence and ownership of the property.
- Assessed the adequacy and appropriateness of the financial statement disclosures with reference to the requirement of the prevailing accounting standards.

Based on the procedures we performed, we found that the acquisition of property to be supported by sufficient evidence.

Notes 3(h), 12 and 18 to the consolidated financial statements sets out the Group's accounting policies relating to this matter and the relevant disclosures.

Other information

The directors of the SFC (the directors) are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Independent auditor's report (continued) To the Securities and Futures Commission

(Established in Hong Kong under the Securities and Futures Commission Ordinance)

Responsibilities of directors and those charged with governance for the consolidated financial statements

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 16(3) of the Securities and Futures Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Independent auditor's report (continued) To the Securities and Futures Commission

(Established in Hong Kong under the Securities and Futures Commission Ordinance)

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Amy Y.K. Yeung.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 23 May 2024

Consolidated statement of profit or loss and other comprehensive income

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

	Note	2024 \$'000	2023 \$'000
Income			
Levies	2(a)	1,390,183	1,725,174
Fees and charges	2(b)	113,788	106,185
Net Investment income			
Investment income	5	234,755	100,841
Less: custody and advisory expenses		(10,508)	(10,394)
Recoveries from the Investor Compensation Fund		6,061	6,238
Exchange (loss)/gain		(16,633)	12,708
Other income	6	117,017	1,759
		1,834,663	1,942,511
Expenses			
Staff costs and directors' emoluments	7	1,600,573	1,522,663
Depreciation			
Fixed assets	12	129,120	108,457
Right-of-use assets	13	108,925	146,178
Other premises expenses		36,914	35,677
Finance costs	8	31,711	6,708
Other expenses	9	225,176	223,718
		2,132,419	2,043,401
Deficit and total comprehensive income for the year		(297,756)	(100,890)

The notes on pages 154 to 179 form part of these consolidated financial statements.

Consolidated statement of financial position

As at 31 March 2024 (Expressed in Hong Kong dollars)

	Note	2024 \$'000	2023 \$'000
Non-current assets			
Fixed assets	12	4,410,812	216,366
Right-of-use assets	13	21,477	700,776
Deposits and prepayments		335,414	37,609
Financial assets at amortised cost – debt securities	10	2,102,479	2,903,608
		6,870,182	3,858,359
Current assets			
Financial assets at amortised cost – debt securities	10	898,557	381,528
Financial assets at fair value through profit or loss			
Debt securities	11	–	403,649
Pooled funds	11	1,087,666	1,045,571
Debtors, deposits and prepayments	16	196,080	283,492
Fixed deposits with banks	14	610,147	2,845,253
Cash held for Grant Scheme	15	58,656	124,205
Cash at bank and in hand	14	146,154	66,647
		2,997,260	5,150,345
Current liabilities			
Fees received in advance		8,497	8,378
Creditors and accrued charges	17	199,132	274,732
Bank loan	18	18,262	–
Lease liabilities	13	9,212	141,385
Provisions for reinstatement cost	19	574	873
		235,677	425,368
Net current assets		2,761,583	4,724,977
Total assets less current liabilities		9,631,765	8,583,336

Consolidated statement of financial position (continued)

As at 31 March 2024 (Expressed in Hong Kong dollars)

	Note	2024 \$'000	2023 \$'000
Non-current liabilities			
Bank loan	18	2,001,319	–
Lease liabilities	13	12,879	581,156
Provisions for reinstatement cost	19	1,190	88,047
		2,015,388	669,203
Net assets			
		7,616,377	7,914,133
Funding and reserves			
Initial funding by Government	20	42,840	42,840
Reserve for property acquisition	26	1,186,800	3,375,000
Accumulated surplus		6,386,737	4,496,293
		7,616,377	7,914,133

Approved and authorised for issue by the Securities and Futures Commission on 23 May 2024 and signed on its behalf by

Tim Lui
Chairman

Julia Leung
Chief Executive Officer

The notes on pages 154 to 179 form part of these consolidated financial statements.

Consolidated statement of changes in equity

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

	Initial funding by Government \$'000	Reserve for property acquisition \$'000	Accumulated surplus \$'000	Total \$'000
Balance at 1 April 2022	42,840	3,250,000	4,722,183	8,015,023
Deficit and total comprehensive income for the year	–	–	(100,890)	(100,890)
Transfer to reserve for property acquisition	–	125,000	(125,000)	–
Balance at 31 March 2023 and 1 April 2023	42,840	3,375,000	4,496,293	7,914,133
Deficit and total comprehensive income for the year	–	–	(297,756)	(297,756)
Transfer to accumulated surplus	–	(2,313,200)	2,313,200	–
Transfer to reserve for property acquisition	–	125,000	(125,000)	–
Balance at 31 March 2024	42,840	1,186,800	6,386,737	7,616,377

The notes on pages 154 to 179 form part of these consolidated financial statements.

Consolidated statement of cash flows

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

Note	2024 \$'000	2023 \$'000
Cash flows from operating activities		
Deficit for the year	(297,756)	(100,890)
Adjustments for:		
Depreciation – Fixed assets	129,120	108,457
Depreciation – Right-of-use assets	108,925	146,178
Finance costs	31,711	6,708
Interest income on deposits for leases	(211)	(289)
Investment income	(234,755)	(100,841)
Exchange loss/(gain)	14,405	(12,885)
Loss on disposal of fixed assets	32	4
Gain arising from lease termination	(112,220)	–
	(360,749)	46,442
Increase in right-of-use assets	(7)	(4)
(Increase)/decrease in debtors, deposits and prepayments	(254,664)	71,911
Decrease/(increase) in cash held for Grant Scheme	65,549	(54,909)
Increase in fees received in advance	119	689
(Decrease)/increase in creditors and accrued charges	(80,756)	41,438
Net cash (used in)/generated from operating activities	(630,508)	105,567
Cash flows from investing activities		
Decrease/(increase) in fixed deposits other than cash and cash equivalents	2,478,344	(302,860)
Interest received	254,316	137,067
Debt securities at fair value through profit or loss purchased	(72,193)	(251,749)
Debt securities at fair value through profit or loss sold or redeemed	466,030	237,846
Pooled funds purchased	–	(195,123)
Pooled funds sold	6,091	4,977
Debt securities at amortised cost purchased	(1,016,572)	(300,223)
Debt securities at amortised cost redeemed at maturity	1,274,696	189,259
Fixed assets purchased	(4,321,316)	(63,896)
Proceeds from fixed assets disposal	–	9
Net cash used in investing activities	(930,604)	(544,693)

