HKEX
香港交易所

中央結算系統託管商參與者/全面結算參與者申請之解釋說明
Explanatory Notes for Application for CCASS Custodian/General Clearing Participantship

1. 託管商參與者的申請資格
Admission Criteria for Custodian Participant

欲成為由香港中央結算有限公司(「結算公司」)經營的中央結算及交收系統(「中央結算系統」)內的「託管商參與者」,申請人必須符合下述申請資格:
To become a Custodian Participant of the Central Clearing and Settlement System ("CCASS") operated by Hong Kong Securities Clearing Company Limited ("HKSCC"), the applicant must fulfill the following admission criteria, namely:

a. i. 須為根據《銀行業條例》(香港法例第 155 章)註冊的認可機構;或
be an authorized institution under the Banking Ordinance (Chapter 155 of the laws of Hong Kong); or

ii. 須為根據《受託人條例》(香港法例第 29 章)註冊的信託公司;或
be a trust company registered under the Trustee Ordinance (Chapter 29 of the laws of Hong Kong); or

iii. 須為根據《證券及期貨條例》(香港法例第 571 章)獲發牌或當作獲發牌進行第一類受規管活動的持牌法團,但不是香港聯合交易所有限公司(「聯交所」)的交易所參與者;或
be or be deemed to be a licensed corporation which is licensed to carry on Type 1 regulated activity under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) and which is not an Exchange Participant of The Stock Exchange of Hong Kong Limited ("SEHK"); or

iv. 須為根據《外匯基金條例》(香港法例第 66 章)的金融管理專員。
be the Monetary Authority under the Exchange Fund Ordinance (Chapter 66 of the laws of Hong Kong).

b. 向結算公司證明:
to demonstrate to the satisfaction of HKSCC that:

i. 其經營有關聯交所上市證券的託管業務已有穩固基礎,或具有經營有關聯交所上市證券的託管業務的財政及運作能力;及
it has an established custodian business in securities listed on SEHK or it has the financial and operational capacity to establish and operate a custodian business in securities listed on SEHK; and

ii. 具有符合結算公司有關中央結算系統的交易運作規定的財政及運作能力;
it has the financial operational capacity to meet the operational requirements stipulated by HKSCC for its transactions in CCASS;

c. 簽署參與者協議;按照參與者協議向結算公司繳付 1,000,000 港元參與費(或結算公司不時規定的其他款項);如有所需,並就參與中央結算系統而須向結算公司履行的責任(包括但不限於就其存於中央結算系統的問題合資格證券而應負的法律責任)提供結算公司接納的擔保,其形式為保險或其他獲結算公司接納的形式;及
to sign a Participant Agreement; pay to HKSCC in accordance with the Participant Agreement an admission fee of HK$1,000,000 (or such other amount as may be specified by HKSCC from time to time); and to provide, if required, assurances acceptable to HKSCC in respect of its obligations to HKSCC as a result of its participation in CCASS, including, but not limited to, liabilities for defective Eligible Securities deposited by it into CCASS, such assurances to be in the form of insurance or in such other form as shall be acceptable to HKSCC; and

d. 倘若獲准將合資格證券存入其股份戶口,以保險形式或其他獲結算公司接納的擔保形式提供不少於 100,000,000 港元的擔保,作為其存入中央結算系統的問題證券所引致的法律責任的保證。
if Eligible Securities are accepted for deposit into its Stock Accounts by it, to provide a form of insurance or other form of assurances acceptable to HKSCC to secure an amount of not less than HK$100,000,000 for the purpose of securing its liabilities for defective Eligible Securities deposited into CCASS.

申請人若為根據《銀行業條例》(香港法例第 155 章)註冊的認可機構及其實繳股本不少於 100,000,000 港元(或其他可自由兌換港元的同等價值貨幣),可獲豁免上述 d 項的規定。
An applicant which is an authorised institution under the Banking Ordinance (Chapter 155 of the laws of

Hong Kong) and which has paidup share capital of not less than HK$100,000,000 (or its equivalent in a currency freely convertible into HK dollars) need not comply with item d above.

