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## NOTES TO THE CONDENSED CONSOLIDATED ACCOUNTS (UNAUDITED)

(Financial figures are expressed in Hong Kong Dollar)

### 1. Basis of Preparation and Accounting Policies

These unaudited condensed consolidated accounts are prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34: Interim Financial Reporting, issued by the Hong Kong Institute of Certified Public Accountants.

These unaudited condensed consolidated accounts should be read in conjunction with the 2005 annual accounts.

The accounting policies and methods of computation used in the preparation of these accounts are consistent with those used in the annual accounts for the year ended 31 December 2005 except that the Group has adopted the revised HKAS 27 – Consolidated and Separate Financial Statements, which is effective for accounting periods beginning on or after 1 January 2006.

The adoption of the revised HKAS 27 has resulted in a change in accounting policy relating to the consolidation of special purpose entities (including trusts) of the Group. Trusts could not be consolidated under the previous HKAS 27 prior to 2006 as they were not considered as subsidiaries under the Hong Kong Companies Ordinance. The Companies (Amendment) Ordinance 2005, effective for accounting periods beginning on or after 1 January 2006, has removed the legal constraint that prevented a Hong Kong incorporated company from consolidating in its group accounts special purpose entities (including trusts) that are required to be consolidated under Hong Kong Financial Reporting Standards (“HKFRSs”) but did not meet the legal definition of a subsidiary under the then Hong Kong Companies Ordinance, and HKAS 27 has been revised accordingly.

In 2005, the Board of HKEx approved an Employees’ Share Award Scheme (“HKEx Share Award Scheme”), under which shares of HKEx (“Awarded Shares”) may be awarded to an Executive Director and employees of the Group. The Group has set up a trust, The HKEx Employees’ Share Award Scheme (“HKEx Employee Share Trust”), for the purpose of administering the HKEx Share Award Scheme and holding the Awarded Shares before they vest. As HKEx has the power to govern the financial and operating policies of the HKEx Employee Share Trust and derive benefits from the contributions of the employees who have been awarded the Awarded Shares through their continued employment with the Group, the Group is required to consolidate the HKEx Employee Share Trust under the revised HKAS 27 in 2006.

**1. Basis of Preparation and Accounting Policies (continued)**

The effects of adopting the revised HKAS 27 on the condensed consolidated profit and loss account for the three months ended 31 March 2006 and three months ended 31 March 2005 were as follows:

	<b>Three months ended 31 Mar 2006 \$'000</b>	Three months ended 31 Mar 2005 \$'000
Increase in staff costs and related expenses	2	–
Total decrease in profit	2	–
Decrease in earnings per share	<b>0.00 cents</b>	–

The effects of adopting the revised HKAS 27 on the condensed consolidated balance sheet as at 31 March 2006 and 31 December 2005 were as follows:

	<b>At 31 Mar 2006 \$'000</b>	At 31 Dec 2005 \$'000
<b>Increase/(decrease) in assets</b>		
Contributions to HKEx Share Award Scheme	<b>(30,091)</b>	(30,037)
Cash and cash equivalents	–	20
<b>Increase/(decrease) in liabilities/equity</b>		
Accounts payable, accruals and other liabilities	–	1
Shares held for HKEx Share Award Scheme	<b>(30,099)</b>	(30,028)
Retained earnings	<b>8</b>	10

Following the adoption of the revised HKAS 27, the accounting policies of the Group have been revised as follows:

(a) Subsidiaries

Subsidiaries are entities over which the Group has the power to govern the financial and operating policies generally accompanying a holding of more than one half of the voting rights or issued share capital.

(b) Shares held for HKEx Share Award Scheme

Where the HKEx Employee Share Trust purchases shares issued by HKEx, the consideration paid, including any directly attributable incremental costs, is presented as “Shares held for HKEx Share Award Scheme” and deducted from total equity.

**1. Basis of Preparation and Accounting Policies (continued)**

(c) Dividends

Dividends disclosed in the consolidated profit and loss account represent interim dividend paid and final and special dividends proposed/declared for the year (based on the issued share capital less the number of shares held for the HKEx Share Award Scheme as at the balance sheet date).

Dividends declared are recognised as liabilities in the Group's accounts in the year the dividends are approved by the shareholders.

Further, as disclosed in the 2005 annual accounts, the Group adopted HKAS 39 and HKFRS 4 (Amendment): Financial Guarantee Contracts in the fourth quarter of 2005. The adoption of the Amendment had the following impact on equity as at 31 March 2005:

	\$'000
<hr/>	
<b>Decrease in equity</b>	
Retained earnings	(19,909)
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The Group manages a significant portfolio of investments. Securities and derivative financial instruments (i.e. forward foreign exchange contracts) held for trading purposes (such as those of the Corporate Funds), and securities or bank deposits with embedded derivatives of the Margin Funds and the Corporate Funds whose economic characteristics and risks are not closely related to the host investments ("structured securities" or "structured deposits") are classified as financial assets/liabilities at fair value through profit or loss with changes in fair value recognised in the profit and loss account. Securities not held for trading (such as those held for the Clearing House Funds, Compensation Fund Reserve Account and Margin Funds (other than structured securities or structured deposits)) are classified as available-for-sale financial assets with changes in fair value recognised in the investment revaluation reserve.

**2. Turnover**

Turnover comprises trading fees and trading tariff from securities and options traded on The Stock Exchange of Hong Kong Limited ("Stock Exchange") and derivatives contracts traded on Hong Kong Futures Exchange Limited ("Futures Exchange"), Stock Exchange listing fees, clearing and settlement fees, depository, custody and nominee services fees, income from sale of information, investment income (including investment income net of interest expenses of Clearing House Funds) and other income, which are **disclosed as Income** in the condensed consolidated profit and loss account.

### 3. Segment Information

The Group's income is derived solely from business activities in Hong Kong. An analysis of the Group's income and results for the period by business segment is as follows:

	Three months ended 31 Mar 2006				
	Cash Market \$'000	Derivatives Market \$'000	Clearing Business \$'000	Information Services \$'000	Group \$'000
<b>Income</b>	397,373	129,383	241,006	86,365	854,127
<b>Operating expenses</b>					
Direct costs	105,224	29,185	78,996	10,856	224,261
Indirect costs	32,007	9,492	21,764	5,003	68,266
	137,231	38,677	100,760	15,859	292,527
<b>Segment results</b>	260,142	90,706	140,246	70,506	561,600
Share of profits less losses of associates	1	–	3,219	–	3,220
Segment profits before taxation	260,143	90,706	143,465	70,506	564,820
Taxation					(85,981)
Profit attributable to shareholders					478,839

	Three months ended 31 Mar 2005				
	Cash Market \$'000	Derivatives Market \$'000	Clearing Business \$'000	Information Services \$'000	Group \$'000
<b>Income</b>	263,325	91,246	139,961	79,720	574,252
<b>Operating expenses</b>					
Direct costs	105,069	28,763	76,119	12,061	222,012
Indirect costs	28,397	8,717	18,074	5,475	60,663
	133,466	37,480	94,193	17,536	282,675
<b>Segment results</b>	129,859	53,766	45,768	62,184	291,577
Share of profits less losses of associates	(4)	–	2,621	–	2,617
Segment profits before taxation	129,855	53,766	48,389	62,184	294,194
Taxation					(48,773)
Profit attributable to shareholders					245,421

The **Cash Market** business mainly refers to the operations of the Stock Exchange, which covers all products traded on the Cash Market platforms, such as equities, debt securities, unit trusts, warrants and rights. Currently, the Group operates two Cash Market platforms, the Main Board and the Growth Enterprise Market (“GEM”). The major sources of income of the business are trading fees, trading tariff and listing fees. Costs of the Listing Function are treated as segment costs under the Cash Market. Costs of the Listing Function are further explained in note 5.

The **Derivatives Market** business refers to the derivatives products traded on the Futures Exchange and stock options traded on the Stock Exchange, which includes the provision and maintenance of trading platforms for a range of derivatives products, such as equity and interest rate futures and options. Its income mainly comprises trading fees and investment income on the Margin Funds invested.

### 3. Segment Information (continued)

The **Clearing Business** refers to the operations of the three Clearing Houses, namely Hong Kong Securities Clearing Company Limited (“HKSCC”), The SEHK Options Clearing House Limited (“SEOCH”) and HKFE Clearing Corporation Limited (“HKCC”), which are responsible for clearing, settlement and custodian activities and the related risk management of the Cash and Derivatives Markets operated by the Group. Its income is derived primarily from investment income earned on the Clearing House Funds and fees from providing clearing, settlement, depository, custody and nominee services.

The **Information Services** business is responsible for developing, promoting, compiling and sales of real-time, historical as well as statistical market data and issuer information. Its income comprises primarily income from sale of Cash Market and Derivatives Market data.

