

香港聯合交易所有限公司

(香港交易及結算所有限公司全資附屬公司)

The Stock Exchange of Hong Kong Limited

(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

通告 CIRCULAR

事項 交易所規則之修訂
Subject: Amendments to the Rules of the Exchange

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Holders of Stock Exchange Trading Rights and Exchange Participants are requested to note that the Securities and Futures Commission has approved the amendments to the Rules of the Exchange in relation to the non-transferability of Stock Exchange Trading Rights.

The amendments set out in the attached Appendix will take effect from 6 March 2010.

Mary Kao
Head – Legal Services

請各位聯交所交易權持有人及交易所參與者注意，證券及期貨事務監察委員會已批准交易所規則，有關聯交所交易權將不可轉讓之修訂。

載於附件之修訂由 2010 年 3 月 6 日起生效。

法律服務部主管
高美萊 謹啓

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Rules of the Exchange

CHAPTER 1

INTERPRETATION

“Tender Process” means the process undertaken prior to the tenth anniversary of the Scheme Effective Date whereby a holder of Stock Exchange Trading Right that was granted under the Stock Exchange Scheme and that had not been transferred or deemed to have been transferred may relinquish its Stock Exchange Trading Right upon the invitation of the Exchange for tender subject to such terms and conditions as the Exchange may in its absolute discretion determine from time to time and prescribe in the tender invitation;

CHAPTER 3

EXCHANGE PARTICIPANTSHIP

306. (3) the Board may revoke its Stock Exchange Trading Right .

311A. (a) Ownership of a Stock Exchange Trading Right will be recorded in an appropriate manner by the Exchange. Subject to Rule 3A18, a holder of a Stock Exchange Trading Right will be issued with an appropriate instrument which shall be prima facie evidence of the entry of his or its name in the register of holders of Stock Exchange Trading Rights kept by the Exchange.

(b) With effect from the tenth anniversary of the Scheme Effective Date, Stock Exchange Trading Rights held as from the Scheme Effective Date which were granted under the Stock Exchange Scheme are not transferable. For purposes of this Rule 311A(b), the following will not be transfers:

- (A) the transmission of a Stock Exchange Trading Right to a person in consequence of the death of its recorded holder;
- (B) the assignment of a Stock Exchange Trading Right from an individual to a company of which he is the sole beneficial owner; and
- (C) a liquidator, receiver or trustee in bankruptcy taking possession of a Stock Exchange Trading Right in such capacity.

For the avoidance of doubt, the person and the company to whom a Stock Exchange Trading Right is transmitted or assigned and the liquidator, receiver or trustee in bankruptcy taking possession of a Stock Exchange Trading Right shall abide by these Rules and any decision of the Board as if he or it were the recorded holder.

(c) [Repealed]

311B. No person may resign as an Exchange Participant of the Exchange and no holder of a Stock Exchange Trading Right may relinquish his or its Stock Exchange Trading Right(s) except with the prior written approval of the Board which may be given subject to any conditions the Board thinks fit. Pending such approval, these Rules shall continue to bind any Exchange Participant or holder of a Stock Exchange Trading Right which has given notice of resignation or relinquishment as if such notice had not been given and the jurisdiction of the Exchange over that Exchange Participant or holder of a Stock Exchange Trading Right, his or its business, affairs and employees shall be in no way affected by such notice.

342. [Repealed]

343. [Repealed]

Incapacity

346. The receiver or liquidator (as the case may be) who shall have full charge and power over the assets of an Exchange Participant affected by the events referred to in Rule 345 (referred to hereinafter as the ‘affected Exchange Participant’) shall abide by these Rules and any decision of the Board as if he were the affected Exchange Participant but shall not be entitled to be registered as an Exchange Participant.

347. [Repealed]

349. [Repealed]

350. [Repealed]

352B. (4) An Exchange Participant shall report to the Exchange loss of an Exchange Participant Certificate and apply for issue of a duplicate certificate. A notice advertising the loss will be published in an English language newspaper and a Chinese language newspaper and the costs of such advertisement shall be borne by the Exchange Participant. After the publication of the notice, a duplicate Exchange Participant Certificate will be issued to it. The duplicate Exchange Participant Certificate shall then be displayed at the Exchange Participant’s principal business address.

(5) An Exchange Participant whose Exchange Participant Certificate is defaced may apply to the Board for a replacement certificate, and attach with such application any defaced certificate for cancellation. A replacement Exchange Participant Certificate will be issued to the applicant in due course. The replacement Exchange Participant Certificate shall then be displayed at the Exchange Participant’s principal business address.

