

**NOTE: This draft is for indicative purposes only and is provided on a non-reliance basis. These amendments have not yet been implemented; the Terms and Conditions for FINI remain subject to change prior to the effective date of these amendments.**

**Terms and Conditions of FINI<sup>‡</sup>**

**Part A: General Terms and Conditions**

**2. Modification, discontinuance, termination and enforcement**

2.12. Notwithstanding any provision to the contrary in these Terms and Conditions, these Terms and Conditions are part of the HKSCC Rules and any amendment thereto shall be subject to the Commission's approval.

**Schedule 1: Interpretation and Definition**

<u>participating securities</u>	has the meaning given to it by rule 4 of the Securities and Futures (Uncertificated Securities Market) Rules made by the Commission;
Share Registrar User	means a FINI User which uses FINI in the capacity as a <u>sharesecurities</u> registrar in a New Listing and whose registration to use FINI as a Share Registrar User has been accepted by HKSCC;

<sup>‡</sup>These Terms and Conditions are part of the HKSCC Rules and any amendment thereto shall be subject to the Commission's approval

**Part B: User Supplement**

**B1: Sponsor User Supplement**

**4. Representations, warranties, declarations and undertakings**

Deposit of newly issued securities and existing issued securities into CCASS

4.4. With respect to a New Listing, a Sponsor User will be required to confirm the settlement arrangements by making a Regulatory Submission to FINI through the prescribed e-form in accordance with the FINI User Guide. By making this Regulatory Submission to FINI, a Sponsor User shall be deemed to have made the following representations, warranties and undertakings to HKSCC:

(a) the issue of all securities for which the New Listing is sought was duly approved and authorized by the directors and the shareholders of the Issuer;

(b) it has procured the Issuer's ~~share securities~~ registrar in Hong Kong to ~~issue certificates of title representing the securities in the name of HKSCCN or the name of shareholder based on the information set out in the e-form submitted to FINI (as the case may be), in each case;~~

(A) where the securities are not participating securities, deliver to HKSCC the certificates of title representing the securities according to the information and denominations as may be prescribed set out in such e-form or as prescribed by HKSCC from time to time; or

(B) where the securities are participating securities, (i) complete the registration of the securities into the name of HKSCCN as set out in such e-form or as prescribed by HKSCC from time to time and (ii) confirm to HKSCC that HKSCCN is duly recorded as the holder of the securities on FINI; and to deliver the same to HKSCC for the register of holders of the Issuer,

before the deadline as prescribed by HKSCC, or set out in the FINI User Guide, for HKSCC to credit to the stock account number 02 of the relevant HKSCC Participant, based on the information set out in the e-form submitted to FINI before the submission deadline as prescribed by HKSCC or set out in the FINI User Guide;

(c) it acknowledges and agrees that (A) the "Settlement Instructions (SI) Input Date" in the e-form shall be the earliest possible date for HKSCC Participant to input settlement instructions into CCASS and (B) settlement of SI Transactions (as defined in the HKSCC Rules) will only be effected after the securities are credited to the stock account of the designated HKSCC Participant;

- (d) where the New Listing involves the deposit of existing issued securities into CCASS (whether the depositing securities are originated from a transfer from the Issuer's overseas share register or not) and the securities are not participating securities, the Sponsor User further:
- ( Ai) confirms to HKSCC that the securities are legally owned by persons whose names are shown on the relevant certificates of title and that such persons have been duly recorded in the register of members of the Issuer as the holders of the securities; and
  - ( Bii) undertakes to HKSCC that it shall:
    - ( Ai) arrange for deposit of all relevant certificates of title together with the duly executed transfer forms before the deadline as prescribed by HKSCC or set out in the FINI User Guide; and
    - ( Bii) procure the Issuer's sharesecurities registrar in Hong Kong to:
      - (1) complete the registration of the securities into the name of HKSCCN before the deadline as prescribed by HKSCC or set out in the FINI User Guide without imposing any registration fee on HKSCCN; and
      - (2) ~~to~~ make available the certificates of title ~~so~~ issued in the denominations specified by HKSCC, for collection before the deadline as prescribed by HKSCC or set out in the FINI User Guide;
- (e) Where the depositing securities are listed in more than one listing venue and originated from a transfer from the Issuer's overseas share register to its Hong Kong share register, a Sponsor User further undertakes to provide HKSCC a board resolution issued by the Issuer for approving such deposit of securities which are originated from the Issuer's overseas share register and moved to its Hong Kong share register; and
- (f) It acknowledges and agrees that: (A) if it fails to comply with the arrangements in accordance with section 4.4 of this Sponsor User Supplement or any relevant requirements under the FINI User Guide, the securities represented by the relevant certificates of title may be rejected for deposit into CCASS; and (B) neither HKSCC nor any Relevant party shall be liable or responsible in any way for any Damages or Losses arising from or in connection with such rejection.