In addition to the above, central income (mainly investment income of the Corporate Funds) and central costs (mainly costs of the support functions that centrally provide services to all of the business segments) are allocated to the business segments and included in the segment income and costs.

### 4. Trading Fees and Trading Tariff

	<b>Three months ended 31 Mar 2006 \$'000</b>	Three months ended 31 Mar 2005 \$'000
Trading fees and trading tariff were derived from:		
Securities traded on the Cash Market	<b>216,090</b>	123,743
Derivatives contracts traded on the Derivatives Market	<b>81,463</b>	58,937
	<b>297,553</b>	182,680

## 5. Stock Exchange Listing Fees

Stock Exchange listing fees and costs of Listing Function comprised the following:

	Three months ended 31 Mar 2006				Three months ended 31 Mar 2005			
	Equity		Debt & Derivatives	Total	Equity		Debt & Derivatives	Total
	Main Board	GEM			Main Board	GEM		
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	
<b>Income</b>								
Annual listing fees	60,146	6,196	433	66,775	58,451	6,479	460	65,390
Initial and subsequent issue listing fees	11,297	1,280	28,963	41,540	12,066	1,340	16,392	29,798
Prospectus vetting fees	585	135	10	730	415	60	90	565
Other listing fees	542	106	–	648	690	260	–	950
<b>Total income</b>	<b>72,570</b>	<b>7,717</b>	<b>29,406</b>	<b>109,693</b>	<b>71,622</b>	<b>8,139</b>	<b>16,942</b>	<b>96,703</b>
<b>Costs of Listing Function</b>								
<i>Direct costs</i>								
Staff costs and related expenses	27,899	8,222	1,383	37,504	23,643	6,423	1,303	31,369
Information technology and computer maintenance expenses	364	95	–	459	371	93	–	464
Premises expenses	3,012	889	170	4,071	1,594	437	98	2,129
Legal and professional fees	2,619	240	–	2,859	461	425	–	886
Depreciation	1,141	354	14	1,509	1,914	554	80	2,548
Payment to SFC under dual filing regime	4,117	883	–	5,000	4,067	933	–	5,000
Other operating expenses	1,270	617	93	1,980	1,329	394	72	1,795
<i>Total direct costs</i>	<b>40,422</b>	<b>11,300</b>	<b>1,660</b>	<b>53,382</b>	<b>33,379</b>	<b>9,259</b>	<b>1,553</b>	<b>44,191</b>
<i>Indirect costs</i>	<b>6,532</b>	<b>1,468</b>	<b>1,079</b>	<b>9,079</b>	<b>6,787</b>	<b>1,332</b>	<b>954</b>	<b>9,073</b>
<b>Contribution</b>	<b>25,616</b>	<b>(5,051)</b>	<b>26,667</b>	<b>47,232</b>	<b>31,456</b>	<b>(2,452)</b>	<b>14,435</b>	<b>43,439</b>

Listing fee income is fees paid by issuers to enable them to gain access to the Stock Exchange and enjoy the privileges and facilities by being admitted, listed and traded on the Stock Exchange.

The direct costs listed above are regulatory in nature, which comprise costs of the Listing Function on vetting Initial Public Offerings (“IPOs”) and enforcing the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, disseminating information relating to listed companies, and payments to the Securities and Futures Commission (“SFC”) under the dual filing regime. Indirect costs comprise costs of support services and other central overheads attributable to the Listing Function.

**6. Investment Income**

	<b>Three months ended 31 Mar 2006 \$'000</b>	Three months ended 31 Mar 2005 \$'000
Interest income		
– bank deposits	<b>130,918</b>	20,070
– listed available-for-sale financial assets	<b>3,379</b>	1,611
– unlisted available-for-sale financial assets	<b>19,618</b>	18,298
	<b>153,915</b>	39,979
Interest expenses (note a)	<b>(90,390)</b>	(2,904)
Net interest income	<b>63,525</b>	37,075
Net realised and unrealised gains/(losses) and interest income on financial assets and financial liabilities at fair value through profit or loss		
<u>On designation</u>		
– bank deposits with embedded derivatives	–	266
<u>Held for trading</u>		
– listed securities	<b>40,574</b>	10,590
– unlisted securities	<b>7,634</b>	(8,794)
– exchange differences	<b>35</b>	2,623
	<b>48,243</b>	4,419
	<b>48,243</b>	4,685
Dividend income		
– listed financial assets at fair value through profit or loss	<b>1,111</b>	981
Other exchange differences on loans and receivables	<b>80</b>	139
<b>Total investment income</b>	<b>112,959</b>	42,880
Total investment income was derived from:		
Corporate Funds (note b)	<b>63,811</b>	8,368
Margin Funds	<b>38,319</b>	30,635
Clearing House Funds	<b>10,829</b>	3,877
	<b>112,959</b>	42,880

- (a) The significant increase in interest expenses was mainly attributable to the increase in Margin Fund size, rising interest rates and a change in the benchmarked interest rate payable on cash margin deposits. In 2006, interest was paid on cash margin deposits based on the savings rate. In 2005, interest was not always paid to the Participants as the interest rates payable on the cash margin deposits were often lower than the retention interest rates charged by HKCC and SEOCH on such cash margin deposits.
- (b) Investment income derived from Corporate Funds included investment income of Compensation Fund Reserve Account of \$455,000 (2005: \$186,000).

## 7. Other Income

	Three months ended 31 Mar 2006 \$'000	Three months ended 31 Mar 2005 \$'000
Network, terminal user, dataline and software sub-license fees	35,198	30,938
Participants' subscription and application fees	8,515	8,706
Brokerage on direct IPO applications	3,264	4,665
Trading booth user fees	1,980	–
Fair value gain of an investment property (note 14)	600	–
Accommodation income on cash margin deposits in non-contract settlement currencies and securities deposited by Participants as alternatives to cash deposits of the Margin Funds	358	710
Miscellaneous income	2,767	2,726
	<b>52,682</b>	<b>47,745</b>

## 8. Staff Costs and Related Expenses

Staff costs and related expenses comprised the following:

	Three months ended 31 Mar 2006 \$'000	Three months ended 31 Mar 2005 \$'000
Salaries and other short-term employee benefits	138,594	123,390
Employee share-based compensation benefits	7,220	5,360
Termination benefits	160	–
Retirement benefit costs (note a):		
– ORSO Plan	13,060	12,570
– MPF Scheme	92	64
	<b>159,126</b>	<b>141,384</b>

- (a) The Group has sponsored two defined contribution post-retirement benefit plans – the Hong Kong Exchanges and Clearing Provident Fund Scheme (“ORSO Plan”) and the AIA-JF Premium MPF Scheme (“MPF Scheme”). The retirement benefit costs charged to the condensed consolidated profit and loss account represent contributions paid and payable by the Group to the ORSO Plan and the MPF Scheme and related fees. No contribution payable was outstanding as at 31 March 2006 and 31 December 2005.

## 9. Information Technology and Computer Maintenance Expenses

	Three months ended 31 Mar 2006 \$'000	Three months ended 31 Mar 2005 \$'000
Costs of services and goods:		
– consumed by the Group	32,447	36,731
– directly consumed by Participants	14,017	12,175
	<b>46,464</b>	<b>48,906</b>



## 10. Other Operating Expenses

	Three months ended 31 Mar 2006 \$'000	Three months ended 31 Mar 2005 \$'000
Provision for/(reversal of provision for) impairment losses of trade receivables	115	(440)
Insurance	4,007	4,098
Financial data subscription fees	1,139	1,559
Custodian and fund management fees	2,019	1,943
Bank charges	1,979	745
Repair and maintenance expenses	1,692	1,762
Other miscellaneous expenses	11,705	9,113
	<b>22,656</b>	<b>18,780</b>

## 11. Taxation

Taxation charge/(credit) in the condensed consolidated profit and loss account represented:

	Three months ended 31 Mar 2006 \$'000	Three months ended 31 Mar 2005 \$'000
Provision for Hong Kong Profits Tax for the period (note a)	89,105	52,624
Deferred taxation	(3,124)	(3,851)
	<b>85,981</b>	<b>48,773</b>

- (a) Hong Kong Profits Tax has been provided for at 17.5 per cent (2005: 17.5 per cent) on the estimated assessable profit for the period.

## 12. Earnings Per Share

The calculation of basic earnings per share is based on the profit attributable to shareholders of \$478,839,000 (2005: \$245,421,000) and the weighted average of 1,062,111,757 shares in issue less shares held for the HKEx Share Award Scheme (2005: 1,056,924,490 shares) during the three-month period.