Trading Facilities

364B. (1C) (a) An Exchange Participant which has applied for the use of a Dealing Desk before the Cessation Date undertakes and agrees with the Exchange to accept any Dealing Desk assigned, re-assigned, allocated or re-allocated to it by the Exchange and to use and pay the monthly user fee for the Dealing Desk for the whole of the Binding Period unless otherwise determined by the Exchange.

(1D) [Repealed]

(5) Subject to payment of early termination charge under Rule 364B(2A)(a) where applicable, an Exchange Participant may apply to the Exchange to change its additional AMS terminal applied for or entitled under Rule 364B to an increase in the throughput rate of an order into the System through its Open Gateway and vice versa. No Exchange Participant shall have any right to apply for reinstatement of any Seats.

364C. (3) The right of an Exchange Participant to use any Dealing Desk assigned, re-assigned, allocated or re-allocated by the Exchange under this Rule 364C shall be non-transferable and non-assignable.

CHAPTER 3A STOCK EXCHANGE TRADING RIGHTS

Application Procedures for the Issue of a Stock Exchange Trading Right

3A03A. (c) [Repealed]

(d) An applicant whose application has been approved by the Board shall not be issued a Stock Exchange Trading Right unless and until it has paid in full all fees (including the fee for the Stock Exchange Trading Right) from time to time prescribed by the Board and complied with any other conditions prescribed by the Board.

(f) The applicant will be notified in writing as soon as its application for a Stock Exchange Trading Right has been approved. It shall become a holder of a Stock Exchange Trading Right upon its name being registered in the register of holders of Stock Exchange Trading Rights.

Payment of Subscription

3A04. All holders of Stock Exchange Trading Rights shall be liable to pay monthly subscription or other fees and charges and determined by the Exchange from time to time provided that holders of Stock Exchange Trading Rights which are Exchange Participants shall only be liable to pay the monthly subscription applicable to Exchange Participants.

Stock Exchange Trading Rights

3A05. All holders of Stock Exchange Trading Rights are bound to observe the provisions relating to the subsistence and non-transferability of Stock Exchange Trading Rights stated in Chapter 3 of these Rules.

Disciplinary Matters

- 3A07. A holder of a Stock Exchange Trading Right who in any manner contravenes these Rules, the Regulations, the Procedures, any conditions imposed on the approval of issue or transfer of a Stock Exchange Trading Right or any other requirements imposed on a holder of a Stock Exchange Trading Right may be liable to disciplinary proceedings. The disciplinary proceedings and the disciplinary powers that may be exercised against Exchange Participants set forth in Chapter 7 of these Rules shall mutatis mutandis apply to disciplinary proceedings and disciplinary powers that may be instituted or exercised against a holder of a Stock Exchange Trading Right.
- 3A08. The Board may exercise any of the following disciplinary powers against a holder of a Stock Exchange Trading Right :
- (c) to revoke his or its Stock Exchange Trading Right as set forth in Rule 3A11;
 - (d) [Repealed]
 - (e) to suspend or revoke his or its Stock Exchange Trading Right.

Revocation of Trading Rights

- 3A11. If an Exchange Participant is expelled for any reason, the Exchange may revoke the Stock Exchange Trading Rights of the Exchange Participant subject to the provisions of Chapter 7 in these Rules.

Relinquishment of Stock Exchange Trading Right

- 3A13. (a) A holder of a Stock Exchange Trading Right may, without affecting existing rights or obligations which have accrued and subject to these Rules, at any time relinquish his or its Stock Exchange Trading Right without penalty or compensation whereupon his or its name shall be removed from the register of holders of Stock Exchange Trading Rights.
- (b) Notwithstanding Rule 3A13(a), the holder of the Stock Exchange Trading Right whose tender has been selected under a Tender Process shall relinquish its Stock Exchange Trading Right within six months from the date of the notice of acceptance of the tender issued by the Exchange and in accordance with the procedures as from time to time determined by the Exchange. Any payment due to the holder of Stock Exchange Trading Right will be made by the Exchange as soon as practicable after he or it has relinquished his or its Stock Exchange Trading Right.
- (c) The holder of the Stock Exchange Trading Right shall be deemed to relinquish his or its Stock Exchange Trading Right at the expiry of six months under Rule 3A13(b) and whereupon the holder of the Stock Exchange Trading Right shall be removed from the register of holders of Stock Exchange Trading Rights.