Consolidated statement of cash flows (continued)

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

	Note	2024 \$'000	2023 \$'000
Cash flows from financing activities			
Principal element of lease payments		(106,282)	(119,416)
Interest element of lease payments		(4,492)	(6,708)
Proceeds from bank loan		2,019,014	–
Interest expense on bank loan		(23,778)	–
Net cash generated from/(used in) financing activities		1,884,462	(126,124)
Net increase/(decrease) in cash and cash equivalents			
Cash and cash equivalents at the beginning of the year		407,901	973,151
Cash and cash equivalents at the end of the year	14	731,251	407,901

Analysis of the balance of cash and cash equivalents

	2024 \$'000	2023 \$'000
Fixed deposits with banks	585,097	341,254
Cash at bank and in hand	146,154	66,647
	731,251	407,901

The notes on pages 154 to 179 form part of these consolidated financial statements.

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

1. Status and principal activities

The Securities and Futures Commission (SFC) is governed by Part II of the Hong Kong Securities and Futures Ordinance (SFO). Under the SFO, the SFC has a duty to ensure an efficient, fair and transparent market and to promote public confidence and investor awareness in Hong Kong's securities, futures and related financial markets. In performing its duty, the SFC is required to act in the interest of the public and ensure that improper and illegal market activities are properly investigated. The registered office and principal place of business of the SFC is 54/F, One Island East, 18 Westlands Road, Quarry Bay, Hong Kong.

2. Income

Details of the SFC's funding are set out in Section 14 and Sections 394 to 396 of the SFO. Major sources of funding include:

- (a) levies collected by the Stock Exchange of Hong Kong Limited (SEHK) and Hong Kong Futures Exchange Limited (HKFE) on transactions recorded on the exchanges at rates specified by the Chief Executive in Council.
- (b) fees and charges in relation to its functions and services according to the provision of subsidiary legislation.

The SFC also generates investment income from fixed deposits and investments in debt securities and pooled funds.

3. Material accounting policies

(a) Statement of compliance

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (HKFRSs), a collective term which includes all applicable individual HKFRSs, Hong Kong Accounting Standards (HKASs) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (HKICPA) and accounting principles generally accepted in Hong Kong. Material accounting policies adopted by the SFC and its subsidiaries (together, the Group or we) are set out below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group.

Amendments to HKFRSs that are first effective in the current accounting period and adopted by the Group

Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies

Except as described in note 3(q), none of these amendments have a material effect on how the Group's results and financial position for the current or prior periods are prepared and presented.

We have not applied any new standard or interpretation that is not yet effective for the current accounting period.

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

3. Material accounting policies (continued)

(b) Basis of preparation

We have prepared these consolidated financial statements using the historical cost as the measurement basis except that financial assets at fair value through profit or loss are stated at their fair value (see note 3(i)). The accounting policies have been applied consistently by the group entities.

We prepare the consolidated financial statements in conformity with HKFRSs which require management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. We make estimates and associated assumptions based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

We review the estimates and underlying assumptions on an ongoing basis. We recognise revisions to accounting estimates in the period in which the estimates are 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.

The classification of debt securities requires judgment. In making this judgment, we evaluate business model and the contractual cash flows characteristics of these securities. The measurement of fair value for financial instruments is determined by using either publicly available market data or valuation models. We use our judgment to select the appropriate method for fair value measurement (see note 3(i)).

(c) Basis of consolidation

Subsidiaries are entities controlled by the SFC. The SFC controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. When assessing whether the SFC has power, only substantive rights are considered.

Inter-company transactions and balances between group companies are eliminated.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases.

(d) Recognition of income

We recognise income in the consolidated statement of profit or loss and other comprehensive income when or as it satisfies a performance obligation by transferring promised services to the customers in an amount to which the Group expects to be entitled in exchange for these services. We record our income as follows:

- (i) *Levies*
We recognise levies from SEHK and HKFE as income on a trade date basis.
- (ii) *Fees and charges*
We recognise annual fees as income on a straight-line basis over the periods to which they relate as the services are performed over time. We record other fees and charges as income when the performance obligation is satisfied. We record other fees and charges received in advance as a liability.

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

3. Material accounting policies (continued)

(d) Recognition of income (continued)

For interest income, we record interest income as it accrues using the effective interest method. It comprises (a) interest earned on bank deposits and debt securities measured at amortised cost; and (b) the amortisation of premiums or discounts on purchases of debt securities measured at amortised cost.

For net gain/loss on financial assets at fair value through profit or loss, the change in fair value or disposal of financial assets are recognised in profit or loss as they arise.

(e) Employee benefits

We make accruals for salaries and allowances, annual leave and contributions to defined contribution schemes in the year in which the associated services are rendered by employees. Other benefits for services received are accrued when a contractual or constructive obligation arises for the Group.

(f) Translation of foreign currencies

We translate foreign currency transactions during the year into Hong Kong dollars at the exchange rates prevailing at the transaction dates. We translate monetary assets and liabilities denominated in foreign currencies into Hong Kong dollars at the closing rate at the end of the reporting period. We recognise exchange gains and losses on translation in the consolidated statement of profit or loss and other comprehensive income.

(g) Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Lease liabilities included fixed lease payments less any lease incentives receivable, variable lease payment based on an index or a rate, amounts expected to be payable under residual value guarantees and payments of penalties for terminating the lease. The lease liabilities are initially measured at the present value of the remaining lease payments, discounted at the Group's incremental borrowing rate at the lease commencement date. The lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss using the incremental borrowing rate on the remaining balance of the lease liabilities for each period. The lease liabilities are reduced by an amount equal to the lease payments made less the finance costs charged for that period.