The employee share options and Awarded Shares outstanding as set out in note 24 did not have a material dilutive effect on the basic earnings per share.

## 13. Fixed Assets

The total cost of additions to fixed assets of the Group during the three months to 31 March 2006 was \$8,744,000 (2005: \$5,493,000) which mainly represented costs incurred in the renovation of the Trading Hall. The total cost and net book value of disposals and write-offs of fixed assets during the three months to 31 March 2006 were \$10,857,000 and \$1,012,000 respectively (2005: \$280,000 and \$Nil respectively).

## 14. Investment Property

The Group's investment property was revalued as at 31 March 2006 on the basis of its open market value by Jones Lang LaSalle, an independent firm of qualified property valuers. The fair value gain during the three months ended 31 March 2006 of \$600,000 (2005: \$Nil) was credited to the condensed consolidated profit and loss account under other income (note 7).

**15. Investments in Associates**

	At 31 Mar 2006 \$'000	At 31 Dec 2005 \$'000
Share of net assets of associates	13,297	14,374
Goodwill (note a)	50,207	50,207
	<b>63,504</b>	<b>64,581</b>

(a) Goodwill

	At 31 Mar 2006 \$'000	At 31 Dec 2005 \$'000
At 1 Jan	50,207	24,941
Further acquisition of 6% interest in Computershare Hong Kong Investor Services Limited on 3 May 2005	–	25,266
At 31 Mar 2006/31 Dec 2005	<b>50,207</b>	<b>50,207</b>
Represented by:		
Opening value upon adoption of HKFRS 3	24,941	25,321
Cost	25,266	25,266
Accumulated impairment	–	(380)
	<b>50,207</b>	<b>50,207</b>

(b) Details of the unlisted associates as at 31 March 2006 were as follows:

Name	Place of incorporation	Principal activities	Particulars of shares held	Interest held
Computershare Hong Kong Investor Services Limited ("CHIS")	Hong Kong	Provision of share registration services	7,317 Class A ordinary shares	30%
ADP Wilco Processing Services Limited (in liquidation) ("AWPS")	Hong Kong	Provision of transaction processing services to Stock Exchange Participants	6 Class B ordinary shares	30%

AWPS has an accounting year end of 30 June, which is not coterminous with the Group's accounting year end. In March 2006, liquidation proceeds of \$1,312,000 were received from the dissolution of AWPS and the amount was offset against the share of net assets of the associate. The gain on liquidation of \$6,000 was credited to other income in the condensed consolidated profit and loss account. The final meeting of AWPS was held in April 2006 and AWPS will officially be dissolved in July 2006.

(c) Share of profits less losses of associates

	Three months ended 31 Mar 2006 \$'000	Three months ended 31 Mar 2005 \$'000
Share of profits less losses of associates before taxation	3,907	3,163
Share of taxation of associates	(687)	(546)
	<b>3,220</b>	<b>2,617</b>

**16. Clearing House Funds**

	At 31 Mar 2006 \$'000	At 31 Dec 2005 \$'000
Net assets of the Clearing House Funds were as follows:		
HKSCC Guarantee Fund	341,931	342,679
SEOCH Reserve Fund	420,524	376,758
HKCC Reserve Fund	922,553	620,973
	<b>1,685,008</b>	<b>1,340,410</b>
Net assets of the Clearing House Funds were composed of:		
Available-for-sale financial assets, at fair value		
– listed debt securities	98,012	98,896
– unlisted debt securities	–	125,241
Time deposits with original maturities over three months	30,421	30,290
Cash and cash equivalents	1,557,375	1,091,233
	<b>1,685,808</b>	<b>1,345,660</b>
Less: Other liabilities	<b>(800)</b>	<b>(5,250)</b>
	<b>1,685,008</b>	<b>1,340,410</b>
The Clearing House Funds were funded by:		
Clearing Participants' cash contributions (note a)	1,087,934	751,751
Designated reserves (note 26):		
– Clearing houses' contributions	320,200	320,200
– Forfeiture of a defaulted Clearing Participant's contributions	1,928	1,928
– Accumulated investment income net of expenses attributable to:		
– Clearing Participants' contributions	210,196	204,213
– Clearing houses' contributions	65,793	63,635
	<b>598,117</b>	<b>589,976</b>
Revaluation reserve (note 25(c))	<b>(1,043)</b>	<b>(1,317)</b>
	<b>1,685,008</b>	<b>1,340,410</b>
The maturity profile of the net assets of the Clearing House Funds was as follows:		
Amounts maturing after more than twelve months	98,012	98,896
Amounts maturing within twelve months	1,586,996	1,241,514
	<b>1,685,008</b>	<b>1,340,410</b>

- (a) Amount included Participants' additional deposits of \$728,484,000 (31 December 2005: \$393,701,000).
- (b) The HKSCC Guarantee Fund provides resources to enable HKSCC to discharge the liabilities and obligations of defaulting Broker Participants in Central Clearing and Settlement System ("CCASS") arising from their Stock Exchange trades accepted for settlement on the Continuous Net Settlement ("CNS") basis and defective securities deposited into CCASS. The SEOCH Reserve Fund and the HKCC Reserve Fund were established for the exclusive purpose of supporting SEOCH and HKCC to fulfil their counterparty obligations in the event that one or more of their Clearing Participants fail to meet their obligations to SEOCH and HKCC respectively.

**17. Compensation Fund Reserve Account**

	At 31 Mar 2006 \$'000	At 31 Dec 2005 \$'000
Net assets of the Compensation Fund Reserve Account were composed of:		
Available-for-sale financial assets, at fair value		
– unlisted debt securities	–	18,488
Cash and cash equivalents	49,140	30,240
	<b>49,140</b>	48,728
Less: Other liabilities	<b>(10,265)</b>	(10,318)
	<b>38,875</b>	38,410
The Fund represented:		
Accumulated investment and other income net of expenses included in designated reserves (note 26)	38,875	38,420
Revaluation reserve (note 25(c))	–	(10)
	<b>38,875</b>	38,410
The maturity profile of the net assets of the Compensation Fund Reserve Account was as follows:		
Amounts maturing within twelve months	38,875	38,410

The SFC is responsible for maintaining the Unified Exchange Compensation Fund (“Compensation Fund”). By virtue of Schedule 10 of the Securities and Futures Ordinance (“SFO”), the Stock Exchange’s obligation under the repealed Securities Ordinance (“SO”) to deposit with the SFC and keep deposited \$50,000 in respect of each Stock Exchange Trading Right in the Compensation Fund remains. The Stock Exchange maintains an account known as the Compensation Fund Reserve Account for all receipts and payments in relation to the Compensation Fund under the Rules of the Exchange, in particular the following:

- (i) The interest received from the SFC on the statutory deposits paid in respect of each Stock Exchange Trading Right into the Compensation Fund maintained by the SFC;
- (ii) Amounts received or paid out in relation to each of the Stock Exchange Trading Rights granted or revoked by the Stock Exchange respectively; and
- (iii) Amounts reserved for the replenishment to the Compensation Fund.

The Compensation Fund is further explained in note 30(a).

## 18. Accounts Receivable, Prepayments and Deposits

The Group's accounts receivable, prepayments and deposits amounted to \$5,514,843,000 (31 December 2005: \$3,286,835,000). These mainly represented the Group's CNS money obligations receivable under the T+2 settlement cycle, which accounted for 92 per cent (31 December 2005: 88 per cent) of the total accounts receivable, prepayments and deposits. CNS money obligations receivable mature within two days after the trade date. Fees receivable are due immediately or up to 30 days depending on the type of services rendered. The majority of the remaining accounts receivable, prepayments and deposits would mature within three months.