- 3A13A. (a) Notwithstanding Rule 3A13, a corporate holder of a Stock Exchange Trading Right which intends to re-organize its business of dealing in securities by having that business being conducted under one single entity together with that of the business of dealing in futures contracts or any similar re-organization may, at any time and subject to such conditions from time to time prescribed by the Exchange, apply to relinquish its Stock Exchange Trading Right to such entity which shall be a company within its own group of companies.
- (b) For the purposes of Rule 3A13A(a), the holder of the Stock Exchange Trading Right shall complete, sign and deliver to the Exchange an application in writing in such form as the Board may from time to time prescribe to relinquish its Stock Exchange Trading Right and to nominate a company within its own group of companies to take up a new Stock Exchange Trading Right to be issued by the Exchange if its application to relinquish its Stock Exchange Trading Right under Rule 3A13A(a) is approved by the Board. The company so nominated by the holder of the Stock Exchange Trading Right shall simultaneously apply to become an Exchange Participant (if it is not already an Exchange Participant) in accordance with these Rules. Upon the issue of a Stock Exchange Trading Right to the company so nominated, it shall simultaneously become an Exchange Participant.
- (d) The holder of the Stock Exchange Trading Right shall be deemed to relinquish its Stock Exchange Trading Right when the new Stock Exchange Trading Right is issued to the company so nominated and whereupon its name shall be removed from the register of holders of Stock Exchange Trading Rights.
- (e) The decision of the Board in respect of an application to relinquish a Stock Exchange Trading Right under Rule 3A13A shall be final and conclusive.

Register of holders of Stock Exchange Trading Rights

- 3A16. The Exchange shall establish a register of the holders of Stock Exchange Trading Rights, and enter therein the following particulars : -

(d) [Repealed]

Exchange Trading Right Certificate

- 3A18. Each holder of a Stock Exchange Trading Right will be issued an Exchange Trading Right Certificate except that no Exchange Trading Right Certificate (including duplicate Exchange Trading Right Certificate and replacement Exchange Trading Right Certificate) or any other instrument will be issued to holders of Stock Exchange Trading Rights from the tenth anniversary of the Scheme Effective Date.

- 3A19. [Repealed]

CHAPTER 7

DISCIPLINARY

720. If an Exchange Participant is expelled for any reason, the Board may, with effect from the date of expulsion, revoke any Stock Exchange Trading Right of the Exchange Participant. Upon revocation, the name of the Exchange Participant shall be removed from the register of holders of Stock Exchange Trading Rights kept by the Exchange. The Exchange shall not, by virtue of anything done under this Rule, be deemed to have assumed or acquired any obligation attaching to the Stock Exchange Trading Right(s) of the Exchange Participant and the Exchange Participant shall have no claim against the Exchange whatsoever.
721. In the event that an Exchange Participant is expelled and any Stock Exchange Trading Right of the Exchange Participant is revoked as referred to in Rule 720, the Exchange Participant shall remain indebted to the Exchange for all monies owed to the Exchange, including but not limited to all legal and other incidental costs or disbursements incurred by the Exchange in connection with the expulsion and revocation and any sums owing by the Exchange Participant to the Exchange (whether in its capacity as an Exchange Participant, holder of a Stock Exchange Trading Right or in any other capacity), any recognized exchange controller which is the controller of the Exchange or any company of which a recognized exchange controller which is a controller of the Exchange is a controller.

CHAPTER 8

PAYMENT OF FEES AND CHARGES

802. Without limitation to the generality of Rule 801 above, the Board may impose fees and charges in respect of:-

<u>Fee Type</u>	<u>Amount (HK\$)</u>
(2A) (a) Stock Exchange Trading Right (other than those issued under the Stock Exchange Scheme and under Rule 3A13A)	500,000 per Stock Exchange Trading Right
(b) Stock Exchange Trading Right under Rule 3A13A.	10,000

交易所規則

交易所規則

第一章

釋義

「投標程序」 指 在協議計劃生效日期起計滿十周年之前，凡根據聯交所計劃獲授且未被轉讓或未被視為已轉讓聯交所交易權的持有人，可應本交易所的投標邀請放棄其聯交所交易權的程序。此程序須按本交易所不時全權酌情決定並在投標邀請書內指定的條款及條件所規限；

第三章

交易所參與者資格

306. (3) 董事會可撤銷其聯交所交易權。

311A. (a) 本交易所將按適當的方式記錄聯交所交易權的所有權。根據規則第3A18條，聯交所交易權持有人將獲發一份適當的證明文件，而該文件為其姓名或公司名稱已登錄在本交易所保存的聯交所交易權持有人登記冊內的表面證據。

