

**香港中央結算有限公司**  
(香港交易及結算所有限公司全資附屬公司)  
**Hong Kong Securities Clearing Company Limited**  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

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**通告 CIRCULAR**

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事項 中央結算系統一般規則及中央結算系統運作程序規則之修訂  
Subject: Amendments to General Rules of CCASS and CCASS Operational Procedures

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CCASS participants are requested to note that the Securities and Futures Commission has approved amendments to the General Rules of CCASS and the CCASS Operational Procedures for the purpose of enabling Hong Kong Securities Clearing Company Limited ("HKSCC") to accept uncertificated securities issued by overseas-incorporated listed companies as Eligible Securities in CCASS.

The amendments, as set out in Appendices 1 and 2, will take immediate effect.

The marked-up version of the amendments can be downloaded from the following sections of the HKEx website:

- "Rule Update - General Rules of CCASS"
- "Rule Update – CCASS Operational Procedures"

Christine Wong  
Chief Counsel & Head  
Legal Services Department

請各位中央結算系統參與者注意，證券及期貨事務監察委員會已批准修訂中央結算系統一般規則及中央結算系統運作程序規則，有關以使香港中央結算有限公司（香港結算）可以接納海外註冊成立的上市公司所發行的無憑證式證券為中央結算系統的合資格證券之修訂。

載於附件一及二之修訂由即日起生效。

有關規則的標明修訂本可在香港交易所網站中下載：

- "規則修訂 - 中央結算系統一般規則"
- "規則修訂 - 中央結算系統運作程序規則"

法律服務部  
首席法律顧問及主管  
黃凱明 謹啟

香港交易及結算所有限公司  
Hong Kong Exchanges and Clearing Limited

**GENERAL RULES OF CCASS**

**PART A: RULES OF GENERAL APPLICATION**

**CHAPTER 1**

**INTERPRETATION**

**101. Definitions**

When used herein, the following expressions shall, unless the context otherwise requires, bear the following meanings:

“Cross-Border Transfer Instructions”	means instructions given by a Participant to HKSCC (in such form as HKSCC may prescribe from time to time) in relation to the transfer of (i) Foreign Securities; or (ii) Uncertificated Eligible Securities, as referred to in Rule 907;
“Overseas Account”	means an overseas account from or to which Uncertificated Eligible Securities may be transferred, as referred to in Rule 823;
“Overseas Issuer”	means, in relation to Uncertificated Eligible Securities, an Issuer incorporated or otherwise established outside Hong Kong;
“Uncertificated Eligible Security”	means an Eligible Security (other than Foreign Securities) issued by an Overseas Issuer in uncertificated form and designated by HKSCC as an “Uncertificated Eligible Security” for the purposes of the Rules;

**CHAPTER 7**

**SERVICES - GENERAL**

**701. Services**

Notwithstanding anything to the contrary in the Rules, HKSCC may decline in its discretion to provide one or more services or facilities or suspend or cease to provide any services or facilities with respect to any transaction or class of transactions, any Participant or category of Participants or SSA Statement Recipients, or any Eligible Security or class of Eligible Securities. In deciding whether to exercise such discretion, HKSCC may take into account any factors which it considers reasonable or relevant including, without limitation, any restrictions, limitations, conditions or requirements under or imposed by any applicable law, rule or regulation of any relevant jurisdiction.

**703. Arrangements with other entities**

HKSCC may from time to time, in its own right and/or as agent for Participants, enter into or be required to enter into arrangements with other entities, or to obtain or receive the services or assistance of such entities in order to provide or otherwise to facilitate the provision of, any CCASS services and facilities to Participants upon such terms and conditions as it may agree with such entities. When using any such CCASS services and facilities, Participants shall comply with and be bound by, and all transactions relating to such CCASS services and facilities shall also be subject to, the terms and conditions of the relevant arrangements and all the other applicable rules, regulations, procedures, requirements and directions made, issued or prescribed under the arrangements, as notified to the Participants or otherwise set out in the Operational Procedures. Where applicable, Participants shall upon request provide HKSCC, any entity it has entered into relevant arrangement with or such other persons as HKSCC may specify with such agreements, confirmations, acknowledgements, declarations or authorizations (i) as HKSCC may require for the provision of the relevant services; or (ii) as HKSCC may be required to obtain or provide under any terms and conditions relating to the relevant arrangement.

