SECURITIES AND FUTURES ORDINANCE (Chapter 571)

Pursuant to Section 88(4) of the Securities and Futures Ordinance, the audited financial statements of the Investor Compensation Company Limited for the financial year ended 31 March 2019 are set out on pages 17620 to 17633.

Dr. William WONG Chairman of Investor Compensation Company Limited

INVESTOR COMPENSATION COMPANY LIMITED DIRECTORS' REPORT

The directors submit herewith their annual report together with the audited financial statements for the year ended 31 March 2019.

Principal place of business

Investor Compensation Company Limited (the company) is a company incorporated and domiciled in Hong Kong and has its registered office and principal place of business at 21/F, Cheung Kong Center, 2 Queen's Road Central, Hong Kong.

Principal activities

The Securities and Futures Ordinance provides for the establishment of the Investor Compensation Fund (the Fund). The Securities and Futures Commission has recognised the company to facilitate the administration and management of the Fund.

Financial statements

The financial performance for the year ended 31 March 2019 and the company's financial position as at that date are set out in the audited financial statements presented on pages 17624 to 17633.

Share capital

Details of share capital of the company are set out in note 9 to the financial statements. There were no movements during the year.

Directors

The directors during the financial year and up to the date of the report were:

Dr. William Wong, SC (Chairman)
Ms. Teresa Ko (Ex-Chairman)

(appointed on 1 August 2018) (retired on 31 July 2018)

Mr. Lui Kei Kwong

Mr. Andrew Wan

Ms. Thrity Homi Mukadam

Mr. Ang Cheung Yick

Indemnity of directors

A permitted indemnity provision (as defined in section 469 of the Hong Kong Companies Ordinance) for the benefit of the directors of the company is currently in force and was in force throughout this year.

Directors' interests in transactions, arrangements or contracts

Except for a contract of employment with Mr. Ang Cheung Yick, no transaction, arrangement or contract of significance to which the company, or any of its holding company or fellow subsidiaries was a party, and in which a director of the company had a material interest, subsisted at the end of the year or at any time during the year.

Auditors

PricewaterhouseCoopers (PwC) retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of PwC as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

20 May 2019

On behalf of the Board Dr. William WONG SC Chairman

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INVESTOR COMPENSATION COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

Opinion

What we have audited

The financial statements of Investor Compensation Company Limited (the Company) set out on pages 17624 to 17633, which comprise:

- the statement of financial position as at 31 March 2019;
- the statement of profit or loss and other comprehensive income for the year then ended;
- the statement of changes in equity for the year then ended;
- the statement of cash flows for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies.

Our opinion

In our opinion, the financial statements give a true and fair view of the financial position of the Company as at 31 March 2019, and of its financial performance and its cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (HKFRSs) issued by the Hong Kong Institute of Certified Public Accountants (HKICPA) and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (HKSAs) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the 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 Company 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.

Other information

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

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

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

Responsibilities of the directors for the financial statements

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

In preparing the financial statements, the directors are responsible for assessing the Company'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 Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with Section 405 of the Hong Kong Companies Ordinance and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs 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 financial statements.

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

- Identify and assess the risks of material misstatement of the 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 Company'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 Company'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 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors 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.

INVESTOR COMPENSATION COMPANY LIMITED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2019

(Expressed in Hong Kong dollars)

	Note	For the year ended 31 March 2019	For the year ended 31 March 2018
Income		\$	\$
licome			
Recoveries from the Investor Compensation Fund	2(c)	5,858,990	5,729,275
Expenses			
Premises	10	1,002,000	1,007,086
Staff costs	4	4,057,982	3,959,040
Other expenses	5	788,124	760,416
Depreciation	6	10,884	2,733
		5,858,990	5,729,275
Result for the year before taxation		-	-
Taxation	3		
Total comprehensive income for the year			

INVESTOR COMPENSATION COMPANY LIMITED STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2019

(Expressed in Hong Kong dollars)