(b) 由協議計劃生效日期起計滿十周年開始，凡根據聯交所協議計劃在協議計劃生效日期授予的聯交所交易權不可轉讓。就本規則第311A(b)條而言，以下各項將不納入為轉讓：

- (A) 因登記持有人身故而將其聯交所交易權轉予另一名人士；
- (B) 將聯交所交易權由個人轉讓予其為唯一實益擁有人的公司；及
- (C) 清盤人或破產管理人或受託人以其身份接管聯交所交易權。

為免疑慮，因承繼聯交所交易權的持有人或因調配而持有聯交所交易權的公司，及因接管聯交所交易權的清盤人或破產管理人或受託人，須如同原先持有人一樣遵守本規則和董事會的任何決定。

(c) [已刪除]

311B. 除非符合董事會認為合適的條件而獲得董事會事先批准，否則交易所參與者概不得辭退其資格，聯交所交易權持有人亦不得放棄其聯交所交易權。在作出有關批准前，本規則將繼續對任何已遞交辭退或放棄通知的交易所參與者有約束力，猶如此等通知並未遞交。本交易所對交易所參與者或聯交所交易權持有人、其業務、事務及僱員的管轄權在任何方面均不受有關通知影響。

342. [已刪除]

343. [已刪除]

喪失資格

346. 因受規則第345條所述的情況影響的交易所參與者（下稱「受影響的交易所參與者」），對其資產擁有完全管理及控制的破產管理人或清盤人（視乎情況而定）須如同受影響的交易所參與者一樣遵守本規則及董事會的任何決定，但無權註冊成為交易所參與者。

347. [已刪除]

349. [已刪除]

350. [已刪除]

352B. (4) 交易所參與者須向本交易所報告遺失交易所參與者證明書，並申請補發證明書複本。遺失啓事須在中英文報章各乙份刊登，有關費用將由該交易所參與者負責。在刊登啓事後，董事會將補發交易所參與者證明書複本予該交易所參與者。該交易所參與者證明書複本須張貼於交易所參與者的主要營業地址。

(5) 交易所參與者的交易所參與者證明書若有損毀可向董事會申請簽發補替證明書，有關申請須連同已損毀的證明書予董事會註銷。在適當時候，申請人將會獲發補替交易所參與者證明書。該補替交易所參與者證明書須張貼於交易所參與者的主要營業地址。

交易設施

364B. (1C) (a) 除非交易所另有規定，申請使用證券交易臺的交易所參與者向交易所承諾及同意接受交易所在終止日期前向其分派、重新分派、分配或重新分配的任何證券交易臺，並承諾及同意於整個承諾使用期內加以使用及繳交證券交易臺月費。

(1D) [已刪除]

(5) 在符合規則第364B(2A)(a)條要求繳交提前終止費用的情況下(若適用)，交易所參與者可向交易所申請，將其根據規則第364B條所申請或獲得的附加自動對盤終端機改為遞加經其開放式網間連接器傳輸往系統的買賣盤通過量，反之亦然。交易所參與者一概無權申請恢復任何席位。

364C. (3) 交易所參與者不得轉讓及不得分派其根據規則第364C條而獲交易所分派、重新分派、分配或重新分配的證券交易臺使用權。

第三A章

聯交所交易權

申請發出聯交所交易權的程序

3A03A. (c) [已刪除]

(d) 獲董事會批准申請的人士，只有在悉數支付董事會不時指定的金額（包括聯交所交易權費用）以及遵守董事會指定的任何其他條件後，方可獲發聯交所交易權。

(f) 申請人的聯交所交易權申請獲得批准後即會獲得書面通知。待申請人的姓名／名稱登記在聯交所交易權持有人的登記冊上後，其即成為聯交所交易權持有人。

支付費用

3A04. 所有聯交所交易權持有人必須向本交易所支付月費或本交易所不時規定的其他費用及收費。如聯交所交易權持有人是交易所參與者，則只需繳付適用於交易所參與者的月費。

聯交所交易權

3A05. 所有聯交所交易權持有人必須遵守本規則第三章所載關於持有及不可轉讓聯交所交易權的條文。

紀律事宜

3A07. 聯交所交易權持有人如有任何行為違反本規則、規例、程序、批准發出或轉讓聯交所交易權的任何附帶條件又或聯交所交易權持有人所須遵守的任何其他規定，則或需要面對紀律處分程序。本規則第七章所載有關可向交易所參與者行使的紀律處分程序和紀律處分權力在加以必要的修改後，亦可對聯交所交易權持有人展開或行使。