## 19. Margin Funds on Derivatives Contracts

	At 31 Mar 2006 \$'000	At 31 Dec 2005 \$'000
The Margin Funds comprised:		
SEOCH Clearing Participants' Margin Funds	1,259,223	1,506,962
HKCC Clearing Participants' Margin Funds	14,272,816	12,141,619
	<b>15,532,039</b>	<b>13,648,581</b>
The assets of the Margin Funds comprised:		
Available-for-sale financial assets, at fair value		
– listed debt securities	404,726	438,542
– unlisted debt securities	2,352,776	3,390,291
Time deposits with original maturities over three months	50,000	100,018
Cash and cash equivalents	12,724,515	9,686,026
Margin receivable from Clearing Participants	22	33,704
	<b>15,532,039</b>	<b>13,648,581</b>
The Group's liabilities in respect of the Margin Funds were as follows:		
Margin deposits from SEOCH and HKCC		
Participants on derivatives contracts	15,532,039	13,648,581
The maturity profile of the assets of Margin Funds was as follows:		
Amounts maturing after more than twelve months	495,989	1,114,326
Amounts maturing within twelve months	15,036,050	12,534,255
	<b>15,532,039</b>	<b>13,648,581</b>

**20. Financial Assets/Liabilities at Fair Value through Profit or Loss**

	At 31 Mar 2006 \$'000	At 31 Dec 2005 \$'000
<b>Analysis of financial assets at fair value through profit or loss:</b>		
<i>Held for trading</i>		
Equity securities, at fair value		
– listed in Hong Kong	154,859	139,220
– listed outside Hong Kong	178,165	173,349
	<b>333,024</b>	312,569
<i>Held for trading</i>		
Debt securities, at fair value		
– listed in Hong Kong	79,605	86,509
– listed outside Hong Kong	1,094,395	1,070,100
– unlisted	1,198,036	1,172,015
	<b>2,372,036</b>	2,328,624
<i>Held for trading</i>		
Derivative financial instruments, at fair value		
– forward foreign exchange contracts	9,759	2,595
	<b>2,714,819</b>	2,643,788
<b>Analysis of financial liabilities at fair value through profit or loss:</b>		
<i>Held for trading</i>		
Derivative financial instruments, at fair value		
– forward foreign exchange contracts	3,123	1,443

**21. Accounts Payable, Accruals and Other Liabilities**

The Group's accounts payable, accruals and other liabilities amounted to \$6,408,029,000 (31 December 2005: \$3,641,071,000, as restated). These mainly represented the Group's CNS money obligations payable under the T+2 settlement cycle, which accounted for 79 per cent (31 December 2005: 79 per cent) of the total accounts payable, accruals and other liabilities. CNS money obligations mature within two days after the trade date. The majority of the remaining accounts payable, accruals and other liabilities would mature within three months.

**22. Provisions**

	Reinstatement costs \$'000	Employee benefit costs \$'000	Total \$'000
At 1 Jan 2006	24,128	25,613	49,741
Provision for the period	2,180	10,494	12,674
Amount used during the period	(1,850)	(9,341)	(11,191)
Amount paid during the period	–	(276)	(276)
At 31 Mar 2006	<b>24,458</b>	<b>26,490</b>	<b>50,948</b>
		At 31 Mar 2006 \$'000	At 31 Dec 2005 \$'000
Analysis of provisions:			
Current		26,490	27,145
Non-current		24,458	22,596
		<b>50,948</b>	49,741

**23. Share Capital, Share Premium and Shares Held for HKEx Share Award Scheme**

		At 31 Mar 2006 \$'000	At 31 Dec 2005 \$'000		
Authorised:					
2,000,000,000 shares of \$1 each		2,000,000	2,000,000		
Issued and fully paid:					
	Number of shares of \$1 each	Share capital \$'000	Share premium \$'000	Shares held for HKEx Share Award Scheme (note b) \$'000	Total \$'000
At 1 Jan 2005	1,056,638,846	1,056,639	104,034	–	1,160,673
Shares issued under employee share option schemes (note a)	6,116,000	6,116	41,263	–	47,379
Transfer from employee share-based compensation reserve	–	–	5,108	–	5,108
Shares purchased for HKEx Share Award Scheme	(958,000)	–	–	(30,028)	(30,028)
At 31 Dec 2005, as restated	1,061,796,846	1,062,755	150,405	(30,028)	1,183,132
At 1 Jan 2006, as previously reported	1,062,754,846	1,062,755	150,405	–	1,213,160
Initial adoption of the revised HKAS 27	(958,000)	–	–	(30,028)	(30,028)
At 1 Jan 2006, as restated	1,061,796,846	1,062,755	150,405	(30,028)	1,183,132
Shares issued under employee share option schemes (note a)	668,000	668	3,928	–	4,596
Shares purchased for HKEx Share Award Scheme	(2,000)	–	–	(71)	(71)
At 31 Mar 2006	1,062,462,846	1,063,423	154,333	(30,099)	1,187,657

- (a) During the period, employee share options granted under the Pre-Listing Share Option Scheme (“Pre-Listing Scheme”) and the Post-Listing Share Option Scheme (“Post-Listing Scheme”) were exercised to subscribe for 668,000 shares (year ended 31 December 2005: 6,116,000 shares) in HKEx at an average consideration of \$6.88 per share (year ended 31 December 2005: \$7.75 per share), of which \$1.00 per share was credited to share capital and the balance was credited to the share premium account.
- (b) During the period, the HKEx Employee Share Trust acquired 2,000 HKEx shares (year ended 31 December 2005: 958,000 shares) through purchases on the Stock Exchange and held the shares for the HKEx Share Award Scheme (note 24(c)). The total amount paid to acquire the shares during the period was \$71,000 (year ended 31 December 2005: \$30,028,000) and has been deducted from shareholders’ equity.



**24. Employee Share-based Compensation Reserve**

	At 31 Mar 2006 \$'000	At 31 Dec 2005 \$'000
At 1 Jan	34,980	17,061
Employee share-based compensation benefits (note a)	7,220	22,955
Transfer to share premium upon exercise of employee share options	–	(5,108)
Share of reserve of an associate	9	72
At 31 Mar 2006/31 Dec 2005	<b>42,209</b>	<b>34,980</b>

(a) Employee share-based compensation benefits represent the fair value of employee services estimated to be received in exchange for the grant of the relevant options and Awarded Shares over the relevant vesting periods, the total of which is based on the fair value of the options and Awarded Shares at grant date. The amount for each period is determined by spreading the fair value of the options and Awarded Shares over the relevant vesting periods and is recognised as staff costs and related expenses (note 8) with a corresponding increase in the employee share-based compensation reserve.

(b) Share options

(i) Share options were granted to an Executive Director and employees of the Group to subscribe for shares in HKEx in accordance with the terms and conditions of the Share Option Schemes approved by the shareholders of HKEx at an extraordinary general meeting held on 31 May 2000. Share options granted are subject to a vesting scale in tranches of 25 per cent each per annum starting from the second anniversary and fully vested in the fifth anniversary of the date of grant, providing that the grantees remain under the employ of the Group. The vested share options are exercisable within ten years of the grant date.

During 2005, options for the subscription of 5,884,000 shares were granted under the Post-Listing Scheme to a number of employees on 26 January 2005 which are exercisable between 26 January 2007 and 25 January 2015 at an exercise price of \$19.25 per share.

Shares are issued when options are exercised. The Group has no legal or constructive obligations to repurchase or settle the options in cash.

**24. Employee Share-based Compensation Reserve (continued)**

(b) Share options (continued)

(ii) Movements in the number of shares issuable under options granted and their related weighted average exercise prices were as follows:

	Three months ended 31 Mar 2006		Year ended 31 Dec 2005	
	Average exercise price per share \$	Number of shares issuable under options granted	Average exercise price per share \$	Number of shares issuable under options granted
<b>Pre-Listing Scheme</b>				
Outstanding at 1 Jan	6.88	2,126,000	6.88	6,680,000
Exercised	6.88	(668,000)	6.88	(4,554,000)
Outstanding at 31 Mar 2006/ 31 Dec 2005	6.88	1,458,000	6.88	2,126,000
<b>Post-Listing Scheme</b>				
Outstanding at 1 Jan	15.80	16,574,000	13.78	13,218,000
Granted	–	–	19.25	5,884,000
Exercised	–	–	10.27	(1,562,000)
Forfeited	18.19	(26,000)	18.05	(966,000)
Outstanding at 31 Mar 2006/ 31 Dec 2005	15.80	16,548,000	15.80	16,574,000
Total	15.08	18,006,000	14.79	18,700,000

(iii) Had all the outstanding employee share options been fully exercised on 31 March 2006, the Group would have received \$271,484,000 in proceeds. The market value of the shares issued based on the closing price of \$46.80 per share on that date would have been \$842,681,000. The theoretical gains made by the employees or Executive Director concerned would have been as follows:

	Number of shares issuable under options granted at 31 Mar 2006	Exercise price \$	Gain per share \$	Aggregate gain \$'000
<b>Pre-Listing Scheme</b>				
– granted to employees on 20 Jun 2000	1,458,000	6.88	39.92	58,203
<b>Post-Listing Scheme</b>				
– granted to an Executive Director on 2 May 2003	2,460,000	8.28	38.52	94,759
– granted to an employee on 14 Aug 2003	844,000	12.45	34.35	28,991
– granted to an employee on 18 Aug 2003	1,476,000	12.49	34.31	50,642
– granted to an employee on 15 Jan 2004	1,094,000	17.30	29.50	32,273
– granted to employees on 31 Mar 2004	5,062,000	16.96	29.84	151,050
– granted to an employee on 17 May 2004	200,000	15.91	30.89	6,178
– granted to employees on 26 Jan 2005	5,412,000	19.25	27.55	149,101
	18,006,000			571,197

**24. Employee Share-based Compensation Reserve (continued)**

(c) Awarded Shares

- (i) On 14 September 2005, the Board of HKEx approved the HKEx Share Award Scheme under which Awarded Shares may be awarded to an Executive Director and employees of the Group in accordance with the terms and conditions of the HKEx Share Award Scheme. Awarded Shares awarded are subject to a vesting scale in tranches of 25 per cent each per annum starting from the second anniversary and fully vested in the fifth anniversary of the date of award, providing that the awardees remain under the employ of the Group.

