

AUDIT COMMITTEE REPORT

The Audit Committee

The Audit Committee (AC) is delegated with the authority from the Board to provide independent oversight of the Group's financial reporting and internal control systems, and the adequacy of the external and internal audits. The AC is provided with sufficient resources to perform its duties including support, as necessary, from the Internal Audit Department (IAD), the external auditor, legal counsel and management in examining all matters relating to the Group's adopted accounting principles and practices, and in reviewing all material financial, operational and compliance controls. The AC's terms of reference are available on the HKEX Group website [ORG](#).

The AC comprises five INEDs whose names and biographies are set out in the Board and Committees section of this Annual Report. None of the AC members are employed by or otherwise affiliated with the auditor of HKEX.

The AC held four meetings in 2017. Members' attendance records are disclosed in the Corporate Governance Report contained in this Annual Report.

Summary of Work in 2017/2018

- Reviewed the AC's terms of reference and HKEX Internal Audit Charter
- Endorsed amendments to the Group Anti-Bribery and Anti-Corruption Policy, the Group Whistleblowing Policy, the Group Personal Account Dealing Policy and the Group Record Retention Policy
- Reviewed the Group's quarterly, half-yearly and annual financial results
- Reviewed the external auditor's statutory audit scope for the 2017 audit
- Reviewed, with both the external auditor and management, the audit approach and methodology applied, and in particular to those Key Audit Matters included in the year end auditor's report
- Approved the annual internal audit plan and internal audit three year strategic plan (2018 to 2020)
- Reviewed significant findings of the IAD, the external auditor and regulators, and management's response to their recommendations
- Reviewed quarterly reports on legal and regulatory compliance matters, including anti-bribery and anti-corruption matters and whistleblowing disclosures
- Reviewed the adequacy and effectiveness of the Group's internal control systems and its accounting, financial reporting and internal audit functions
- Reviewed the continuing connected transactions
- Reviewed and monitored the external auditor's independence and engagement to perform non-audit services
- Approved the 2017 external audit engagement letters and fees
- Reviewed changes in accounting principles and practices proposed by management

Review of Financial Results

The AC reviewed the 2017 Consolidated Financial Statements in conjunction with HKEX's external auditor. Based on this review and discussions with management, the AC was satisfied that the Consolidated Financial Statements were prepared in accordance with applicable accounting standards and fairly present the Group's financial position and results for the year ended 31 December 2017. The AC therefore recommended the Consolidated Financial Statements for the year ended 31 December 2017 be approved by the Board.

Review of Key Audit Matters

The AC reviewed and discussed with the external auditor and management the following key audit matters for the audit of the 2017 Consolidated Financial Statements.

Key Audit Matters	Assessment by the AC
Goodwill impairment assessment	The AC reviewed results of the goodwill impairment assessment prepared by management and was satisfied that sufficient analysis (including the sensitivity analysis on key assumptions) had been performed in this area to conclude that there was no impairment in respect of the goodwill allocated to the group of Cash Generating Units within the respective Commodities and Clearing operating segments. The impairment review was also an area of focus for the external auditor, which reported its findings to the AC, as detailed in the Auditor's Report on pages 99 and 100.
IT systems and controls over financial accounting and reporting	The external auditor's key audit matters included IT systems and controls since the Group's financial accounting and reporting processes are highly dependent on the design and operating effectiveness of key IT systems and automated controls. The AC noted and agreed with the external auditor that the key IT systems are reliable in ensuring the accuracy and completeness of the revenue recognition during the financial accounting and reporting processes. The findings of the external auditor are set out in the Auditor's Report on page 101.

Review of Internal Control Systems

The AC reviewed the effectiveness of the Group's policies and procedures regarding internal control systems (including the financial, operational, IT, risk management, information security, outsourcing, legal, compliance and those controls designed to detect material fraud) by reviewing the work of the IAD and the Group's external auditor, and regular reports from management including those on risk management, regulatory compliance and legal matters.

The AC reviewed and concurred with the management confirmation that for the year ended 31 December 2017, the Group's risk management and internal control systems were effective with reference to the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Internal Control – Integrated Framework (2013) principles. The management confirmation was separately endorsed by the Risk Committee. The AC is satisfied that the Group has adopted necessary control mechanisms to monitor and correct non-compliance and complied satisfactorily with the requirements of the Corporate Governance Code in respect of risk management and internal control systems.

Review of Accounting, Financial Reporting and Internal Audit Functions

The AC reviewed and was satisfied with the adequacy of the resources, staff qualifications and experience, training programmes and budget of the Group's accounting, financial reporting and internal audit functions.

Review of Continuing Connected Transactions

During 2017, the Group entered into certain continuing connected transactions as disclosed in the Corporate Governance Report contained in this Annual Report. The AC, under the authority delegated by the Board, reviewed these continuing connected transactions pursuant to Rule 14A.55 of the Main Board Listing Rules. The AC confirmed that the transactions were entered into by the Group in accordance with the requirements of the Main Board Listing Rules and the conditions of the waiver granted by the SFC that:

- (i) continuing connected transactions are entered into in the Group's ordinary and usual course of business, and on normal commercial terms or on terms no more favourable than terms available to independent third parties;

- (ii) continuing connected transactions other than Buy-in Transactions are conducted in accordance with the rules and regulations of the relevant Group company governing such transactions, and where the rules and regulations do not govern those transactions in full, in accordance with the standard terms and conditions of the relevant Group company relating to such transactions;
- (iii) continuing connected transactions in respect of Buy-in Transactions are conducted in accordance with the standard terms and conditions of HKSCC applicable generally to all buy-in brokers and at the mutually agreed commission rates payable by HKSCC in respect of Buy-in Transactions generally; and
- (iv) continuing connected transactions are entered into according to the relevant agreements governing each of the continuing connected transactions on terms that are fair and reasonable and in the interests of Shareholders as a whole.

The Company's external auditor was engaged to report on the transactions in accordance with Rule 14A.56 of the Main Board Listing Rules. The AC reviewed the unqualified report issued by the external auditor dated 26 February 2018.

Independence of External Auditor

The AC is mandated to monitor the independence of the Group's external auditor, PricewaterhouseCoopers (PwC), to ensure objectivity in the financial statements. In general, the external auditor has to refrain from engaging in non-assurance services required by the Group except for limited tax-related services or specifically approved items. All services provided by PwC must be approved by the AC. To ensure that the policy of restricting the non-audit work done by the external auditor is followed strictly by all entities within the Group, appropriate policies and procedures have been established which set out: (i) the classification of services as pre-approved, not pre-approved and prohibited; and (ii) the approval process for services that have not been pre-approved.

With respect to the independence of the Group's external auditor, the AC received confirmation from and discussed with PwC on its independence and objectivity.

During the year, the AC reviewed PwC's statutory audit scope and non-audit services and approved its fees. Under the approval procedures for audit fees, all audit fees for entities within the Group were coordinated and presented by PwC Hong Kong, and all statutory audit fees for the Group companies were approved by the AC.

External Auditor's Services and Fees		
	2017 \$m	2016 \$m
Audit services	14	14
Non-audit services		
• Tax advisory and compliance	1	5
• Other services	4	1
Total	19	20

Re-appointment of External Auditor

The AC was satisfied with PwC's work, its independence, and its objectivity, and therefore recommended the re-appointment of PwC (which has indicated its willingness to continue in office) as the Group's external auditor for 2018 for Shareholders' approval at the 2018 AGM.

YIU Kin Wah, Stephen

Chairman of the Audit Committee

Hong Kong, 26 February 2018