3A08. 董事會有權對聯交所交易權持有人行使以下任何紀律處分：

(c) 按照規則第3A11 條撤銷其聯交所交易權；

(d) [已刪除]

(e) 暫停或撤銷其聯交所交易權。

撤銷交易權

- 3A11. 無論交易所參與者因何種理由而被取消資格，本交易所均有權按照本規則第七章的條文撤銷該交易所參與者的聯交所交易權。

放棄聯交所交易權

- 3A13. (a) 聯交所交易權持有人可在不影響現有權利或責任且不牴觸本規則的情況下，隨時放棄其聯交所交易權而不用處分或作出補償。屆時，該聯交所交易權持有人在聯交所交易權持有人登記冊上的登記將被刪除。
- (b) 儘管第3A13(a)條所述，根據投標程序中標的聯交所交易權持有人須在本交易所發出接納投標通知書之日起計六個月內，遵照本交易所不時釐定的程序，放棄其聯交所交易權。本交易所將於聯交所交易權持有人放棄其聯交所交易權後儘快向其支付任何應付款項。
- (c) 根據第3A13(b)條，聯交所交易權持有人將於六個月期滿後被視為放棄其聯交所交易權。屆時，該聯交所交易權持有人在聯交所交易權持有人登記冊上的登記將被刪除。
- 3A13A. (a) 儘管第3A13條所述，聯交所交易權的公司持有人若擬重組其證券買賣業務，使其證券買賣業務與期貨合約買賣業務一併在單一公司下進行，又或進行任何類似的重組，其可隨時在遵照本交易所不時規定的條件下，申請放棄其聯交所交易權予其公司集團旗下的公司。
- (b) 就第3A13A(a)條而言，若聯交所交易權持有人根據第3A13A(a)條放棄其聯交所交易權的申請獲董事會批准，其須按董事會不時規定的格式將申請書填妥、簽署及送交本交易所，以放棄其聯交所交易權及提名其公司集團旗下的公司接受本交易所將發出的新聯交所交易權。與此同時，獲聯交所交易權持有人提名的公司（若並非交易所參與者）須根據本規則申請成為交易所參與者。當獲提名的公司獲發聯交所交易權時，其須同時成為交易所參與者。
- (d) 待獲提名公司獲發新聯交所交易權後，聯交所交易權持有人將被視為放棄其聯交所交易權。屆時，其在聯交所交易權持有人登記冊上的登記將被刪除。
- (e) 董事會根據第3A13A條就放棄聯交所交易權的申請所作決定為最終及不可推翻。

聯交所交易權持有人登記冊

- 3A16. 本交易所須編製聯交所交易權持有人的登記冊，並載入下列資料：—
- (d) [已刪除]

聯交所交易權證明書

- 3A18. 每名聯交所交易權持有人會獲發聯交所交易權證明書。但由協議計劃生效日期起計滿十周年開始，聯交所交易權持有人將不會獲發聯交所交易權證明書（包括聯交所交易權證明書複本及補發聯交所交易權證明書）或任何其他證明文件。
- 3A19. [已刪除]

第七章

紀律

720. 無論交易所參與者因任何理由被取消資格，董事會可由取消資格的日期起，撤銷該交易所參與者的任何聯交所交易權。屆時，該交易所參與者在聯交所交易權持有人登記冊上的登記將被刪除。根據本規則所作出的任何行動，本交易所不會被視為已負上或獲得該交易所參與者的聯交所交易權所附有的任何責任及該交易所參與者不得向交易所提出任何索償。
721. 根據規則第720條所述的情況下，雖然該交易所參與者被取消資格及被撤銷其任何聯交所交易權，但該交易所參與者仍然須要償還虧欠本交易所的所有款項，包括但不只限於因要取消及撤銷有關聯交所交易權而引致的所有法律及其他附帶費用或墊支及該交易所參與者拖欠本交易所或任何作為本交易所控制人的認可控制人或任何作為本交易所控制人的認可控制人為其控制人的公司（不論以交易所參與者、聯交所交易權持有人的身份或以其他身份）的款項。

第八章

繳付費用

802. 在不限制上述規則第 801 條的一般性的情況下，董事會可就以下事項徵收費用：—

<u>收費類別</u>			<u>金額（港幣）</u>
(2A)	(a)	聯交所交易權（根據聯交所計劃及規則第 3A13A 條發出之交易權除外）	每個聯交所交易權500,000元
	(b)	根據規則第3A13A條發出的聯交所交易權	10,000元