The right-of-use assets are measured at the amount equal to the initial measurement of the lease liability, adjusted for any prepaid lease payments, lease incentives received, any initial direct costs or reinstatement provisions relating to that lease. The right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

3. Material accounting policies (continued)

(h) Fixed assets and depreciation

We state fixed assets at historical cost less accumulated depreciation and any impairment losses (see note 3(o)). Historical cost includes expenditure that is directly attributable to the acquisition of the items. We charge depreciation to the consolidated statement of profit or loss and other comprehensive income using the straight-line method over the estimated useful lives from the point at which the asset is ready for use as follows:

Leasehold land and buildings	50 years
Leasehold improvements	5 years or, if shorter, the life of the respective leases
Furniture and fixtures	5 years
Office equipment	5 years
Computer application systems	4 years
Motor vehicles	4 years
Personal computers and software	3 years

We capitalise subsequent expenditure only when it increases the future economic benefits embodied in the fixed assets. We recognise all other expenditure in the consolidated statement of profit or loss and other comprehensive income as an expense as incurred.

We recognise gains or losses arising from the retirement or disposal of an item of fixed assets, being the difference between the net disposal proceeds and the carrying amount of the item, in the consolidated statement of profit or loss and other comprehensive income on the date of retirement or disposal.

We review the assets' residual values and useful lives and adjust, if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

(i) Financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value through profit or loss; and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual term of the cash flows.

For assets measured at fair value, gains and losses are recorded in profit or loss.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on settlement-date, the date on which the assets are delivered to the Group. From this date, we record in our books any gains and losses arising from changes in fair value of the financial assets held at fair value through profit or loss.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

3. Material accounting policies (continued)

(i) Financial assets (continued)

(iii) Measurement

At initial recognition, we measure a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Investments in debt securities and pooled funds are initially stated at fair value, which is their transaction price unless it is determined that the fair value at initial recognition differs from the transaction price and that fair value is evidenced by a quoted price in an active market for an identical asset or liability based on a valuation technique that uses only data from observable markets. Cost includes attributable transaction costs, except where indicated otherwise below. These investments are subsequently accounted for as follows, depending on their classification:

Amortised cost:

Investments in debt securities that are held for the collection of contractual cash flows, where those cash flows represent solely payments of principal and interest, are measured at amortised cost. Interest income from these financial assets are included in investment income using the effective interest method. Any gain or loss arising from derecognition is recognised directly in the consolidated statement of profit or loss and other comprehensive income. Impairment losses are presented as a separate line item in the consolidated statement of profit or loss and other comprehensive income.

FVPL:

Changes in fair value of investments in debt securities and pooled funds that are subsequently measured at FVPL are recognised in the consolidated statement of profit or loss and other comprehensive income and presented net within investment income/loss in the period in which they arise.

We determine the fair value of financial instruments based on their quoted market prices on a recognised stock exchange or a price from a broker/dealer for non-exchange-traded financial instruments at the end of the reporting period without any deduction for estimated future selling costs. The fair value is determined based on the Group's share of the net assets of the pooled funds as determined by the custodian.

(iv) Impairment

We assess on a forward-looking basis the expected credit losses (ECL) associated with our financial instruments carried at amortised cost. We perform impairment assessments using the 12-month ECL, unless there has been a significant increase in credit risk by comparing the risk of a default as at the reporting date and the initial recognition date.

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

3. Material accounting policies (continued)

(j) Related parties

For the purpose of these consolidated financial statements, we consider that the following are related parties of the Group:

- (a) A person, or a close member of that person's family, is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group.
- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity. As the SFC is a statutory body with its Board members appointed by the Chief Executive of the Government of the Hong Kong Special Administrative Region (the Government) under the SFO, transactions with other government departments and agencies under normal dealings are not necessarily regarded as related party transactions in the context of HKAS 24 *Related Party Disclosures*.

(k) Debtors, deposits and other receivables

Debtors, deposits and other receivables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method less impairment losses (see note 3(i)(iv)).

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

3. Material accounting policies (continued)

(l) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, and fixed deposits with banks with original maturities of three months or less that are readily convertible to known amounts of cash and subject to an insignificant risk of changes in value.

(m) Creditors and accrued charges

Creditors and accrued charges are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(n) Bank loan

We state bank loan initially at fair value, net of transaction costs incurred, and thereafter at amortised cost using the effective interest method. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs.

(o) Impairment of non-financial assets

We review the carrying amounts of the Group's assets at the end of each reporting period to determine whether there is any objective evidence of impairment. If any such evidence exists, we estimate the asset's recoverable amount, which is the higher of its net selling price and value in use. We recognise in the consolidated statement of profit or loss and other comprehensive income the difference between the asset's carrying amount and the recoverable amount as an impairment loss whenever the carrying amount of an asset exceeds its recoverable amount.

We reverse an impairment loss in respect of an asset in a subsequent period if the circumstances and events that are objectively linked to the write down or write-off cease to exist and there is persuasive evidence that the new circumstances and events will persist for the foreseeable future. We reverse an impairment loss only to the extent that the asset's carrying amount does not exceed the carrying amount that we should have determined, net of depreciation and amortisation, if we had not recognised any impairment loss.

(p) Provisions and contingent liabilities

We recognise a provision in the consolidated statement of financial position when the Group has a legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and the amount can be estimated reliably.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, we disclose the obligation as a contingent liability, unless the probability of outflow of economic benefits is remote. We also disclose possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events as contingent liabilities unless the probability of outflow of economic benefits is remote.

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

3. Material accounting policies (continued)

(q) Recent developments in HKFRSs

Interest Rate Benchmark Reform — Phase 2 — amendments to HKFRS 9, HKAS 39, HKFRS 7 and HKFRS 16

The Group has certain debt securities at amortised cost that are referenced to the 3-month USD London Interbank Offered Rate (LIBOR). The 3-month USD LIBOR continues to be published under a synthetic methodology. These exposures will remain outstanding until the synthetic USD LIBOR ceases and will therefore transit in the future. The Group has assessed the impact and there was no significant effect on the consolidated financial statements. The Group is closely monitoring the market and managing the transition to a new benchmark interest rate.