**CHAPTER 8****DEPOSITORY AND CUSTODIAN SERVICES****803. Eligible Securities deposited to be freely transferable**

In relation to Foreign Securities which are credited to a Participant's Stock Account, that Participant covenants, represents and warrants to HKSCC that :-

- (i) in the case of a certificated security, (a) the certificate is genuine and has not been materially altered; (b) the Participant does not know of any fact that might impair the validity of the security; (c) there is no adverse claim to the security; and (d) there is no restriction on the transfer of such certificated security;
- (ii) in the case of an uncertificated security, (a) there is no adverse claim to the security; and (b) there is no restriction on the transfer of such uncertificated security;
- (iii) in the case of the Foreign Securities held in HKSCC's account with The Depository Trust Company or its successor or assignee, such Foreign Securities are Eligible U.S. Securities; and
- (iv) it shall furnish HKSCC with any information as HKSCC may require in order to comply with any request made of it by any tax authority for information in connection with the preceding representations and warranties in this Rule 803 or any other matter required by applicable law.

In relation to Uncertificated Eligible Securities which are credited to a Participant's Stock Account, including but not limited to Uncertificated Eligible Securities credited to a Participant's Stock Account directly by or from the relevant Overseas Issuer, a principal or branch share registrar or such other authorized agents or representatives of the relevant Overseas Issuer or any other intermediaries having relevant authority to do so under applicable laws or arrangements (as the case may be), that Participant covenants, represents and warrants to HKSCC that:

- (i) the Participant does not know of any fact that might impair the validity of such Uncertificated Eligible Securities and has full authority to receive, deal with and give instructions, authorizations or declarations in respect of them;
- (ii) there is no adverse claim to such Uncertificated Eligible Securities and there is no restriction on the transfer of such Uncertificated Eligible Securities; and
- (iii) it shall furnish HKSCC with any information as HKSCC may require in order to:
  - (a) provide the services in respect of the Uncertificated Eligible Securities;
  - (b) comply with any request made of it by any tax authority for information in connection with the preceding representations and warranties in this Rule 803 or any other matter required by applicable law;
  - (c) comply with any request made of it by any competent regulator or authority for information in connection with the Uncertificated Eligible Securities or any other matter required by applicable law; and
  - (d) comply with any request of the relevant Overseas Issuer, a principal or branch share registrar or such other authorized agents or representatives of the relevant Overseas Issuer or any other relevant intermediaries (as the case may be) as required by applicable law or the applicable arrangement in relation to the provision of services in respect of Uncertificated Eligible Securities.

#### **823. Custodian Services in relation to Uncertificated Eligible Securities**

Uncertificated Eligible Securities are held by HKSCC for the account of Participants recorded in computerized form by the CCASS Depository.

Physical deposit of Uncertificated Eligible Securities with and physical withdrawal of Uncertificated Eligible Securities from the CCASS Depository are not available. Accordingly, Rules relating to the physical deposit and withdrawal of securities are not applicable to Uncertificated Eligible Securities.

Participant that wishes to transfer Uncertificated Eligible Securities from an overseas account (the "Overseas Account") maintained with an entity which performs or assists in performing depository, custodian, sub-custodian or related services outside Hong Kong and which is acceptable to HKSCC to its Stock Account with CCASS (or vice versa) will be required to provide a Cross-Border Transfer Instruction in accordance with the Operational Procedures.