2. 全面結算參與者的申請資格
Admission Criteria for General Clearing Participant

欲成為由結算公司經營的中央結算系統內的「全面結算參與者」，申請人必須符合下述申請資格：
To become a General Clearing Participant ("GCP") of CCASS operated by HKSCC, the applicant must fulfill the following admission criteria, namely:

a. i. 須為根據《證券及期貨條例》（香港法例第 571 章）獲發牌進行第一類受規管活動的持牌法團；或
be a licensed corporation which is licensed to carry on Type 1 regulated activity under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong); or
ii. 須為根據《證券及期貨條例》（香港法例第 571 章）成功登記進行第 1 類受規管活動的註冊機構。
be a registered institution which is registered to carry on Type 1 regulated activity under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

b. (如申請人為持牌法團)
(if the applicant is a licensed corporation)

i. 須為在香港註冊成立的股份有限公司；及
be a company limited by shares incorporated in Hong Kong; and
ii. 擁有及承諾維持速動資金不少於(1) 100,000,000 港元，但若其已跟 5 個或以上的非結算參與者簽訂有效結算協議，自第 5 個已經簽訂有效結算協議的非結算參與者其後的每個非結算參與者額外增加 20,000,000 港元，總額以 390,000,000 港元為上限；或 (2) 《財政資源規則》所規定水平，以較高者為準。
have and undertake to maintain liquid capital of not less than (1) HK$100,000,000 provided that if it has entered into valid clearing agreements with no more than five NCPs, an additional HK$20,000,000 for each NCP after the fifth NCP with which it has entered into a valid clearing agreement, subject to a maximum of HK$390,000,000; or (2) its required liquid capital under the Financial Resources Rules, whichever is the higher.

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c. (如申請人為註冊機構)
(if the applicant is a registered institution)

須為在銀行業（資本）規則的一級資本不少於390,000,000港元（或結算公司不時規定的其他水平）
have Tier 1 capital under the Banking (Capital) Rules of not less than HK$390,000,000 or such other level as prescribed by HKSCC from time to time.

d. 向結算公司證明其經營有關聯交所上市及/或買賣證券的結算業務已有穩固基礎，或證明其具有經營聯交所上市及/或買賣證券的結算業務的財政及運作方面的能力。
to demonstrate to the satisfaction of HKSCC that it has an established clearing business in securities listed and/or traded on SEHK or it has the financial and operational capacity to establish and operate a clearing business in securities listed and/or traded on SEHK.

e. 簽署一份參與者協議；按照參與者協議向結算公司繳付 50,000 港元參與費，或(如適用)就申請人持有的每個聯交所交易權向結算公司繳付 50,000 港元參與費 (取較高者) 或結算公司不時規定的其他款額；按照一般規則向結算公司繳付供款；按照結算公司接納或規定的形式安排賠償保險；如有所需，就參與中央結算系統而須向結算公司履行的責任（包括但不限於就其存於中央結算系統的問題合資格證券而應負的法律責任）提供獲結算公司接納的擔保，其形式為保險或其他可獲結算公司接納的形式；並促使其指定銀行同意遵守結算公司有關中央結算系統款項交收的規定。
to sign a Participant Agreement; to pay to HKSCC as provided in the Participant Agreement an admission fee of HK$50,000 or HK$50,000 in respect of each Stock Exchange Trading Right held by the applicant (if applicable) whichever is the higher (or such other amount as may be specified by HKSCC from time to time); to pay to HKSCC its Contribution in accordance with the Rules; to arrange indemnity insurance in a form acceptable to or as prescribed by HKSCC; and to provide, if required, assurances acceptable to HKSCC in respect of its obligations to HKSCC as a result of its participation in CCASS, including, but not limited to, liabilities for defective Eligible Securities deposited by it into CCASS, such assurances to be in the form of insurance or in such other form as shall be acceptable to HKSCC; and to procure the agreement of its Designated Bank to comply with the requirements of HKSCC for CCASS money settlement purposes.

f. 每名結算參與者須向結算公司設立的保證基金繳付供款。各全面結算參與者的最低供款額應為十五萬港元，或就其持有的每個聯交所交易權供款五萬港元，另再就每名與其訂有結算合約的非結算參與者或非中華通結算參與者供款五萬港元(取較高者)。各結算參與者的最低供款額須以現金繳付。結算公司可不時訂明其他金額作為每名結算參與者的最低供款額。

to make contribution to the Guarantee Fund of HKSCC. The minimum amount of the contribution to be made by each GCP shall be HK$150,000 or the aggregate of HK$50,000 in respect of Stock Exchange Trading Right held by it and HK$50,000 in respect of each NCP/ NCCCP with whom such GCP has entered into a Clearing Agreement, whichever is the higher. The minimum amount of the contribution to be made by each applicant shall be made in cash. HKSCC may from time to time specify such other amount as the minimum amount of the contribution by each applicant.