As at 31 March 2024, the carrying amounts of debt securities at amortised cost that are referenced to a synthetic USD LIBOR and have yet to be transitioned to an alternate benchmark was \$32,892,000 (2023: \$116,105,000). The total notional contract amount was \$32,871,000 (2023: \$115,967,000).

4. Taxation

Section 3(3) of the SFO exempts the SFC from Hong Kong taxes.

5. Investment income

	2024 \$'000	2023 \$'000
Interest income from bank deposits	105,067	76,051
Interest income from debt securities at amortised cost	84,824	71,412
Net gain/(loss) on financial assets at FVPL – pooled funds	51,315	(39,969)
Net loss on financial assets at FVPL – debt securities	(6,451)	(6,653)
	234,755	100,841

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

6. Other income

	2024 \$'000	2023 \$'000
Gain arising from lease termination (Note 13c)	112,220	–
Investigation costs awarded	4,488	1,381
Sale of SFC publications	29	73
Others	280	305
	117,017	1,759

7. Staff costs and directors' emoluments

	2024 \$'000	2023 \$'000
Salaries and allowances	1,443,568	1,380,752
Retirement scheme contributions	97,165	90,050
Medical and life insurance	47,846	45,107
Staff functions	3,092	1,072
Recruitment	6,719	3,870
Registration and membership fees	2,183	1,812
	1,600,573	1,522,663

The total number of staff as at 31 March 2024 was 985 (958 for the SFC, 24 for the Investor and Financial Education Council and 3 for the Investor Compensation Company Limited) (as at 31 March 2023: the total number of staff was 959, comprising 933 for the SFC, 23 for the Investor and Financial Education Council and 3 for the Investor Compensation Company Limited).

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

7. Staff costs and directors' emoluments (continued)

Directors' emoluments included in the above comprised:

	Directors' fee \$'000	Salaries, allowances and benefits in kind \$'000	Discretionary pay \$'000	Retirement scheme contributions ¹ \$'000	2024 Total \$'000	2023 Total \$'000
Chief Executive Officer²						
Ashley Alder, SBS, JP (retired 31 December 2022)	–	–	–	–	–	5,935
Julia Leung Fung-ye, SBS, JP (appointed 1 January 2023 ³)	–	6,504	1,748	647	8,899	8,710
Executive Directors²						
Thomas Atkinson (retired 2 May 2022)	–	–	–	–	–	530
Lisa Chen Ping (appointed 22 May 2023)	–	3,355	785	335	4,475	–
Christina Choi Fung-ye	–	4,661	1,217	466	6,344	6,184
Michael Duignan (appointed 1 November 2022)	–	4,446	1,040	445	5,931	2,494
Rico Leung Chung-yin	–	4,574	1,235	457	6,266	6,068
Christopher Wilson (appointed 1 November 2022)	–	4,549	900	455	5,904	2,533
	–	28,089	6,925	2,805	37,819	32,454
Non-executive Chairman						
Tim Lui Tim-leung, GBS, JP	1,255	–	–	–	1,255	1,255
Non-executive Directors						
Agnes Chan Sui-kuen, BBS	314	–	–	–	314	314
Edward Cheng Wai-sun, GBS, JP (retired 31 December 2022)	–	–	–	–	–	235
Chew Fook-aun (appointed 1 January 2023)	314	–	–	–	314	79
Victor Dawes, SC	314	–	–	–	314	314
Johnson Kong	314	–	–	–	314	314
Dr James C Lin	314	–	–	–	314	314
Nicky Lo Kar-chun, SBS, JP	314	–	–	–	314	314
Michael Wong Yick-kam, SBS, MH, JP	314	–	–	–	314	314
Dieter Yih, JP	314	–	–	–	314	314
	3,767	–	–	–	3,767	3,767
Total directors' emoluments	3,767	28,089	6,925	2,805	41,586	36,221

¹ This represents net contribution expenses accrued during the year ended 31 March 2024 in accordance with the accounting policy set out in note 3(e). The future payment of contributions is subject to completion of a vesting period, which is based on total years of service with the SFC. The amount vested as at 31 March 2024 was \$2,253,000 (as at 31 March 2023: \$2,078,000).

² Directors' emoluments to Chief Executive Officer and Executive Directors are for services in connection with the management of the affairs of the SFC.

³ Ms Julia Leung was appointed as Chief Executive Officer (CEO), effective 1 January 2023. Prior to the CEO appointment, she acted as an Executive Director (ED). For the year ended 31 March 2023, the total emoluments represented her appointment as a CEO and an ED.

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

7. Staff costs and directors' emoluments (continued)

The aggregate of the emoluments of the five highest paid individuals, representing the emoluments of the Chief Executive Officer and four senior management, was \$34,156,000 (2023: \$32,894,000) with the breakdown as follows:

	2024 \$'000	2023 \$'000
Salaries and allowances	25,005	24,540
Discretionary pay	6,657	5,990
Retirement scheme contributions	2,494	2,364
	34,156	32,894

Their emoluments are within the following bands:

	2024 No. of individuals	2023 No. of individuals
\$5,500,001 to \$6,000,000	0	2
\$6,000,001 to \$6,500,000	4	2
\$8,500,001 to \$9,000,000	1	1

Employee benefits

We provide retirement benefits to our staff through a defined contribution scheme under the Occupational Retirement Schemes Ordinance (ORSO Scheme) and a Mandatory Provident Fund Scheme (MPF Scheme). Prior to the inception of the MPF Scheme, all general grade staff were included in the Group's ORSO Scheme. Following the introduction of the MPF Scheme in December 2000, new general grade staff have since been covered under the MPF Scheme while executive staff have been allowed to opt for either the Group's ORSO Scheme or the MPF Scheme.