Uncertificated Eligible Securities may be credited to and debited from a Participant's Stock Account as a result of (a) allocation following a successful application for New Issue Shares in a New Issue in relation to the relevant Overseas Issuer; (b) clearing and settlement of Exchange Trades relating to Uncertificated Eligible Securities; (c) clearing and settlement of Cross-Border Transfer Instructions; and (d) the provision of any other services by HKSCC in relation to Uncertificated Eligible Securities to the Participant.

Save as otherwise provided in the Rules, HKSCC acknowledges and confirms that it has no proprietary interest in Uncertificated Eligible Securities to the extent they are credited to the Stock Account of a Participant.

HKSCC does not guarantee the title to any Uncertificated Eligible Securities held through it in any manner. Further, HKSCC shall have no obligation to enforce any rights on behalf of Participants in respect of Uncertificated Eligible Securities.

Participants confirm and agree that their title or interest in and entitlements to Uncertificated Eligible Securities (whether legal, equitable or otherwise) shall be subject to the applicable law of the relevant jurisdiction.

Where Uncertificated Eligible Securities of Participants are held through HKSCC in any manner, each Participant covenants, represents and warrants to HKSCC that:

- (a) it shall not raise any claims (whether in contract, tort or otherwise) against HKSCC arising from or relating to any form of tax, duty, fine or penalty imposed or levied on or in respect of the Uncertificated Eligible Securities under any applicable law or regulation, whether or not HKSCC is involved in any tax collection, withholding or related arrangement; and
- (b) unless HKSCC otherwise agrees, it shall only give voting or other instructions to HKSCC and not directly to the Overseas Issuer or its principal or branch share registrar (if any).

## **CHAPTER 9**

### **CLEARING SERVICES**

#### **907. Clearance of other transactions: Cross-Border Transfer Instructions**

Each Participant that wishes (i) Foreign Securities to be transferred from an account of a person (other than HKSCC or the Nominee) with an Appointed Depositary to HKSCC's account or the Nominee's account with that Appointed Depositary (or vice versa); or (ii) Uncertificated Eligible Securities to be transferred from an Overseas Account to its Stock Account with CCASS (or vice versa), must complete and submit to HKSCC an instruction form in the form prescribed by HKSCC from time to time (stamped with the company chop, if applicable). The completed and signed form must be submitted to HKSCC at the CCASS Depositary for processing by HKSCC.

## **CHAPTER 11**

### **NOMINEE SERVICES**

#### **1101. Scope and extent of nominee and similar services**

Subject to the Rules, in respect of Eligible Securities held in custody or recorded in the CCASS Depositary or in an Appointed Depositary (as the case may be) and credited to the Stock Accounts of Participants and in respect of New Issue Shares, HKSCC may from time to time provide nominee and similar services to Participants in such manner and to such extent and at such times as it considers appropriate. The services may include :

- (iii) the appointment of Participants or persons nominated by Participants as proxies or representatives of HKSCC or the Nominee for the purposes of attending and voting at meetings of holders of such Eligible Securities or other similar purposes, and in respect of Uncertificated Eligible Securities (where applicable or where the applicable laws,

rules or regulations so permit or require), the communication or passing on of any voting or other instructions, proxy nominations or appointments or all other authorizations, declarations, requests or information received from Participants to the Overseas Issuer or its authorized agents or representatives including the Issuer's principal or branch share registrar;

Subject to the Rules, a Clearing Participant or Custodian Participant may, in respect of Eligible Securities held in custody or recorded in the CCASS Depository or in an Appointed Depository (as the case may be) and credited to the SSA with Statement Service of the Participant, authorize its SSA Statement Recipient to use voting services and give voting instructions to HKSCC in relation to such Eligible Securities for the account of the Participant. Where the Participant has authorized its SSA Statement Recipient to give voting instructions in relation to such Eligible Securities as aforesaid, the Participant itself shall not give voting instructions in relation to such Eligible Securities. For these purposes, voting instructions include instructions to make demand poll requests and instructions to appoint person nominated by SSA Statement Recipient to attend meetings. HKSCC may from time to time provide the following voting services to SSA Statement Recipient for the account of the Clearing Participant or Custodian Participant in such manner and to such extent and at such times as HKSCC considers appropriate:

- (ii) the appointment of SSA Statement Recipients or persons nominated by SSA Statement Recipients for the account of Clearing Participants or Custodian Participants as proxies or representatives of HKSCC or the Nominee for the purposes of attending and voting at meetings of holders of such Eligible Securities or other similar purposes, and in respect of Uncertificated Eligible Securities (where applicable or where the applicable laws, rules or regulations so permit or require), the communication or passing on of any voting or other instructions, proxy nominations or appointments or all other authorizations, declarations, requests or information received from SSA Statement Recipients to the Overseas Issuer or its authorized agents or representatives including the Issuer's principal or branch share registrar.

In respect of Uncertificated Eligible Securities, unless HKSCC otherwise agrees, a Participant shall only give voting or other instructions to HKSCC and not directly to the Overseas Issuer or its principal or branch share registrar (if any). Further, where appropriate arrangements have been put in place, the transmission of corporate and other communications in respect of Uncertificated Eligible Securities to Participants directly by the principal or a branch share registrar of an Overseas Issuer (or vice versa) may be made. Such procedures and arrangements are as set out in the Operational Procedures or as HKSCC may from time to time prescribe. HKSCC may also specify rules and procedures in relation to the treatment of and services available for Uncertificated Eligible Securities in light of the circumstances of a particular case and the applicable laws and regulations of the relevant jurisdiction.

### **1103. Agents to provide nominee and similar services**

HKSCC may from time to time appoint or instruct one or more banks, custodians, trust companies, nominee companies, registrars, subsidiary companies, intermediaries or such other entities to provide or to assist in the provision of any of the nominee and similar services contemplated herein. For the avoidance of doubt, HKSCC may also appoint any Appointed Depository for such purpose.

HKSCC shall be entitled to determine the terms and conditions upon which any person or entity appointed or instructed shall act, including, but not limited to, the scope of nominee and similar services to be rendered by it and the procedures to be adopted in relation thereto.

Participants shall comply with such procedures of the person or entity appointed or instructed relating to the provision of nominee and similar services as shall from time to time be notified by HKSCC or otherwise specified in the Operational Procedures.

Without affecting the generality of the above or Rule 703, in the provision of nominee and similar services in respect of Uncertificated Eligible Securities, HKSCC or the Nominee may enter into or be required to enter into arrangements with the relevant Overseas Issuer (or its agents or representatives) to obtain or receive its assistance in order to provide or otherwise to facilitate the provision of nominee and similar services to Participants upon such terms and conditions as HKSCC or the Nominee may agree. When using any such nominee or similar services, Participants shall comply with and be bound by the terms and conditions of the relevant arrangements and all the other applicable procedures made under the arrangements, as notified to the Participants from time to time or otherwise set out in the Operational Procedures. Where applicable, Participants shall upon request provide HKSCC, the Nominee, any entity it has entered into relevant arrangement with or such other persons as HKSCC may specify with such agreements, confirmations, acknowledgements, declarations or authorizations (i) as HKSCC or the Nominee may require for the provision of the relevant services; or (ii) as HKSCC may be required to obtain or provide under any terms and conditions relating to the relevant arrangement.