	Note	2019	2018
		\$	\$
Non-current assets			
Fixed assets	6	19,863	29,367
Current assets			
Cash at bank and in hand		81,887	58,802
Prepayments	7	81,362	206,316
		163,249	265,118
Current liabilities			
Accrued charges	8	129,590	91,690
Amount due to the Investor Compensation Fund	8	53,521	202,794
		183,111	294,484
	_	100,111	294,404
Net current liabilities	=	(19,862)	(29,366)
Total assets less current liabilities	_	1	1
Net assets	=	11	1
Capital and reserves			
Share capital	9	1	11

Approved and authorised for issue by the board of directors on 20 May 2019 and signed on its behalf by

Lui Kei Kwong

Ang Cheung Yick

INVESTOR COMPENSATION COMPANY LIMITED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2019

(Expressed in Hong Kong dollars)

	<u>Share Capital</u> \$	Retained Profits \$	<u>Total</u> \$
Total equity at 1 April 2017	1	-	1
Total comprehensive income for the year			
Total equity at 31 March 2018	1		1
Total equity at 1 April 2018	1	-	1
Total comprehensive income for the year			
Total equity at 31 March 2019	1		1

INVESTOR COMPENSATION COMPANY LIMITED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2019

(Expressed in Hong Kong dollars)

	For the year ended 31 March 2019	For the year ended 31 March 2018
Cash flows from operating activities	\$	\$
cash nows from operating activities		
Result for the year	-	-
Depreciation	10,884	2,733
Decrease/(increase) in prepayments	124,954	(74,364)
Increase/(decrease) in accrued charges	37,900	(4,100)
(Decrease)/increase in amount due to the Investor Compensation Fund	(149,273)	127,873
Net cash generated from operating activities	24,465	52,142
Cash flows from investing activities		
Fixed assets purchased	(1,380)	(32,100)
Net cash used in investing activities	(1,380)	(32,100)
Net increase in cash and cash equivalents	23,085	20,042
Cash and cash equivalents at the beginning of the year	58,802	38,760
Cash and cash equivalents at the end of the year	81,887	58,802
Analysis of the balance of cash and cash equivalents		
	At 31 March	At 31 March
	2019	2018
	\$	\$
Cash at bank and in hand	81,887	58,802

INVESTOR COMPENSATION COMPANY LIMITED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

(Expressed in Hong Kong dollars)

1. Status and principal activities

The Securities and Futures Ordinance provides for the establishment of the Investor Compensation Fund (the Fund). The Securities and Futures Commission (the SFC) has recognised the Investor Compensation Company Limited (the company) to facilitate the administration and management of the Fund.

2. Significant accounting policies

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (HKFRSs), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (HKASs) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (HKICPA), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. Significant accounting policies adopted by the company 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 company. Note 2(k) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the company for the current and prior accounting periods reflected in these financial statements.

We have not applied any new standard or interpretation that is not yet effective for the current accounting period (see note 15).

(b) Basis of preparation

We prepare these financial statements on a going concern basis notwithstanding that the stated current liabilities are in excess of the stated current assets at 31 March 2019. The Fund has given an undertaking to continue to provide such financial assistance as is necessary to maintain the company as a going concern.

We have prepared these financial statements using the historical cost as the measurement basis.

We prepare the financial statements in conformity with HKFRSs requires management to make judgements, 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 judgements 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 estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(c) Recognition of income

We recognise income in the statement of profit or loss and other comprehensive income provided it is probable that the economic benefits will flow to the company and we can measure reliably the revenue and cost.

The company's income is reimbursement from the Fund for expenditure incurred. We recognise recoveries from the Fund on an accrual basis.

(d) Employee benefits

We make accruals for salaries, annual bonuses, annual leave and contributions to defined contribution plans in the year in which the associated services are rendered by employees.

(e) Fixed assets and depreciation

We state fixed assets at historical cost less accumulated depreciation and any impairment losses (see note 2(j)). Historical cost includes expenditure that is directly attributable to the acquisition of the items. We charge depreciation to the statement of profit or loss and other comprehensive income using the straight-line method over the estimated useful lives as follows:

Furniture and fixtures
Office equipment
Personal computers and software
3 years

Both the useful life of an asset and its residual value, if any, are reviewed annually.