(a) ORSO Scheme

(i) General grade staff

For general grade staff, we make monthly contributions which are a percentage of the fixed pay, subject to a vesting scale with the benefit fully vested upon completion of 10 years' service. We reinvest forfeited contributions for general grade staff who leave the Group prior to qualifying for 100% disbursement of the contributions into the total pool of contributions that will be shared by the existing members in the scheme at the end of the scheme year. The amount so reinvested during the year was nil (2023: nil).

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

7. Staff costs and directors' emoluments (continued)

Employee benefits (continued)

(a) ORSO Scheme (continued)

(ii) Executive staff

For executive staff, we make monthly contributions which are a percentage of the fixed pay. We use forfeited contributions in respect of executive staff who leave the Group prior to qualifying for 100% disbursement of the contributions to offset the Group's future contributions. The amount so forfeited during the year was \$2,971,000 (2023: \$6,306,000) and the amount so forfeited available at the end of the reporting period was \$10,000 (2023: \$238,000).

This scheme has obtained an exemption under Section 5 of the MPF Schemes Ordinance.

(b) MPF Scheme

We have participated in a master trust MPF Scheme since December 2000 and made contributions to the MPF Scheme in accordance with the statutory requirements of the MPF Schemes Ordinance.

8. Finance costs

	2024 \$'000	2023 \$'000
Interest expense on bank loan and related charges	27,219	–
Interest expense on lease liabilities (Note 13b)	4,492	6,708
	31,711	6,708

9. Other expenses

	2024 \$'000	2023 \$'000
Information and systems services	103,803	93,486
Legal and professional services and others	54,836	68,183
Investor and other education programme costs to the Investor and Financial Education Council	28,163	36,604
Overseas travelling, regulatory meeting expenses and others	16,318	5,484
General office and insurance	11,946	11,523
Learning and development	8,165	6,667
Auditor's remuneration	1,070	986
Funding for the International Financial Reporting Standards Foundation	843	781
Loss on disposal of fixed assets	32	4
	225,176	223,718

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

10. Financial assets at amortised cost – debt securities

	2024 \$'000	2023 \$'000
(a) Amortised cost		
Listed – outside Hong Kong	1,655,213	1,782,349
Listed – in Hong Kong	1,334,881	1,439,399
Unlisted	10,942	63,388
	3,001,036	3,285,136
(b) Fair value		
Listed – outside Hong Kong	1,588,242	1,684,588
Listed – in Hong Kong	1,230,565	1,320,107
Unlisted	10,944	62,201
	2,829,751	3,066,896
(c) Maturity profile		
Within one year	898,557	381,528
After one year but within two years	595,137	808,991
After two years but within five years	930,894	1,300,075
After five years	576,448	794,542
	3,001,036	3,285,136

As at 31 March 2024, the weighted average yield to maturity of the debt securities was 5.3% p.a. (2023: 4.9% p.a.).

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

11. Financial assets at fair value through profit or loss

	2024 \$'000	2023 \$'000
(a) Debt securities		
(i) Listing status		
Listed – outside Hong Kong	–	317,906
Listed – in Hong Kong	–	7,735
Unlisted	–	78,008
	–	403,649
(ii) Maturity profile		
Within one year	–	28,757
After one year but within two years	–	58,584
After two years but within five years	–	162,470
After five years	–	153,838
	–	403,649
	2024 \$'000	2023 \$'000
(b) Pooled funds – unlisted	1,087,666	1,045,571

The pooled funds comprised of listed equity securities as well as cash and other receivables to be used for re-investment purposes.

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

12. Fixed assets

	Leasehold land and buildings (Note) \$'000	Furniture, fixtures and leasehold improvements \$'000	Office equipment \$'000	Computer application systems \$'000	Personal computer and software \$'000	Motor vehicles \$'000	Total \$'000
Cost							
At 1 April 2023	–	192,321	22,400	449,490	200,050	3,611	867,872
Additions	4,258,265	2,736	683	48,903	13,011	–	4,323,598
Disposals	–	(645)	(165)	–	(1,390)	–	(2,200)
At 31 March 2024	4,258,265	194,412	22,918	498,393	211,671	3,611	5,189,270
Accumulated depreciation							
At 1 April 2023	–	109,010	13,107	343,554	183,574	2,261	651,506
Charge for the year	28,388	37,864	4,068	45,481	12,697	622	129,120
Written back on disposals	–	(635)	(143)	–	(1,390)	–	(2,168)
At 31 March 2024	28,388	146,239	17,032	389,035	194,881	2,883	778,458
Net book value							
At 31 March 2024	4,229,877	48,173	5,886	109,358	16,790	728	4,410,812
Cost							
At 1 April 2022	–	191,845	22,419	395,816	195,474	3,225	808,779
Additions	–	658	209	53,674	6,064	996	61,601
Disposals	–	(182)	(228)	–	(1,488)	(610)	(2,508)
At 31 March 2023	–	192,321	22,400	449,490	200,050	3,611	867,872
Accumulated depreciation							
At 1 April 2022	–	71,469	9,325	296,779	165,680	2,291	545,544
Charge for the year	–	37,723	3,997	46,775	19,382	580	108,457
Written back on disposals	–	(182)	(215)	–	(1,488)	(610)	(2,495)
At 31 March 2023	–	109,010	13,107	343,554	183,574	2,261	651,506
Net book value							
At 31 March 2023	–	83,311	9,293	105,936	16,476	1,350	216,366

Note:

On 17 November 2023, a Sales and Purchase agreement was entered into between the SFC and its landlord with a consideration of \$5.4 billion to acquire 12 office floors in the premises previously rented. Transaction of the nine office floors that we previously occupied was completed in December 2023 while acquisition of the three additional floors will be completed by 2028, with a down payment of \$334,438,000 included in deposits and prepayments. See note 21 for capital commitment.