3. 遞交申請地點
Where to Submit Application

申請人須填妥申請文件（參閱下述第 4 及 5 段），並郵寄或由專人送交位於香港中環康樂廣場八號交易廣場一期四十五樓的香港交易及結算所有限公司（「香港交易所」）客戶服務部。
Applicant should complete and submit by post or by hand the prescribed application documents (see Notes 4 and 5 below) to Client Services Department of Hong Kong Exchanges and Clearing Limited ("HKEX") at 45/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong.

4. 須遞交的申請文件
Application Documents to be Submitted

申請人必須填妥及遞交下列文件：

Applicant must complete and submit the following documents:

a. 中央結算系統託管商參與者/全面結算所參與者申請
Application for CCASS Custodian / General Clearing Participantship

b. 申請人之董事會議決案之經核證為真實的副本，議決授權申請人的一名行政人員簽署託管商 / 全面結算參與者協議書（請參閱附件 1）
Certified true copy of board resolution of the applicant authorizing an officer(s) of the applicant to execute the Custodian / General Clearing Participant Agreement. (please refer to attachment 1)

c. 託管商參與者協議，一式兩份（參閱下述第 7 段）
Custodian / General Clearing Participant Agreement, in duplicate (see Note 7 below)

d. 有關託管商參與者的運作能力問卷
Questionnaire Relating to Operational Capability of Custodian Participant

e. 運作及風險控制計劃書 (請參閱參與者及交易權申請之解釋說明附件 2) – 只適用於全面結算參與者及結算參與者 ；
An Operations and Risk Control Plan (please refer to Attachment 2 of Explanatory Notes for Application for Participantship and Trading Right (EN1)) – applicable to General Clearing Participant https://www.hkex.com.hk/-/media/HKEX-Market/Services/Rules-and-Forms-and-Fees/Forms/Securities-(Hong-Kong)/Trading/Participantship/Participantship---Admission/EN1.pdf?la=en

5. 其他所需文件
Other Documents Required

a. 請遞交下列有關申請人法律身份的文件, 須經由申請人的一位董事、公司秘書或公證人、律師或專業會計師核證為真實的文件副本：
A copy of each of the following documents relating to applicant's legal status duly certified by any one of the applicant's directors, company secretary or a notary public, a solicitor or professional accountant:

i. 根據香港《公司條例》成立及受其監管的申請人 -
For applicant formed and registered under the Companies Ordinance of Hong Kong -

(a) 商業登記證
Business Registration Certificate

(b) 最近期的已審核賬目
latest audited accounts

(c) 若申請人為公司集團的一部份，請提供集團的結構圖表，以顯示集團旗下每間公司的持股百分率、主要業務及其成立為法團的所在國家
if the applicant is a part of a group of companies, please provide a chart of the group structure to indicate the percentage of equity held, the principal business and country of incorporation of each group company

(d) 為持牌銀行或有限制持牌銀行或接受存款公司或信託公司的註冊證書；或根據《證券及期貨條例》第 116(1)條經營第 1 類規管活動的持牌法團的牌照證書；或根據《證券及期貨條例》第 119(1)條經營第 1 類規管活動的註冊機構的牌照證書。
Certificate of Registration as licensed bank or restricted licence bank or deposit-taking company or trust company; or Certificate of Licence as a licensed corporation under

section 116(1) of the Securities and Futures Ordinance to carry on Type 1 regulated activity; or Certificate of Licence as a registered institution under section 119(1) of the Securities and Futures Ordinance to carry on Type 1 regulated activity.

ii. 根據其他國家的規例或法律成立及受其監管，並已根據香港《公司條例》註冊為非香港公司的申請人 -
For applicant incorporated outside Hong Kong and registered as a non-Hong Kong company under the Companies Ordinance of Hong Kong -

(a) 根據香港《公司條例》發出的非香港公司註冊證書
Certificate of Registration of Non-Hong Kong Company issued under the Companies Ordinance of Hong Kong

(b) 在香港發出的商業登記證
Business Registration Certificate issued in Hong Kong

(c) 最近期的已審核賬目
latest audited accounts

(d) 若申請人為公司集團的一部份，請提供集團的結構圖表，以顯示集團旗下每間公司的持股百分率、主要業務及其成立為法團的所在國家
if the applicant is a part of a group of companies, please provide a chart of the group structure to indicate the percentage of equity held, the principal business and country of incorporation of each group company