A Sponsor User shall acknowledge and agree that a Regulator may from time to time prescribe other documents or information which may be required to be submitted through FINI in respect of a New Listing.

### **B3: Share Registrar User Supplement**

Capitalized terms used in this Share Registrar User Supplement will have the meanings given to such terms in the General Terms and Conditions. Nothing in this Share Registrar User Supplement or the General Terms and Conditions is intended to or shall derogate from the duties and obligations of Share Registrar Users in respect of a New Listing pursuant to the Legal and Regulatory Requirements.

#### **1. Application**

1.3. Notwithstanding any other provisions in the General Terms and Conditions or this Share Registrar User Supplement, HKSCC shall not be deemed a sharesecurities registrar's regulator by virtue of such sharesecurities registrar becoming a Share Registrar User.

#### **2. Share Registrar User's functions and representations**

2.3. With respect to a New Listing, a Share Registrar User represents and warrants to HKSCC and other Relevant Parties that:

- (a) It is duly authorized by the Issuer to act as sharesecurities registrar in the relevant New Listing and has made the management of the Issuer fully aware of the arrangements set out in sections 3 to 5 of this Share Registrar User Supplement.
- (b) It has obtained all necessary approvals and consent to act as sharesecurities registrar in the relevant New Listing.

#### **5. Confirmations to HKSCC and Certificate of title**

5.1. With respect to a New Listing, a Share Registrar User shall, before the deadline prescribed by HKSCC or set out in the FINI User Guide:

- (a) where the securities are participating securities:
  - (A) for the purpose of effecting credit of the securities to the relevant HKSCC Participants' stock accounts in CCASS for successful public offer applicants, confirm to HKSCC in accordance with the HKSCC Rules that HKSCCN is duly recorded as the holder of the securities on the register of holders of the Issuer in accordance with the public offer allotment file; and
  - (B) in connection with the securities resulting from placing or transfer from overseas register and for the purpose of effecting credit of the securities to the stock account(s) in CCASS designated by placing agent and/or sponsor, confirm to HKSCC in accordance with the HKSCC Rules that HKSCCN is duly recorded as the holder of the securities on the register of holders of the Issuer; or
- (b) where the securities are not participating securities:

- (A) for the purpose of effecting credit of the securities to the relevant HKSCC Participants' stock accounts in CCASS for successful public offer applicants, deliver to HKSCC the relevant certificates of title in the denominations specified by HKSCC, in accordance with the public offer allotment file; and
- (B) in connection with the securities resulting from placing or transfer from overseas register and for the purpose of effecting credit of the securities to the stock account(s) in CCASS designated by placing agent and/or sponsor, deliver to HKSCC the relevant stock deposit forms and certificates of title in the denominations specified by HKSCC.

PROVIDED THAT, in the event of a Severe Weather Event, rendering it impossible for a Share Registrar User to deliver the relevant certificates of title to HKSCC as scheduled, the Share Registrar User shall provide electronic copies of the following supporting documents to HKSCC no later than the deadline as agreed between the Federation of Share Registrars Limited and HKSCC which is set out in the FINI User Guide: (a) extract of updated register of members showing the allotted securities, which shall take effect and conditional upon the New Listing; and (b) a report showing the certificate numbers and denomination of each certificate in such format as agreed between the Share Registrar User and HKSCC. A Share Registrar User shall also ensure that all the relevant certificates of title are duly issued and kept under its safe custody. Upon discontinuance of the Severe Weather Event, the Share Registrar User shall arrange for the delivery of the relevant original certificates of title to HKSCC immediately after the resumption of courier services and before the deadline as agreed between the Federation of Share Registrars Limited and HKSCC which is set out in the FINI User Guide.

- 5.1. Upon receipt of ~~re~~-registration request from HKSCC with regard to the certificates of title for the securities which are not issued in the name of HKSCCN amongst the securities as mentioned in section 5.1(b)(B) of this Share Registrar User Supplement, a Share Registrar User shall complete the ~~re~~-registration of the relevant securities into the name of HKSCCN in the register of members of the Issuer and to make available the certificate(s) so issued for HKSCC's collection by the deadline prescribed by HKSCC or set out in the FINI User Guide. No registration fee shall be charged by the Share Registrar User.