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

13. Leases

As at 31 March 2024 and 2023, the Group had right-of-use assets and lease liabilities as follows:

	2024 \$'000	2023 \$'000
Right-of-use assets		
Premises	20,407	698,829
Office equipment	1,070	1,947
	21,477	700,776
Lease liabilities		
Current	9,212	141,385
Non-current	12,879	581,156
	22,091	722,541

- (a) During the year, the Group recognised additional right-of-use assets of \$8,883,000 (2023: nil) under new or renewed lease agreements for premises.
- (b) For the year ended 31 March 2024, the Group recognised depreciation expense for the right-of-use assets for premises of \$108,047,000 (2023: \$145,300,000) and office equipment of \$878,000 (2023: \$878,000). The interest expense on lease liabilities was \$4,492,000 (2023: \$6,708,000). The total cash outflow for leases during the year was \$110,774,000 (2023: \$126,124,000).
- (c) As a result of the property acquisition, lease of the existing office spaces has been terminated. The respective right-of-use assets, the provisions set aside for reinstatement costs and the lease provision recognised at the start of the original lease term according to HKFRS16, *Leases*, were reversed and resulted in a one-off expense write back of \$112,220,000 for the year.

14. Bank deposits and cash at bank

As at 31 March 2024, the effective interest rate on bank deposits ranged from 4.17% p.a. to 4.7% p.a. (2023: 1.8% p.a. to 5.2% p.a.). These balances mature within one year as at both 31 March 2024 and 2023.

Reconciliation to cash and cash equivalents:

	2024 \$'000	2023 \$'000
Cash at bank and in hand	146,154	66,647
Fixed deposits with banks	610,147	2,845,253
Amounts shown in the consolidated statement of financial position	756,301	2,911,900
Less: Amounts with an original maturity beyond three months	(25,050)	(2,503,999)
Cash and cash equivalents in the consolidated statement of cash flows	731,251	407,901

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

15. Cash held for Grant Scheme

A Grant Scheme for Open-ended Fund Companies and Real Estate Investment Trusts (the Grant Scheme) was established on 10 May 2021. The Grant Scheme is administered by the SFC and funded by the Government to provide subsidies for qualified open-ended fund companies and real estate investment trusts to set up in Hong Kong. The cash held for the Grant Scheme are solely restricted for the use of such subsidies and are therefore not available for general use by any of the entities within the Group. The unused balance will be reimbursed to the Government upon the end of the Grant Scheme. The corresponding amount due to the Government is included in creditors and accrued charges.

Subsequent to the year end, the Group has received \$41,900,000 from the Government for the Grant Scheme.

16. Debtors, deposits and prepayments

Debtors, deposits and prepayments include \$154,761,000 of receivables (2023: \$243,796,000) which are usually due within 30 days. Due to the short-term nature of the balance, the carrying amount is considered to be the same as their fair value.

We do not provide an ageing analysis of debtors as there was no material overdue debtor balance as at 31 March 2024 and 2023.

17. Creditors and accrued charges

Creditors and accrued charges mainly include accruals and payables to creditors relating to operating expenses. Payables are usually due within one year. Due to the short-term nature of the balance, the carrying amount is considered to be the same as their fair value.

We do not provide an ageing analysis of creditors as there was no material overdue creditor balance as at 31 March 2024 and 2023.

18. Bank loan

	2024 \$'000	2023 \$'000
Bank loan – secured		
Current	18,262	–
Non-current	2,001,319	–
	2,019,581	–

To finance the property acquisition transaction, the Group has obtained a 5-year term loan of \$2,029,160,000 on 21 December 2023. The term loan carries a fixed interest rate of 4.7% per annum for the first two years and subsequently carries a floating interest rate of 1-month HIBOR plus 0.55% per annum. The term loan is secured by the Group's land and buildings.

The carrying amount is considered to be the same as its fair value as the interest payable on the bank loan is at current market rate.

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

19. Provisions for reinstatement cost

Provisions represent reinstatement cost to restore the premises to a condition as stipulated in the relevant lease agreements when the lease expires.

20. Initial funding by Government

The Government provided funds to pay for the SFC's initial non-recurrent and capital expenditure. These funds are not repayable to the Government.

21. Capital commitment

As at 31 March 2024 and 2023, the Group had capital commitments contracted for but not yet incurred as follows:

	2024 \$'000	2023 \$'000
Land and buildings	1,073,345	–
Other fixed assets	50,883	53,004
	1,124,228	53,004

22. Consolidation

The SFC formed Investor Compensation Company Limited (ICC) on 11 September 2002 with an issued share capital of \$0.2. On 20 November 2012, the SFC launched the Investor and Financial Education Council (IFEC) as a company limited by guarantee and not having a share capital. Both companies are wholly owned subsidiaries of the SFC and are incorporated in Hong Kong.

The objective of the ICC is to facilitate the administration and management of the Investor Compensation Fund established under the SFO.

The objective of the IFEC is to improve the financial knowledge and capability of the general public and to assist them in making informed financial decisions.

As at 31 March 2024, the investments in subsidiaries, which are stated at cost less any impairment losses, amounted to \$0.2 (2023: \$0.2). The balance is too small to present on the statement of financial position of the SFC which is expressed in thousands of dollars.

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

23. Related party transactions

We have related party relationships with the Investor Compensation Fund (ICF) and the Unified Exchange Compensation Fund (UECF). In addition to the related party relationships disclosed in note 25, we have the following related party transactions and balances.

(a) Reimbursement from the ICF for all the ICC's expenses, in accordance with Section 242(1) of the SFO

During the year, \$6,061,000 was recovered from the ICF for the ICC's expenses (2023: \$6,238,000). As at 31 March 2024, ICC had an amount due to the ICF of \$148,000 (2023: amount due from the ICF of \$208,000).

(b) Remuneration of key management personnel

We consider that the directors' emoluments as disclosed in note 7 are the only remuneration for key management personnel of the Group.

(c) Legal services provided by a Non-executive Director

Prior to the appointment of a Non-executive Director (NED), the Group engaged him to provide legal services in respect of a number of matters. The NED had continued to provide services in respect of matters that commenced prior to his appointment on 1 August 2020. Fees paid or payable to him for such services were nil (2023: \$88,000) for the year under normal commercial terms and conditions.