(e) 為持牌銀行或有限制持牌銀行或接受存款公司或信託公司的註冊證書；或根據《證券及期貨條例》第 116(1)條經營第 1 類規管活動的持牌法團的牌照證書；或根據《證券及期貨條例》第 119(1)條經營第 1 類規管活動的註冊機構的牌照證書。
Certificate of Registration as licensed bank or restricted licence bank or deposit-taking company or trust company; or Certificate of Licence as a licensed corporation under section 116(1) of the Securities and Futures Ordinance to carry on Type 1 regulated activity; or Certificate of Licence as a registered institution under section 119(1) of the Securities and Futures Ordinance to carry on Type 1 regulated activity.

(同時，申請人須為其中央結算系統之參與及運作向結算公司呈交各項文件及表格，有關之文件及表格，請參閱附件2。)
(Applicant should also complete and return various documents and forms to HKSCC in relation to its participation and operations in CCASS. Please refer to Attachment 2 for the list of the relevant documents and forms.)

6. 《中央結算系統一般規則》及《中央結算系統運作程序規則》
"General Rules of CCASS" and "CCASS Operational Procedures"

參與者協議內訂明，申請人在向香港結算申請成為中央結算系統參與者時，已獲得及完全了解《中央結算系統一般規則》及《中央結算系統運作程序》（共同簡稱為「規則及程序」）。申請人應注意,在成為中央結算系統的參與者後，將受規則及程序所約束，規則及程序載於香港交易所網址 www.hkex.com.hk 上, 及可於香港交易所位於香港交易廣場 1 期 1 樓的銷售處購買。
The Participant Agreement provides that at the time of its application to HKSCC to become a Participant in CCASS, the applicant has obtained, read and understood the "General Rules of CCASS" and "CCASS Operational Procedures" (collectively referred to as "Rules and Procedures"). Applicant should be aware that the Rules and Procedures would be binding on it upon admission as a CCASS participant. Copy of the Rules and Procedures is available on the website of HKEX at http://www.hkex.com.hk, and at the Sales Counter of HKEX at 1/F, One Exchange Square, Central, Hong Kong at a prescribed fee.

7. 參與者協議
Participant Agreement

此協議訂明申請人與香港結算因參與中央結算系統而應有的法定合約關係。申請人必須簽署一式兩份協議並將協議日期留空。香港結算將於批准其申請後，在兩份協議上填上日期（與批准日期相同）及加簽，並將其中一份送交申請人保管。申請人將由協議上所列日期起成為中央結算系統的參與者。
The Agreement creates the legal contractual relationship between the applicant and HKSCC regarding the applicant's participation in CCASS. Applicant must sign two originals of the Agreement and leave the agreement date blank. On its approval of the application, HKSCC will date the two original Agreements (same as the approval date), sign the same and send one original to the applicant for safe-keeping. The applicant, as of the date of the Agreement, will become a Participant of CCASS.

ATTACHMENT 1

(SAMPLE RESOLUTION)

CERTIFIED TRUE EXTRACT of Minutes of the Meeting of the Board of Directors of (name of Applicant) (the "Company") held on (date) at (Place) at (time) .

APPLICATION FOR ADMISSION AS A CUSTODIAN/GENERAL CLEARING PARTICIPANT OF HONG KONG SECURITIES CLEARING COMPANY LIMITED ("HKSCC")

IT WAS RESOLVED THAT (name of Authorized Person) be authorized to execute and sign on behalf of the Company all relevant documents, including the *Custodian/General Clearing Participant Agreement, in relation to the admission as a *Custodian/General Clearing Participant of HKSCC.

* Please delete where inappropriate

Dated this day of , (Year) .

*I / We hereby certify that this is a true and correct extract of this original Minutes of the Meeting of Directors of the Company.

Director/Company Secretary

[This sample resolution is published by Hong Kong Exchanges and Clearing Limited ("HKEX") for reference only. HKEX and its subsidiaries accept no liability (whether in tort or contract or otherwise) for any loss or damage arising from any omission, inaccuracy or errors.]

申請結算公司參與者適用之文件及表格
Document and Forms applicable to Applications for Participantship of HKSCC

注意事項：
Notes：

1. 申請人須為其中央結算系統之參與及運作向結算公司呈交下列文件及表格。結算公司在接獲申請後，將會提供有關之文件及表格予申請人填寫。
   Applicant should complete and return the following documents and forms to HKSCC in relation to its participation and operations in CCASS. HKSCC will provide the relevant documents and forms to the applicant upon receipt of the application.