Pursuant to the rules of the HKEx Share Award Scheme, upon awarding of the Awarded Shares, the number of HKEx shares awarded will be acquired from the market at the cost of HKEx by the trustee of the HKEx Employee Share Trust, which has been set up for the purpose of administering the HKEx Share Award Scheme. The Awarded Shares will be held by the trustee until the end of each vesting period.

960,000 Awarded Shares were awarded in 2005 to a number of employees which will be transferred to the employees at nil consideration upon vesting between 19 December 2007 and 19 December 2010.

- (ii) Movements in the number of Awarded Shares awarded and their related average fair value were as follows:

	Three months ended 31 Mar 2006		Year ended 31 Dec 2005	
	Average fair value per share \$	Number of Awarded Shares awarded	Average fair value per share \$	Number of Awarded Shares awarded
Outstanding at 1 Jan	31.20	960,000	–	–
Awarded	–	–	31.20	960,000
Forfeited	31.20	(5,200)	–	–
Outstanding at 31 Mar 2006/ 31 Dec 2005	31.20	954,800	31.20	960,000

The fair value of the Awarded Shares awarded was based on the fair value (i.e. market value) of HKEx shares at award date, taking into account the expected dividends during the vesting periods.

- (iii) Had all the outstanding Awarded Shares been fully vested on 31 March 2006, the theoretical gains of the employees based on the closing price of \$46.80 per share on that date would have been \$44,685,000.

**25. Revaluation Reserves**

	At 31 Mar 2006 \$'000	At 31 Dec 2005 \$'000
Leasehold buildings revaluation reserve (note b)	2,225	2,225
Investment revaluation reserve (note c and note d)	(27,761)	(39,311)
	<b>(25,536)</b>	<b>(37,086)</b>

- (a) The revaluation reserves are segregated for their respective specific purposes and are stated net of applicable deferred taxes.
- (b) Leasehold buildings are revalued on a six-monthly basis at the end of June and December each year.
- (c) Included gross investment revaluation deficits of \$1,043,000 and \$Nil which were attributable to investments of the Clearing House Funds and the Compensation Fund Reserve Account respectively (31 December 2005: \$1,317,000 and \$10,000 respectively). The revaluation deficit is not expected to have any impact to the Group's profit and loss account as the available-for-sale financial assets are expected to be held till maturity and the deficit will gradually reduce to zero.
- (d) Included share of investment revaluation reserve of an associate of \$21,000 (31 December 2005: \$21,000).

**26. Designated Reserves**

	At 31 Mar 2006 \$'000	At 31 Dec 2005 \$'000
Clearing House Funds reserves		
– HKSCC Guarantee Fund reserve	251,718	250,444
– SEOCH Reserve Fund reserve	59,398	56,346
– HKCC Reserve Fund reserve	287,001	283,186
	<b>598,117</b>	<b>589,976</b>
Compensation Fund Reserve Account reserve	38,875	38,420
Development reserve (note b)	8,717	72,245
	<b>645,709</b>	<b>700,641</b>

- (a) These reserves are segregated for their respective purposes.
- (b) Development reserve was set aside for systems development for the Stock Exchange and the betterment of the securities market. During the three months ended 31 March 2006, \$63,528,000 (2005: \$1,985,000) of the reserve was utilised and transferred to the Group's retained earnings (note 27) for funding projects that were for the betterment of the securities market.

**27. Retained Earnings (Including Proposed/Declared Dividends)**

	At 31 Mar 2006 \$'000	As restated At 31 Dec 2005 \$'000
At 1 Jan, as previously reported		
Retained earnings	1,775,631	1,658,055
Proposed/declared dividends	680,163	496,620
	<b>2,455,794</b>	2,154,675
Effect of initial adoption of the revised HKAS 27	10	–
At 1 Jan, as restated	<b>2,455,804</b>	2,154,675
Profit for the period/year (note a)	478,839	1,339,558
Surplus of investment income net of expenses of Clearing House Funds for the period/year transferred to Clearing House Funds reserves	(8,141)	(29,350)
Investment and other income net of expenses of Compensation Fund Reserve Account for the period/year transferred to Compensation Fund Reserve Account reserve	(455)	(1,303)
Transfer from Development reserve	63,528	11,008
	<b>54,932</b>	(19,645)
Dividends paid:		
2004 final dividend	–	(496,620)
Dividend on shares issued for employee share options exercised after 31 Dec 2004	–	(1,597)
	–	(498,217)
2005 interim dividend	–	(519,988)
Dividend on shares issued for employee share options exercised after 30 Jun 2005	–	(579)
	–	(520,567)
At 31 Mar 2006/31 Dec 2005	<b>2,989,575</b>	2,455,804
Representing:		
Retained earnings	2,309,599	1,776,254
Proposed/declared dividends	679,976	679,550
At 31 Mar 2006/31 Dec 2005	<b>2,989,575</b>	2,455,804

- (a) The Group's profit for the period/year included a net profit attributable to investment and other income net of expenses after taxation of the Clearing House Funds and Compensation Fund Reserve Account for an aggregate amount of \$8,596,000 (year ended 31 December 2005: \$30,653,000).

**28. Notes to the Condensed Consolidated Cash Flow Statement**

(a) Reconciliation of profit before taxation to net cash inflow from operating activities:

	<b>Three months ended 31 Mar 2006 \$'000</b>	Three months ended 31 Mar 2005 \$'000
Profit before taxation	<b>564,820</b>	294,194
Adjustments for:		
Net interest income	<b>(63,525)</b>	(37,075)
Net realised and unrealised gains and interest income on financial assets and financial liabilities at fair value through profit or loss	<b>(48,243)</b>	(4,685)
Amortisation of lease premiums for land	<b>136</b>	136
Fair value gain of an investment property	<b>(600)</b>	–
Depreciation	<b>24,940</b>	44,231
Employee share-based compensation benefits	<b>7,220</b>	5,360
Provision for/(reversal of provision for) impairment losses of trade receivables	<b>115</b>	(440)
Changes in provisions	<b>(973)</b>	925
Share of profits less losses of associates	<b>(3,220)</b>	(2,617)
Gain on liquidation of an associate	<b>(6)</b>	–
Loss on disposal of fixed assets	<b>679</b>	–
Net (increase)/decrease in financial assets and financial liabilities at fair value through profit or loss	<b>(29,703)</b>	86,612
Settlement of amount transferred from retained earnings to Clearing House Funds and Compensation Fund Reserve Account	<b>(8,596)</b>	(1,705)
(Increase)/decrease in accounts receivable, prepayments and deposits	<b>(2,222,632)</b>	298,003
Increase/(decrease) in other current liabilities	<b>2,722,514</b>	(305,687)
Net cash inflow from operations	<b>942,926</b>	377,252
Interest received	<b>130,918</b>	20,070
Cash received on financial assets at fair value through profit or loss	<b>23,023</b>	21,991
Interest paid	<b>(90,446)</b>	(2,880)
Hong Kong Profits tax paid	<b>(53,881)</b>	(107,228)
Net cash inflow from operating activities	<b>952,540</b>	309,205

(b) The net assets of the Clearing House Funds, Compensation Fund Reserve Account and Margin Funds are held in segregated accounts for specific purposes. Movements in individual items of the net assets of the funds during the period therefore did not constitute any cash or cash equivalent transactions to the Group.

## 29. Commitments

Commitments in respect of capital expenditures:

	At 31 Mar 2006 \$'000	At 31 Dec 2005 \$'000
Contracted but not provided for	13,572	18,130
Authorised but not contracted for	110,887	118,838
	<b>124,459</b>	<b>136,968</b>

The commitments in respect of capital expenditures were mainly for the refurbishment of the Trading Hall and the development and purchases of computer systems.

