

## OTC Clear's requirement for non-Hong Kong incorporated Clearing Members on Capacity Opinion

Any applicant of OTC Clear clearing membership which is not incorporated in Hong Kong ("the Applicant") will be required to provide a capacity opinion addressed to OTC Clear in respect of the capacity and authority of the Applicant to enter into the Membership Agreement and abide by and be bound by all the provisions of the Clearing Rules and the Clearing Procedures (including all exhibits, attachments, annexes, schedules and appendices thereto, and any document incorporated by reference therein or required by the Clearing Rules and Clearing Procedures to be entered into, if any), substantially in the form appended hereto, confirming that:

- the Applicant has the corporate power to enter into, and perform its obligations under, the Membership Agreement, the Clearing Rules and any document required by the Clearing Rules and Clearing Procedures to be entered into, if any
- the Applicant has taken all necessary corporate action to authorize its execution and delivery of the Membership Agreement, the Clearing Rules and any document required by the Clearing Rules and Clearing Procedures to be entered into, if any
- the Applicant has obtained all consents, licenses, approvals and authorizations, and completed all registrations and filings (as applicable) with, any governmental or other authority or agency required by applicable law in relation to its entry into the Membership Agreement, the Clearing Rules and any document required by the Clearing Rules and Clearing Procedures to be entered into, if any
- the Companies Search and the Winding-up Search revealed no order or resolution for the winding-up of the Applicant and no notice of appointment in respect of the Applicant of a liquidator or receiver.
- the entry into and performance of the Membership Agreement, the Clearing Rules and any document required by the Clearing Rules and Clearing Procedures to be entered into, if any, by the Applicant does not violate any applicable law or the Memorandum or Articles of Association of the Applicant.

The original of the capacity opinion will need to be issued to OTC Clear on a day which is fallen within one week before the membership commencement date.

For any queries on capacity opinion, please contact OTC Clear Member Service team at 2211 6538.