#### **1108. HKSCC not liable**

Without prejudice to any liability HKSCC may have in respect of anything not done or not omitted to be done in good faith on its part, if HKSCC or its nominee shall be unable to exercise rights or entitlements (including, without limitation, voting rights) or to participate in actions, transactions or other matters affecting all or any Eligible Securities held in CCASS or by an Appointed Depositary due to:

- (i) limitations on the exercise of or participation in such rights or actions by HKSCC or its nominee imposed by law, the issuer of the Eligible Security, the Depositary, the person initiating or responsible for such actions or any other competent authority; or
- (ii) if HKSCC receives insufficient notice of such rights or actions to enable it (using its best endeavours) to take all relevant steps in time in relation to the exercise of or participation in such rights or actions as contemplated herein; or
- (iii) any act, omission, default, failure, delay or inadequacy of performance of any of the agents, representatives or intermediaries of the Issuer of the Eligible Security (including its principal or branch share registrar) or any entity it has entered into arrangement with for the purposes of provision of any services under the Rules; or
- (iv) any limitation, restriction, moratorium, suspension or deprivation of voting rights or rights to receive dividends or any other rights or entitlements under any applicable law or regulation or the constitutional documents of the Issuer of the Eligible Security or a competent regulator or authority;

HKSCC, the Exchange, and a recognized exchange controller which is the controller of HKSCC shall be under no obligation and shall be relieved from any further obligation whatsoever to provide for the exercise of or participation in such rights or actions to Participants and shall not be liable to Participants in any manner whatsoever.

## **CHAPTER 19**

### **INDEMNITY**

#### **1901. Scope of indemnity**

Each Participant shall indemnify HKSCC, the Exchange, and a recognized exchange controller which is the controller of HKSCC and their respective agents, nominees, representatives, officers and employees and hold each of them harmless against all costs, fees, expenses, liabilities, taxes, assessments, losses, fines, penalties, and damages of any nature whatsoever (including the interest accrued to any such amount) suffered or incurred by any of them directly or indirectly as a result of or in connection with the following matters (except where HKSCC is guilty of anything not done or not omitted to be done in good faith on its part and is directly responsible for the losses etc.):

- (viii) anything done, omitted or suffered by HKSCC, its agents, nominees, representatives, officers and employees under, arising out of, in connection with or otherwise related to Cross-Border Transfer Instructions given by the Participant;
- (x) any action by HKSCC or its agents, nominees, representatives, officers and employees in respect of Eligible Securities held or recorded in CCASS or by an Appointed Depositary, taken in good faith to comply with any law, decree, regulation or order of any government, competent authority or any court or tribunal; and

## **CHAPTER 21**

### **DUTIES AND LIABILITIES OF HKSCC**

#### **2104. HKSCC not to be liable**

In the absence of anything not done or not omitted to be done in good faith on the part of HKSCC, HKSCC, the Exchange, and a recognized exchange controller which is the controller of HKSCC shall have no liability for any losses, costs (including legal costs), charges, assessments and damages of any nature whatsoever suffered or incurred directly or indirectly as a result of or in connection with the following matters:

- (iv) any delays, acts or omissions of any Designated Bank of, or of any operator of, any clearing house for an Eligible Currency or of any institution or person providing clearing and settlement services in any Eligible Currency or the insolvency of any of the foregoing;
- (vii) any system used by HKSCC, or any third party system upon which HKSCC is reliant in the operation of CCASS or the settlement and/or clearance of transactions involving Foreign Securities or Uncertificated Eligible Securities is not millennium compliant or is otherwise unable to exchange date information, a Participant fails to conduct appropriate tests of any system on its own or with other systems to ensure it is millennium compliant, or any failure by HKSCC to obtain appropriate warranties, certificates or other commitments from any system's supplier or a failure to take any steps to enforce the same. For these purposes millennium compliant means that the system can handle date information before, during and after 1 January 2000, the advent of the year 2000 and leap years and the new century does not cause the system to cease functioning accurately or to be interrupted and the system responds to two



digit date and year input in a way that resolves any ambiguity as to century in a disclosed, defined and pre-determined manner;