## 30. Contingent Liabilities

- (a) The Compensation Fund is a fund set up under the repealed SO for the purpose of compensating any person (other than a Stock Exchange Participant) dealing with a Stock Exchange Participant for any pecuniary losses suffered as a result of a default by the Stock Exchange Participant. According to section 109(3) of the SO, the maximum compensation amount is \$8 million for each Stock Exchange Participant's default. Under section 113(5A) of the SO, the Stock Exchange may, upon satisfying certain conditions, and with the approval of the SFC, allow an additional payment to successful claimants before apportionment. Under section 107(1) of the SO, the Stock Exchange has contingent liabilities to the Compensation Fund as it is obligated to replenish the Compensation Fund upon the SFC's request. The amounts to be replenished should be equal to the amount paid in connection with the satisfaction of the claims, including any legal and other expenses paid or incurred in relation to the claims but capped at \$8 million per default. As at 31 March 2006, there were outstanding claims received in respect of 4 defaulted Stock Exchange Participants (31 December 2005: 5).

Pursuant to the SFO, the Stock Exchange issued a notice on 3 April 2003 inviting claims against the Compensation Fund in relation to any default of a Stock Exchange Participant occurring before 1 April 2003. The claims period expired on 3 October 2003 and no claims were received in response to that notice. Claims made after the claims period are, unless the Stock Exchange otherwise determines, barred. As at 31 March 2006, no such claims had been received in response to the said notice.

Following the implementation of the new compensation arrangements under the SFO, an Investor Compensation Fund has been established to replace the existing Compensation Fund, the Commodity Exchange Compensation Fund and the Dealers' Deposit Schemes for non-exchange participant dealers. Pursuant to the SFO, Exchange Participants are no longer required to make deposits to the Investor Compensation Fund and the Stock Exchange is not required to replenish the Investor Compensation Fund. Hence, deposits to the Commodity Exchange Compensation Fund were returned to the Futures Exchange by the SFC in January 2004. The Futures Exchange had in turn reimbursed holders of Futures Exchange Trading Rights their contributions to the Commodity Exchange Compensation Fund. Similarly, deposits to the Compensation Fund would be returned to the Stock Exchange in accordance with the SFO pending completion of any determination of outstanding claims and replenishment to the Compensation Fund.

### 30. Contingent Liabilities (continued)

- (b) The Stock Exchange has undertaken to indemnify the Collector of Stamp Revenue against any loss of revenue resulting from any underpayment or default or delay in payment of stamp duty by its Participants, up to \$200,000 in respect of the default of any one Participant. In the unlikely event that all of its 427 trading Participants as at 31 March 2006 (31 December 2005: 429) defaulted, the maximum contingent liability of the Stock Exchange under the indemnity would amount to \$85 million (31 December 2005: \$86 million).

The carrying amount of the financial guarantee contract recognised in the Group's balance sheet in accordance with HKAS 39 and HKFRS 4 (Amendment) was \$19,909,000 (31 December 2005: \$19,909,000).

- (c) HKEx gave an undertaking on 6 March 2000 in favour of HKSCC to contribute an amount not exceeding \$50 million in the event of HKSCC being wound up while it is a wholly-owned subsidiary of HKEx or within one year after HKSCC ceases to be a wholly-owned subsidiary of HKEx, for payment of the debts and liabilities of HKSCC contracted before HKSCC ceases to be a wholly-owned subsidiary of HKEx, and for the costs, charges and expenses of winding up.

### 31. Non-cash Collateral Received from Participants

Under existing rules of the clearing houses, Participants may lodge cash or approved non-cash collateral to satisfy their Clearing House contributions and Margin Fund obligations. In accordance with HKAS 39, only cash collateral is recognised as assets and liabilities on the balance sheet.

As at 31 March 2006, the amount of non-cash collateral received from Participants and the amount utilised for covering part of their Clearing House Fund contributions and Margin Fund obligations were as follows:

	At 31 Mar 2006		At 31 Dec 2005	
	Amount received \$'000	Amount utilised \$'000	Amount received \$'000	Amount utilised \$'000
<b>Clearing House Funds</b>				
Bank guarantees	346,810	135,634	333,900	58,603
<b>Margin Funds</b>				
Equity securities, listed in Hong Kong	1,367,126	32,059	439,591	–
US Treasury Bills	266,256	192,512	191,965	141,086
Bank guarantees	149,000	93,912	100,000	–
	1,782,382	318,483	731,556	141,086
	2,129,192	454,117	1,065,456	199,689



### 32. Material Related Party Transactions

Certain Directors of HKEx are investor participants of HKSCC (“Investor Participants”) or directors and/or shareholders of (i) Stock Exchange Participants and Futures Exchange Participants (“Exchange Participants”), Clearing Participants and Investor Participants; (ii) companies listed on the Stock Exchange; and (iii) Exchange Participants for buying shares on behalf of HKSCC. Securities and derivatives contracts traded by, and fees levied on, these Exchange Participants, Clearing Participants and Investor Participants, fees levied on these listed companies and fees paid to these Exchange Participants for buying shares on behalf of HKSCC are all undertaken in the ordinary course of business of the Group on the standard terms and conditions applicable to all other Exchange Participants, Clearing Participants, Investor Participants, listed companies and Exchange Participants for buying shares on behalf of HKSCC.

In addition to the above, the Group has entered into the following transactions with related parties:

- (a) Related companies with common directors

	<b>Three months ended 31 Mar 2006 \$'000</b>	Three months ended 31 Mar 2005 \$'000
Rental payments (including air conditioning and cleaning service charges) to Shine Hill Development Limited (“Shine Hill”)	<b>1,371</b>	1,331

On 16 February 2005, the Futures Exchange as the tenant renewed the lease in respect of the tenancy of an office premises (“Lease”) with Shine Hill as the landlord for a term of two years commencing 1 January 2005. The Futures Exchange is a wholly-owned subsidiary of HKEx. Shine Hill is a subsidiary of Great Eagle Holdings Limited (“Great Eagle”). Dr LO Ka Shui was an Independent Non-executive Director of HKEx prior to his resignation on 26 April 2006 and is the deputy chairman, managing director and substantial shareholder of Great Eagle. The Lease was an arm’s length transaction entered into on normal commercial terms.

**32. Material Related Party Transactions (continued)**

(b) Transactions with associates

	<b>Three months ended 31 Mar 2006 \$'000</b>	Three months ended 31 Mar 2005 \$'000
Income received and receivable from/(expenses paid and payable to) associates:		
<u>CHIS</u>		
– Dividend income	<b>3,000</b>	4,800
– Share registration service fees	<b>(123)</b>	(158)
<u>AWPS</u>		
– Liquidation proceeds	<b>1,312</b>	–

(c) Key management personnel compensation

	<b>Three months ended 31 Mar 2006 \$'000</b>	Three months ended 31 Mar 2005 \$'000
Salaries and other short-term employee benefits	<b>13,171</b>	12,615
Employee share-based compensation benefits	<b>2,372</b>	2,359
Retirement benefit costs	<b>1,388</b>	1,377
	<b>16,931</b>	16,351

(d) Amounts due from/(to) related parties

	<b>At 31 Mar 2006 \$'000</b>	At 31 Dec 2005 \$'000
Amounts due from:		
– An associate	<b>3,000</b>	5,284
– Related companies with common directors	<b>867</b>	867
Amounts due to:		
– An associate	<b>(103)</b>	(14)
– Related companies with common directors	<b>(146)</b>	(113)

(e) Post-retirement benefit plans

Details of transactions with the Group's post-retirement benefit plans are included in note 8.

(f) Save as aforesaid, the Group has entered into other transactions in the ordinary course of business with companies where there are common directors but the amounts were immaterial.

### 33. Financial Risk Management

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, equity price risk and interest rate risk), liquidity risk and credit risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's performance.

The Group's investment policy is to prudently invest all funds managed by the Group in a manner which will satisfy liquidity requirements, safeguard financial assets and manage risks while optimising return on investments.

Investment and fund management is governed by investment policies and risk management guidelines approved by the Board. Investment restrictions and guidelines form an integral part of risk control. Fund-specific restrictions and guidelines are set according to the investment objectives of each fund. In addition, specific limits are set for each fund to control risks (e.g. permissible asset type, asset allocation, liquidity, credit, counterparty concentration, maturity, foreign exchange and interest rate risks) of the investments.

(a) Market risk

Market risk is the risk of loss arising from movements in observable market variables such as foreign exchange rates, equity and commodity prices and interest rates. The Group is exposed to market risk primarily through its investments held.

Funds available for investment comprise three main categories: Corporate Funds (mainly share capital and retained earnings of the Group), Clearing House Funds and Margin Funds received (which exclude non-cash collateral and contributions receivable from Participants).

An Investment Advisory Committee, comprised of Non-executive Directors of HKEx and an external member from the financial community, advises the Board on portfolio management and monitors the risk and performance of HKEx's investments. A Treasury team in the Finance Department is dedicated to the day-to-day management and investment of the funds. Three external fund managers have also been appointed to manage part of the Corporate Funds since July 2001. The external fund managers are stable and financially strong financial institutions and each has a worldwide aggregate fund size of a minimum of US\$10 billion under management.