24. Financial risk management and fair value

Financial instruments of the Group mainly comprise debt securities and units in pooled funds. The underlying investments of the pooled funds comprised of listed equity securities and cash and other receivables to be used for re-investment purposes.

The main financial risks of the Group arise from its investments in debt securities and units in pooled funds. The Group appoints external investment managers to manage the Group's investments and to ensure that the portfolio's investments comply with the investment policy approved by the Financial Secretary which sets control limits on credit risk, interest rate risk, liquidity risk, foreign exchange risk and market risk. The external investment managers report thereon to the Group on a regular basis.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

As at 31 March 2024 and 2023, the Group invested in debt securities rated A or above and bank balances are placed with licensed banks in Hong Kong rated P-1 by Moody's or A-1 or above by Standard and Poor's. Investment in pooled funds up to 25% (2023: 15%) of the total value of funds under management is permitted. The policy also limits the exposure to 10% for each organisation and 20% for each country outside the Mainland and Hong Kong, except for the holdings of US Treasuries.

During the year, the Group complied with the above investment policy in order to manage its credit risk, and as a result, was not exposed to significant credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position. The Group performed impairment assessment using the 12-month ECL as there is no financial assets with significant increase in credit risk.

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

24. Financial risk management and fair value (continued)

(b) Interest rate risk

The Group's interest bearing assets mainly comprise debt securities, fixed deposits with banks and bank balances and interest bearing liabilities mainly comprise bank loan. As majority of these financial assets and liabilities bears fixed interest rates, the Group is exposed to limited cash flow interest rate risk.

The Group is subject to the risk that future cash flows from re-investments will fluctuate because of changes in market interest rates (re-pricing risk). As at 31 March 2024, it is estimated that a general increase/decrease of 100 basis points, with all other variables held constant, would increase/decrease the Group's interest income and accumulated surplus by approximately \$15,087,000 (2023: \$32,268,000). This sensitivity analysis is estimated as an annualised impact on interest income assuming the change in interest rates had occurred at the end of the reporting period. The analysis is performed on the same basis for 2023.

During the year, the Group has disposed all of its debt securities at FVPL. In prior year, the Group is subject to fair value interest rate risk in relation to debt securities at FVPL. Changes in interest rates may have an impact on the price of debt securities. As at 31 March 2023, the average duration of the Group's debt securities at FVPL was 3.72 years. It is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would decrease/increase the Group's gain on revaluation and the accumulated surplus by approximately \$15,018,000.

The Group manages interest rate risk of its debt securities by imposing different levels of concentration and maturity limits to the investments.

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

24. Financial risk management and fair value (continued)

(c) Liquidity risk

The Group's policy is to regularly monitor its current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term. See note 26 for funding requirements.

Balances due within one year equal their carrying balances, as the impact of discounting is not significant, except for bank loan and lease liabilities. As at 31 March 2024 and 2023, the contractual undiscounted cash flows for financial liabilities were as follows:

	Carrying amount \$'000	Contractual undiscounted cash flows			
		Total \$'000	Within one year \$'000	After one year but within two years \$'000	After two years but within five years \$'000
<u>2024</u>					
Creditors and accrued charges	199,132	199,132	199,132	–	–
Bank loan	2,019,581	2,029,160	20,292	20,089	1,988,779
Lease liabilities	22,091	22,562	9,488	6,300	6,774
	2,240,804	2,250,854	228,912	26,389	1,995,553
<u>2023</u>					
Creditors and accrued charges	274,732	274,732	274,732	–	–
Lease liabilities	722,541	738,913	147,091	144,870	446,952
	997,273	1,013,645	421,823	144,870	446,952

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

24. Financial risk management and fair value (continued)

(d) Foreign exchange risk

The Group's investment guidelines for our investment portfolio only allow investments in assets denominated in Hong Kong dollars (HKD), US dollars (USD) and renminbi. Exposure to renminbi should not exceed 15% (2023: 5%) of the investment portfolio. The majority of the financial assets are denominated in either USD or HKD which are pegged within the Convertibility Zone. For the years ended 31 March 2024 and 2023, the exchange gain/loss was mainly driven by the revaluation of USD denominated financial assets.

As at 31 March 2024, the Group had USD denominated financial assets of \$4,194,405,000 (2023: \$5,060,270,000) and the USD/HKD exchange rate was 7.82645 (2023: 7.84995). Holding all other variables constant, movement in USD/HKD exchange rate to the upper bound of the Convertibility Zone would increase the Group's surplus and accumulated surplus by approximately \$12,621,000 (2023: \$32,000); while movement in USD/HKD exchange rate to the lower bound of the Convertibility Zone would decrease the Group's surplus and accumulated surplus by approximately \$40,972,000 (2023: \$64,430,000).

(e) Market risk

The Group's investment activities also expose to various types of market risks which are associated with the markets in which it invests, to the extent of the amount invested in debt securities and pooled funds. Such risks will be reflected in the price and the carrying value of the financial assets concerned.

The Group's investment guidelines allow the Group to invest in non-fixed income investment instruments up to 25% (2023: 15%) of the total value of funds under management. During the year, the Group complied with the above investment policy in order to manage its market risk. The Group invests in units of pooled funds, which comprised of listed equity securities and cash and other receivables to be used for re-investment purposes, the performance of which is measured against the results of benchmark indices, MSCI AC Asia ex Japan (Net Return) and MSCI AC World (Net Return), including their returns and volatilities. Based on the weighted average volatilities of these benchmark indices in the corresponding period, it is estimated that a general increase/decrease of such benchmark indices of 15.9% (2023: 20.5%) would increase/decrease the Group's investment income and the accumulated surplus by approximately \$175,546,000 (2023: \$223,667,000).

The sensitivity analysis above indicates the instantaneous change in the Group's accumulated surplus that would arise assuming that the changes in the benchmark indices had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to equity price risk at the end of the reporting period. It is also assumed that the fair value of the Group's investment in pooled funds would change in accordance with the historical correlation with the relevant benchmark indices since the portfolio is diversified in terms of industry distribution and that all other variables remain constant.