2. 申請人須呈交予結算公司董事會議決案之經核證為真實的副本，議決授權申請人的一名行政人員給予結算公司有關申請人在中央結算系統之參與及運作之所有事宜的書面指示 (請參閱附件3)；
   Applicant should provide to HKSCC a certified true copy of the board resolution authorizing an officer(s) of the applicant to give written instructions to HKSCC in connection with any matters arising from the applicant's participation and operations in CCASS of HKSCC (please refer to Attachment 3);

3. 申請人在填寫有關文件或表格時，如有疑問或需要協助，請聯絡中央結算系統熱線 (電話：2979-7111)。
   Should the applicant have any question or require assistance when completing the documents or forms, please contact CCASS hotline at 2979-7111.

文件及表格：
Documents and Forms：

(結算公司在接獲申請後，將會提供下列之文件及表格予申請人填寫)
(The following documents and forms will be provided by HKSCC to the applicant upon receipt of the application.)

1. 下列之結算系統的現金結算授權書:
   The following authorization forms for effecting the CCASS money settlement:

   i. 電子付款指示扣賬及資料申請授權書；
   Debit Authorisation for Electronic Payment Instruction and Authorisation to Disclose Information Form;

   ii. 直接扣賬授權及資料申報授權書；及
   Direct Debit Authorisation for Electronic Payment Instruction and Authorisation Form to Disclose Information Form; and

   iii. 票據交換所自動轉賬系統 (CHATS) 付款指示扣賬及資料申報授權書如適用;
   Debit Authorisation for Clearing House Automated Transfer System (CHATS) Payment Instruction and Authorization to Disclose Information Form, if applicable;

2.「獲授權簽署人仕」名單及簽署式樣；
   List of Authorized Signatories with Specimen Signatures;

3. 新參與者的公司資料;
   Company Particulars Form for New CCASS Participant;

4. 新參與者獨立股份戶口表格；
   Stock Segregated Account Maintenance Form for New Participant;

5. 安裝 CCASS/3 終端機申請表；
   Application Form for Installation of CCASS/3 Terminal(s);

6. CCASS/ CCMS SDNet 線路服務通知；
   CCASS/CCMS SDNet Line Service Notification Form for HKSCC/HKCC/SEOCH Participants/HKSCC Designated Banks;

7. 報表檢索平台申請表；
   Registration Form for Report Access Platform (RAP);

8. 新參與者的管理人仕的使用組別資料；
   User Profile for Delegated Administrator for New Participant.

ATTACHMENT 3

(SAMPLE RESOLUTION)

CERTIFIED TRUE EXTRACT of Minutes of the Meeting of the Board of Directors of **_____ (Name of Applicant) (the "Company") held on _____ (Date) at _____ (Place) at _____ (Time).**

☐ Please tick **"✓"** in appropriate boxes below

APPLICATION FOR ADMISSION AS A☐CUSTODIAN / ☐GENERAL CLEARING PARTICIPANT OF HONG KONG SECURITIES CLEARING COMPANY LIMITED ("HKSCC")

IT WAS RESOLVED THAT, upon being admitted as a ☐Custodian/ ☐General Clearing Participant of HKSCC, the following list of signatories ("Authorized Signatories") be authorized to give written instructions to HKSCC in connection with any matters arising from the Company's participation and operations in Central Clearing and Settlement System ("CCASS") and that

☐ any one of the Authorized Signatories signing alone shall be valid/
☐ any two of the Authorized Signatories signing jointly shall be valid/
☐ any two of Group A or any one Group A and any one of Group B of the Authorized Signatories signing jointly shall be valid/
☐ company chop must be affixed in addition to signature(s):
☐ company chop is not required to be affixed in addition to signature(s):
☐ others: _____

No.	Full Name in English	Signing Group (please state N.A. if not applicable)

IT WAS FURTHER RESOLVED THAT the Company shall hold HKSCC harmless against any and all claims that may arise by reason of HKSCC acting on such written instructions of the Authorized Signatories and HKSCC shall incur no liabilities for or in respect of any such action.

Dated this day of, _____ (Year).

I / We hereby certify that this is a true and correct extract of this original Minutes of the Meeting of Directors of the Company.

☐ Director / ☐ Company Secretary

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