### 33. Financial Risk Management (continued)

(a) Market risk (continued)

(i) Foreign exchange risk

Foreign exchange risk is the risk of loss due to adverse movements in foreign exchange rates relating to investments and transactions denominated in foreign currencies. When seeking to optimise the returns on its funds available for investment, the Group may invest in non-HKD securities from time to time. Forward foreign exchange contracts and foreign currency deposits have been used to hedge the currency exposure of the Group's non-HKD investments, highly probable forecast transactions and liabilities to mitigate risks arising from fluctuations in exchange rates. As at 31 March 2006, the aggregate net open foreign currency positions amounted to HK\$2,067 million, of which HK\$201 million were non-USD exposures (31 December 2005: HK\$2,031 million, of which HK\$160 million were non-USD exposures), and the total nominal value of outstanding forward foreign exchange contracts amounted to HK\$399 million (31 December 2005: HK\$275 million). All forward foreign exchange contracts would mature within one month (31 December 2005: one month).

Foreign currency margin deposits received by the Group are hedged by investments in the same currencies.

In 2005, the Group has designated a bank deposit of 8,500,000 Swedish Krona ("SEK") as a cash flow hedge for hedging the foreign exchange risk of forecast expenses of SEK 8,500,000 from August to December 2005. Part of the balance was paid during the period ended 31 March 2006. The fair value of the remaining deposit as at 31 March 2006 was \$5,450,000 (31 December 2005: \$8,281,000).

In 2005, the Group designated a bank deposit of SEK11,000,000 as a fair value hedge to hedge against the foreign exchange risk of a financial liability of the Group of SEK11,000,000. Part of the balance was paid during the period ended 31 March 2006. The fair value gain on the bank deposit designated as hedging instrument during the period was \$299,000 (2005: \$Nil) whereas the fair value loss on the financial liability being hedged was \$299,000 (2005: \$Nil) during the period. The fair value of the deposit as at 31 March 2006 was \$3,429,000 (31 December 2005: \$10,717,000).

(ii) Equity and commodity price risk

The Group is exposed to equity price risk as equities are held as part of the Corporate Fund's investments. Equity price risk is capped by an asset allocation limit. The Group is not exposed to commodity price risk as investment in commodities is not permitted under the Group's Investment Policy.

### 33. Financial Risk Management (continued)

(a) Market risk (continued)

(iii) Interest rate risks

There are two types of interest rate risk:

- Fair value interest rate risk – the risk that the value of a financial instrument will fluctuate because of changes in market interest rates; and
- Cash flow interest rate risk – the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group is exposed to both fair value and cash flow interest rate risks as the Group has significant assets and liabilities which are interest-bearing.

(iv) Risk management

Risk management techniques, such as Value-at-Risk (“VaR”) based on historical simulation and portfolio stress testing, are used to identify, measure and control foreign exchange risk, equity price risk and interest rate risks of the Group’s investments. VaR measures the expected maximum loss over a given time interval (a holding period of 10 trading days is used by the Group) at a given confidence level (95 per cent confidence interval is adopted by the Group) based on historical data (one year is used by the Group). The Board sets a limit on total VaR of the Group and VaR is monitored on a weekly basis.

VaR is a statistical measure of risks and has limitations associated with the assumptions employed. Historical simulation assumes that actual observed historical changes in market indices, such as interest rates, foreign exchange rates and equity prices reflect possible future changes. This implies that the approach is vulnerable to sudden changes in market behaviour. The use of a 10-day holding period assumes that the positions can be unwound in 10 trading days and the holding period may be insufficient at times of severe illiquidity. Also, VaR does not necessarily reflect all aspects of risks that affect the price of financial instruments and may underestimate real market risk exposure. In addition, VaR does not factor in the possibility of catastrophic risk but the use of stress testing for abnormal market conditions can mitigate this limitation.

**33. Financial Risk Management (continued)**

(a) Market risk (continued)

(iv) Risk management (continued)

The VaR for each risk factor and the total VaR of the investments of the Group during the period were as follows:

	Three months ended 31 Mar 2006			Three months ended 31 Mar 2005		
	Average \$million	Highest \$million	Lowest \$million	Average \$million	Highest \$million	Lowest \$million
Foreign exchange risk	5.9	6.7	4.9	5.4	6.1	4.9
Equity price risk	11.5	13.0	9.9	7.7	8.3	6.6
Interest rate risk	11.5	13.9	9.0	22.8	24.0	21.2
Total VaR	17.3	19.7	15.9	25.3	26.9	23.5

VaR for each risk factor is the independently derived largest potential loss due to fluctuations solely in that risk factor. The individual VaRs did not add up to the total VaR as there was diversification effect due to correlation amongst the risk factors. Moreover, in respect of the highest and lowest VaRs during the period, the highest and lowest VaRs in each market did not necessarily occur on the same day.

(b) Liquidity risk

Liquidity risk is the risk that funds will not be available to meet liabilities as they fall due, and it results from amount and maturity mismatches of assets and liabilities. Investments of the Group are kept sufficiently liquid to meet the operating needs and possible liquid requirements of the Clearing House Funds and Margin Funds. The Group also sets a limit on the minimum level of cash or bank deposits held for the Corporate Funds, and the minimum level of investments to be held that would mature the same day and the next day for the Clearing House Funds and Margin Funds.

**33. Financial Risk Management (continued)**

(b) Liquidity risk (continued)

The financial liabilities of the Group as at 31 March 2006 are analysed into relevant maturity buckets based on their contractual maturity dates in the table below:

At 31 Mar 2006						
	Up to 1 month \$'000	> 1 month to 3 months \$'000	> 3 months to 1 year \$'000	> 1 year to 5 years \$'000	Not Determinable \$'000	Total \$'000
<b>Current liabilities</b>						
Margin deposits from Clearing Participants on derivatives contracts	15,532,039	–	–	–	–	15,532,039
Accounts payable, accruals and other liabilities	6,338,377	670	54,696	144	14,142	6,408,029
Financial liabilities at fair value through profit or loss (note i)	94,690	–	–	–	–	94,690
Participants' admission fees received	850	1,150	450	–	300	2,750
	<b>21,965,956</b>	<b>1,820</b>	<b>55,146</b>	<b>144</b>	<b>14,442</b>	<b>22,037,508</b>
<b>Non-current liabilities</b>						
Participants' admission fees received	–	–	–	–	79,850	79,850
Participants' contributions to Clearing House Funds	–	–	–	–	1,087,934	1,087,934
Financial guarantee contract (note ii)	–	–	–	–	85,400	85,400
	–	–	–	–	1,253,184	1,253,184
<b>Total</b>	<b>21,965,956</b>	<b>1,820</b>	<b>55,146</b>	<b>144</b>	<b>1,267,626</b>	<b>23,290,692</b>

At 31 Dec 2005 (as restated)						
	Up to 1 month \$'000	> 1 month to 3 months \$'000	> 3 months to 1 year \$'000	Not Determinable \$'000	Total \$'000	
<b>Current liabilities</b>						
Margin deposits from Clearing Participants on derivatives contracts	13,648,581	–	–	–	13,648,581	
Accounts payable, accruals and other liabilities	3,596,565	30,405	191	13,910	3,641,071	
Financial liabilities at fair value through profit or loss (note i)	153,973	–	–	–	153,973	
Participants' admission fees received	900	150	1,300	200	2,550	
	<b>17,400,019</b>	<b>30,555</b>	<b>1,491</b>	<b>14,110</b>	<b>17,446,175</b>	
<b>Non-current liabilities</b>						
Participants' admission fees received	–	–	–	80,150	80,150	
Participants' contributions to Clearing House Funds	–	–	–	751,751	751,751	
Financial guarantee contract (note ii)	–	–	–	85,800	85,800	
	–	–	–	917,701	917,701	
<b>Total</b>	<b>17,400,019</b>	<b>30,555</b>	<b>1,491</b>	<b>931,811</b>	<b>18,363,876</b>	

### 33. Financial Risk Management (continued)

(b) Liquidity risk (continued)

- (i) The amount disclosed is based on the gross contractual amounts to be exchanged under the forward foreign exchange contracts under financial liabilities at fair value through profit or loss, which is different from the carrying amount (i.e. fair value) in the condensed consolidated balance sheet. The corresponding gross contractual amounts receivable under these forward foreign exchange contracts were \$91,567,000 (31 December 2005: \$152,530,000).
- (ii) The amount disclosed for financial guarantee contracts represented the amount of contingent liabilities at the balance sheet date.