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 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.

(f) Related parties

For the purposes of these financial statements, we consider that the following are related parties of the company:

- (a) A person, or a close member of that person's family, is related to the company if that person:
 - (i) has control or joint control over the company;
 - (ii) has significant influence over the company; or
 - (iii) is a member of the key management personnel of the company or the company's parent.
- (b) An entity is related to the company if any of the following conditions applies:
 - (i) The entity and the company 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 company or an entity related to the company.
 - (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 company or to the company's parent.

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.

(g) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand.

(h) Prepayments

We state prepayments initially at fair values and thereafter at amortised cost less impairment losses.

(i) Accrued charges

We state accrued charges initially at fair values and thereafter at amortised cost unless the effect of discounting would be immaterial, in which case we state them at cost.

(j) Impairment of non-financial assets

We review the carrying amounts of the company's assets at the end of each accounting period to determine whether there is any indication of impairment. If any such indication exists, we estimate the asset's recoverable amount. We recognise in the statement of profit or loss and other comprehensive income an impairment loss whenever the asset's carrying amount 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.

(k) Changes in accounting policies

The HKICPA has issued a number of amendments to HKFRSs that are first effective for the current accounting period of the company. None of these developments have had a material effect on how the company's results and financial position for the current or prior periods have been prepared or presented.

The company has not applied any new standard or interpretation that is not yet effective for the current accounting period.

3. Taxation

- (a) No provision for Hong Kong profits tax has been made as the company did not have any taxable profit.
- (b) There is no deferred tax asset or liability.

4. Staff costs and directors' emoluments

	2019 \$	2018 \$
Salaries and other benefits Contributions to defined contribution plan	3,757,831 300,151	3,670,298 288,742
	4,057,982	3,959,040

Directors' emoluments disclosed pursuant to section 383 (1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

	2019 \$	2018 \$
Directors' fee Salaries, allowances and benefits in kind Discretionary bonuses Retirement scheme contributions	1,648,440 288,480 164,844	1,591,080 310,270 159,108
	2,101,764	2,060,458

5. Other expenses

	2019 \$	2018 \$
Auditor's remuneration General office and insurance Information and systems services Learning and development Professional and other services	127,700 151,665 128,046 380,713	123,100 131,311 122,711 10,106 373,188
	788,124	760,416

Certain comparative information have been reclassified to conform with the current year's presentation.

6. Fixed assets

	Office equipment \$	Personal computers and software \$	Furniture and fixtures \$	Total \$
Cost At 1 April 2018 Additions Disposal	56,470 1,380 (2,350)	98,114	14,860	169,444 1,380 (2,350)
At 31 March 2019	55,500	98,114	14,860	168,474
Accumulated depreciation At 1 April 2018 Charge for the year Written back on disposals	56,470 184 (2,350)	68,747 10,700	14,860	140,077 10,884 (2,350)
At 31 March 2019	54,304	79,447	14,860	148,611
Net book value At 31 March 2019	1,196	18,667		19,863
Cost At 1 April 2017 Additions Disposal	56,470 —	224,596 32,100 (158,582)	14,860	295,926 32,100 (158,582)
At 31 March 2018	56,470	98,114	14,860	169,444
Accumulated depreciation At 1 April 2017 Charge for the year Written back on disposals	56,470	224,596 2,733 (158,582)	14,860	295,926 2,733 (158,582)
At 31 March 2018	56,470	68,747	14,860	140,077
Net book value At 31 March 2018		29,367		29,367

7. Prepayments

All the prepayments are expected to be recovered within one year from the reporting date. The impairment loss on the amount is considered to be minimal.

8. Accrued charges/Amount due to the Investor Compensation Fund

All accrued charges and amount due to the Fund are unsecured and expected to be settled within one year. Their carrying amounts are considered to be the same as their fair values, due to their short-term nature.