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

24. Financial risk management and fair value (continued)

(f) Fair value measurement

(i) Financial assets measured at fair value

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair Value Measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs (unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date).
- Level 2 valuations: Fair value measured using only Level 2 inputs (observable inputs which fail to meet Level 1, and not using significant unobservable inputs for which market data are not available).
- Level 3 valuations: Fair value measured using significant unobservable inputs.

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
<u>2024</u>				
Pooled funds – unlisted	1,087,666	–	–	1,087,666
	1,087,666	–	–	1,087,666
<u>2023</u>				
Debt securities				
– Listed	–	325,641	–	325,641
– Unlisted	–	78,008	–	78,008
Pooled funds – unlisted	1,045,571	–	–	1,045,571
	1,045,571	403,649	–	1,449,220

The fair value of debt securities is based on evaluated prices at the end of the reporting period using current bid prices without any deduction for transaction costs.

The fair value of the investment in the pooled funds is determined based on the net asset values of the pooled funds which are publicly available in the active market. The underlying investments of the pooled funds comprised of listed equity securities and cash and other receivables to be used for re-investment purposes.

Changes in market conditions could materially affect fair value estimates. Any increase or decrease in the fair value of financial instruments would affect profit or loss in future years.

During both years, there were no significant transfers between financial instruments in Level 1 and 2, and no transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

24. Financial risk management and fair value (continued)

(f) Fair value measurement (continued)

(ii) Fair value of financial assets carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost were not materially different from their fair values as at 31 March 2024 and 2023 except for the following financial instruments, for which their carrying amount, fair value and the level of fair value hierarchy were disclosed below:

	Carrying amount \$'000	Fair value			
		Total \$'000	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000
<u>2024</u>					
Financial assets at amortised cost					
– debt securities	3,001,036	2,829,751	–	2,829,751	–
<u>2023</u>					
Financial assets at amortised cost					
– debt securities	3,285,136	3,066,896	–	3,066,896	–

25. Sponsored unconsolidated structured entities

The SFC considers the ICF and the UECF as unconsolidated structured entities sponsored by the SFC where no interests are held by the SFC.

Pursuant to Section 236 of the SFO, the SFC has established and maintained the ICF to compensate investors who suffer a loss due to the default of an intermediary in relation to the trading of products on Hong Kong Exchanges and Clearing Limited. The SFC is primarily responsible for the administration and management of the ICF in accordance with Section 238 of the SFO, but has transferred some functions to the ICC under Section 80 of the SFO. According to Section 237(2)(b) of the SFO, the SFC may, with the consent in writing of the Financial Secretary, pay into the ICF from its reserves such amount of money as it considers appropriate. As at 31 March 2024, the ICF's maximum liability in respect of claims received was \$5,593,000 (2023: \$5,824,000) and the net asset value was \$2.6 billion (2023: \$2.5 billion).

The SFC is also responsible for the administration and management of the UECF under respective provisions in the repealed Securities Ordinance. This fund provides compensation to investors who suffer a loss due to the default of an exchange participant of SEHK occurring before 1 April 2003 when the SFO came into effect. As at 31 March 2024, the UECF's maximum liability in respect of claims received was \$10,161,000 (2023: \$10,261,000) and the net asset value was \$88,098,000 (2023: \$85,839,000). Claims for any defaults occurring after 31 March 2003 should be made against the ICF.

During the year, the SFC did not provide financial or other support to these unconsolidated structured entities that it was not contractually required to provide (2023: nil). The related party relationships with these entities are disclosed in note 23.

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

26. Funding and reserve management

The SFC manages its funding requirements from its income and accumulated surplus. Apart from the initial funding by the Government as disclosed in note 20, the SFC is eligible to receive an appropriation from the Government in each financial year. Since the financial year ended 31 March 1994, the SFC has requested the Government not to make an appropriation to it. There were no externally imposed capital requirements to which the SFC is subject to.

The SFC has a reserve for future acquisition of office premises. As of 31 March 2024, \$1.187 billion is set aside to support the acquisition of three additional office floors and future principal bank loan repayments (2023: \$3.375 billion). The SFC's investment holdings and available cash balances will be used to support this reserve.

27. Statement of financial position of the SFC

	2024 \$'000	2023 \$'000
Non-current assets		
Investment in subsidiaries	–	–
Fixed assets	4,404,316	216,272
Right-of-use assets	20,278	700,735
Deposits and prepayments	335,185	37,609
Financial assets at amortised cost – debt securities	2,102,479	2,903,608
	6,862,258	3,858,224
Current assets		
Financial assets at amortised cost – debt securities	898,557	381,528
Financial assets at fair value through profit or loss		
Debt securities	–	403,649
Pooled funds	1,087,666	1,045,571
Debtors, deposits and prepayments	203,472	282,579
Fixed deposits with banks	610,147	2,845,253
Cash held for Grant Scheme	58,656	124,205
Cash at bank and in hand	129,264	60,265
	2,987,762	5,143,050

Notes to the consolidated financial statements

For the year ended 31 March 2024 (Expressed in Hong Kong dollars)

27. Statement of financial position of the SFC (continued)

	2024 \$'000	2023 \$'000
Current liabilities		
Fees received in advance	8,497	8,378
Creditors and accrued charges	183,117	267,345
Bank loan	18,262	–
Lease liabilities	8,725	141,365
Provisions for reinstatement cost	574	873
	219,175	417,961
Net current assets	2,768,587	4,725,089
Total assets less current liabilities	9,630,845	8,583,313
Non-current liabilities		
Bank loan	2,001,319	–
Lease liabilities	12,276	581,133
Provisions for reinstatement cost	873	88,047
	2,014,468	669,180
Net assets	7,616,377	7,914,133
Funding and reserves		
Initial funding by Government	42,840	42,840
Reserve for property acquisition	1,186,800	3,375,000
Accumulated surplus	6,386,737	4,496,293
	7,616,377	7,914,133