The Group employs projected cash flow analysis to manage liquidity risk by forecasting the amount of cash required and monitoring the working capital of the Group to ensure that all liabilities due and known funding requirements could be met. In addition, banking facilities have been put in place for contingency purposes. As at 31 March 2006, the Group's total available banking facilities amounted to \$1,611 million (31 December 2005: \$1,608 million), of which \$1,500 million (31 December 2005: \$1,500 million) were repurchase facilities to augment the liquidity of the Margin Funds.

(c) Credit risk

- (i) Investment and accounts receivable-related risk

The Group is exposed to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. It arises primarily from the Group's investments and trade receivables. Impairment provisions are made for losses that have been incurred at the balance sheet date. The Group limits its exposure to credit risk by rigorously selecting the counterparties (i.e. deposit-takers, bond issuers and debtors) and by diversification. As at 31 March 2006, the bonds held were of investment grade and had a weighted average credit rating of Aa2 (31 December 2005: Aa2), and there were no financial assets whose terms were renegotiated (31 December 2005: Nil). Deposits are placed only with the note-issuing banks in Hong Kong, investment grade licensed banks and restricted licence banks approved by the Board from time to time. All investments are subject to a maximum concentration limit approved by the Board and there was no significant concentration risk to a single counterparty. The Group mitigates its exposure to risks relating to accounts receivable from its Participants by requiring the Participants to meet the Group's established financial requirements and criteria for admission as Participants.



### 33. Financial Risk Management (continued)

(c) Credit risk (continued)

(ii) Clearing and settlement-related risk

In the normal course of business, the clearing houses of the Group, HKSCC, SEOCH and HKCC, act as the counterparties to eligible trades concluded on the Stock Exchange and the Futures Exchange through the novation of the obligations of the buyers and sellers. HKSCC is also responsible for the good title to the securities deposited and accepted in the CCASS depository. As a result, the Group has considerable market risk and credit risk since the Participants' ability to honour their obligations in respect of their trades and securities deposited may be adversely impacted by economic conditions affecting the Cash and Derivatives Markets. If the Participants default on their obligations on settlement or there are defects in the title of securities deposited and accepted in the CCASS depository, the Group could be exposed to potential risks not otherwise accounted for in these accounts.

The Group mitigates its exposure to risks described above by requiring the Participants to meet the Group's established financial requirements and criteria for admission as Participants, monitoring compliance with risk management measures such as position limits established by the Group and requiring Clearing Participants to contribute to the Clearing House Funds set up by HKSCC, SEOCH and HKCC. HKSCC also retains recourse against those Participants whose securities are deposited and accepted in the CCASS depository. Moreover, insurance has been taken out by the Group to cover the risks.

Position limits are imposed by HKCC to regulate or limit the maximum number or value of gross and net positions which can be held or controlled by the Participants based on their liquid capital. Bank guarantees may also be accepted to extend Participants' position limits. As of 31 March 2006, bank guarantees of \$997,500,000 (31 December 2005: \$915,400,000) were accepted for such purpose.

In addition to the above, the Group has set aside \$1,500 million of retained earnings for the purpose of strengthening the risk management regime of the clearing houses and supporting their roles as central counterparties.

**33. Financial Risk Management (continued)**

(c) Credit risk (continued)

(iii) Exposure to credit risk

As at 31 March 2006, the financial assets and financial liabilities of the Group that were exposed to credit risk and their maximum exposure were as follows:

	At 31 Mar 2006		As restated At 31 Dec 2005	
	Carrying amount in balance sheet \$'000	Maximum exposure to credit risk \$'000	Carrying amount in balance sheet \$'000	Maximum exposure to credit risk \$'000
<b>Financial assets</b>				
Clearing House Funds:				
Available-for-sale financial assets	98,012	98,012	224,137	224,137
Time deposits with original maturities over three months	30,421	30,421	30,290	30,290
Cash and cash equivalents	1,557,375	1,557,375	1,091,233	1,091,233
Compensation Fund Reserve Account:				
Available-for-sale financial assets	–	–	18,488	18,488
Cash and cash equivalents	49,140	49,140	30,240	30,240
Time deposit with maturity over one year	38,799	38,799	38,768	38,768
Other assets	18,553	18,553	17,162	17,162
Accounts receivable and deposits <sup>#</sup>	5,479,181	5,479,181	3,250,197	3,250,197
Margin Funds on derivatives contracts:				
Available-for-sale financial assets	2,757,502	2,757,502	3,828,833	3,828,833
Time deposits with original maturities over three months	50,000	50,000	100,018	100,018
Cash and cash equivalents	12,724,515	12,724,515	9,686,026	9,686,026
Margin receivable from Clearing Participants	22	22	33,704	33,704
Financial assets at fair value through profit or loss	2,714,819	2,714,819	2,643,788	2,643,788
Time deposits with original maturities over three months	65,809	65,809	116,622	116,622
Cash and cash equivalents	2,378,445	2,378,445	1,359,133	1,359,133
<b>Financial liabilities</b>				
Undertaking to indemnify the Collector of Stamp Revenue	(19,909)	85,400	(19,909)	85,800

<sup>#</sup> Certain debtors were required to place cash deposits with the Group to mitigate the maximum exposure to credit risk.

**33. Financial Risk Management (continued)**

(c) Credit risk (continued)

(iv) Financial assets that were past due but not impaired

As at 31 March 2006, the age analysis of the trade receivables of the Group that were past due but not determined to be impaired according to the period past due was as follows:

	At 31 Mar 2006 \$'000	At 31 Dec 2005 \$'000
Up to 6 months	42,160	141,277
Over 6 months to 1 year	-	-
Over 1 year to 3 years*	8,510	8,521
Over 3 years	142	142
<b>Total</b>	<b>50,812</b>	<b>149,940</b>

\* No provision for impairment losses has been made against trade receivables amounting to \$8,510,000 (31 December 2005: \$8,521,000) as the balances can be recovered from the Clearing House Funds.

The fair value of cash deposits placed by the related trade debtors with the Group was \$1,712,000 (31 December 2005: \$3,600,000).

(v) Financial assets that were impaired at balance sheet date

As at 31 March 2006, trade receivables of the Group amounting to \$4,444,000 (31 December 2005: \$4,329,000) were determined to be impaired and full provision had been made. These receivables were outstanding for over 180 days as at the balance sheet date. The factors the Group considered in determining whether the financial assets were impaired were disclosed in the 2005 annual accounts. No cash deposits had been placed by the related trade debtors with the Group (31 December 2005: \$Nil).

(vi) Outstanding balances from debtors which were not recognised as Income

As soon as a loan or receivable becomes impaired, the Group may continue to provide services or facilities to the debtors concerned but no further accounts receivable will be recognised on balance sheet as economic benefits may not flow to the Group. The revenue concerned is not recognised but tracked as doubtful deferred revenue and will only be recognised as income when received. As at 31 March 2006, the amount of doubtful deferred revenue amounted to \$37,425,000 (31 December 2005: \$37,643,000).

**33. Financial Risk Management (continued)**

- (d) Fair values of financial assets and financial liabilities not reported at fair values

Summarised in the following table are the carrying amounts and fair values of financial assets and financial liabilities not presented in the Group's balance sheet at their fair values. The carrying amounts of short-term receivables (i.e. accounts receivable, deposits and cash and cash equivalents) and short-term payables (i.e. accounts payable and other liabilities) approximated their fair values, and accordingly no disclosure of the fair values of these items is presented.

	Carrying amount in balance sheet		Fair value	
	At 31 Mar 2006 \$'000	At 31 Dec 2005 \$'000	At 31 Mar 2006 \$'000	At 31 Dec 2005 \$'000
<b>Financial assets</b>				
Time deposit with maturity over one year	38,799	38,768	36,284	36,659
Other financial assets included in other non-current assets (note i)	18,553	17,162	16,575	15,550
<b>Financial liabilities</b>				
Participants' admission fees received included in non-current liabilities (note i)	79,850	80,150	76,317	76,732
Participants' contributions to Clearing House Funds:				
– Minimum contributions (note i)	359,450	358,050	343,544	342,779
– Participants' additional deposits	728,484	393,701	728,484	393,701
Financial guarantee contract (note ii)	19,909	19,909	18,646	20,526

- (i) The fair values are based on cash flows discounted using Hong Kong Government bond rates of a tenor similar to the contractual maturity of the respective assets/liabilities, adjusted by an estimated credit spread. Assets/liabilities without a contractual maturity are assumed to mature exactly one year after the balance sheet date. The discount rates used range from 4.63 per cent to 4.83 per cent as at 31 March 2006 (31 December 2005: 4.46 per cent to 4.64 per cent).
- (ii) The fair values are based on the fees charged by financial institutions for granting such guarantees discounted using a ten-year Hong Kong Government bond rate to perpetuity. The discount rate was 4.58 per cent as at 31 March 2006 (31 December 2005: 4.18 per cent).