The following table details the remaining contractual maturities of the company's current liabilities at the end of the financial year, which are based on contractual undiscounted cash flows and the earliest date the company can be required to pay:

	2019			
	Carrying amount	Within 3 months or on demand	More than 3 months but less than	Indefinite
	\$	\$	1 year \$	\$
Accrued charges Amount due to the Investor	129,590	129,590	_	_
Compensation Fund	53,521			53,521
	183,111	129,590		53,521
		20	18	
	Carrying amount	Within 3 months or on demand	More than 3 months but less than 1 year	Indefinite
	\$	\$	s s	\$
Accrued charges	91,690	91,690	_	_
Amount due to the Investor Compensation Fund	202,794			202,794
	294,484	91,690		202,794
Share capital				
			2019 \$	2018 \$
Ordinary shares, issued and fully 2 ordinary shares	paid:		0.20	0.20

In the statement of financial position, share capital is rounded up to \$1.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company. All ordinary shares rank equally with regard to the company's residual assets.

The company has no formal capital management policies and processes in place as its business scope is determined by the applicable regulation governing the ultimate controlling party. As the company is part of a larger group, the company's sources of additional capital and policies for distribution of excess capital may also be affected by the group's capital management objectives.

The company defines "capital" as including all components of equity. The company was not subject to externally imposed capital requirements in either the current or prior year.

10. Commitment for the use of office premises

9.

According to the licence agreement with the SFC, the company's total future minimum noncancellable lease payments for the six-month early termination notice period are as follows:

	2019 \$	2018 \$
Within one year	501,000	501,000

During the year ended 31 March 2019, \$1,002,000 (2018: \$1,002,000) was paid to the SFC and included in premises expense in the statement of profit or loss and other comprehensive income.

11. Related party transactions

There are related party relationships with the SFC, the ultimate holding entity, and the Fund. During the year the company paid \$150,000 (2018: \$150,000) accountancy service fee, \$38,880 (2018: \$38,880) human resources administration fees and \$30,000 (2018: \$30,000) website hosting and maintenance fees to the SFC. Further, certain expenses amounting to \$41,612 (2018: \$47,033) were paid by the SFC on behalf of the company during the year. The company has reimbursed the SFC for these expenses as it has received the corresponding reimbursement from the Fund.

All members of key management personnel are directors of the company, and their remuneration is disclosed in note 4.

Other than these transactions and balances disclosed elsewhere in these financial statements, the company entered into no other material related party transactions.

12. Financial instruments

Exposure to credit and liquidity risks arises in the normal course of the company's business. The company is not exposed to any foreign exchange risk as all transactions and balances are denominated in HKD. The company has no interest bearing assets or liabilities. The company manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner. The risks associated and the management policies remain unchanged from prior year.

The company's credit risk is primarily attributable to cash at bank. Management's policy is that cash balances are placed only with licensed banks in Hong Kong with high credit-ratings assigned by international credit-rating agencies. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position. In this regard, the company's credit risk is limited.

The company's policy is to regularly monitor 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.

All financial instruments are carried at amounts not materially different from their fair values as at 31 March 2019 and 2018.

13. Parent and ultimate controlling party

As at 31 March 2019, the parent and ultimate controlling party of the company is the SFC, which is a statutory body in Hong Kong and produces financial statements available for public use.

14. Funding management

The funding of the company is managed by the Fund which has agreed to reimburse the actual expenditure incurred by the company.

15. Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 March 2019

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and new standards which are not yet effective for the year ended 31 March 2019 and which have not been adopted in these financial statements. These include the following which may be relevant to the company.

Effective for accounting periods beginning on or after

1 April 2019

HKFRS 16, Leases

HKFRS 16 primarily affects the company's accounting as a lessee of leases for properties which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease. The adoption will not have any material impact on the company's results of operations and financial position. As at the reporting date, the company has non-cancellable operating lease commitments of \$501,000 (see note 10) related to short term leases which will be recognised on a straight-line basis as expense in profit or loss.