- (xv) any acts, omissions, defaults or delays of the Issuer of any Eligible Securities, or any other party involved in any Eligible Securities or the employees or agents, representatives or intermediaries of any of the foregoing (including an Issuer's principal or branch share registrar), or the insolvency of any of the foregoing;
- (xvia) any acts, omissions or delays of any entity, as referred to in Rule 823, with which an Overseas Account is maintained or with which HKSCC or its nominee has entered into relevant arrangements, or the insolvency of such entity;

中央結算系統一般規則

甲部：一般適用的規則

第一章

釋義

101. 定義

在本文件內，除非文義另有所指，下列詞語具有下列意義：

「跨境轉移指示」	指	如規則第 907 條所述，參與者因轉移(i)境外證券；或(ii)無證書合資格證券而（按結算公司不時指定的形式）向結算公司發出的指示；
「海外戶口」	指	如規則第 823 條所述，一個可轉入或轉出無證書合資格證券的海外戶口；
「海外發行人」	指	就無證書合資格證券而言，於香港以外地方註冊或成立的發行人；
「無證書合資格證券」	指	海外發行人以無證書形式發行的合資格證券（境外證券除外），並被結算公司根據一般規則指定為「無證書合資格證券」；

第七章

一般服務

701. 服務

儘管一般規則內有任何相反的規定，結算公司可就任何交易或交易類別，或就任何參與者或參與者類別或股份獨立戶口結單收件人或任何合資格證券或合資格證券類別，可酌情決定拒絕提供一項或多項服務或設施或暫停或終止提供任何服務或設施。在考慮應否行使該酌情權時，結算公司可因應任何其認為合理或相關的因素，包括但不限於由任何相關司法管轄區內的任何可適用法律、規則或規例內或所施加的任何制約、限制、條件或規定。

703. 與其他機構的安排

結算公司可以不時行使其本身及 / 或作為參與者代理人的權利，或在需要時與其他機構作出安排，根據雙方所訂立的合約協議取得有關機構的服務或協助，以便能更有效地為參與者提供中央結算系統服務。當使用中央結算系統服務及設施時，參與者及其所作出的交易均受相關合約協議、法例和條文所約束，參與者理應收到相關安排的通知，而其他補充則列明在中央結算系統運作程序規則內。當適用時，結算公司可(i)因應它或其代理人所提供的有關服務，或(ii)因應相關安排內所作出的任何條款及條件而需要取得或提供，而要求參與者必須向結算公司或其代理人提供參與者與任何機構或結算公司所指定的其他人士所作出相關安排的協議、確認、同意書、聲明或授權文件。

## 第八章

### 存管及託管服務

#### 803. 存入的合資格證券可自由過戶

對於記存在參與者股份戶口的境外證券，參與者向結算公司承諾、聲明、保證：

- (i) 就備有證書的證券而言，(a)證書屬真確及在要項上並沒有改動；(b)參與者並不知悉任何可能有損證券效力的事實；(c)沒有敵對申索；及(d)沒有轉移證券的限制；
- (ii) 就無證書的證券而言，(a)沒有敵對申索；及(b)沒有轉移證券限制；
- (iii) 就存放在結算公司於美國存管信託公司或其繼承人或受讓人的戶口內的境外證券而言，該等境外證券是合資格美國證券；及
- (iv) 須應結算公司的要求向結算公司提供任何資料，以符合任何稅務機關有關本規則上述聲明及保證的申報規定，或適用法律所規定的任何其他事項。

對於記存在參與者股份戶口的無證書合資格證券，包括但不限於直接或經由有關海外發行人、其主要或分支股份過戶登記處或其任何已授權代理人或代表或於適用法律或安排下而擁有相關權力的任何其他中介人（視乎情況而定）所記存入參與者股份戶口的無證書合資格證券，參與者向結算公司承諾、聲明、保證：

- (i) 參與者並不知悉任何可能有損該等無證書合資格證券效力的事實及其就該等證券擁有完全權力以收取、處理及發出指示、授權或聲明；
- (ii) 沒有敵對申索及沒有轉移證券限制；
- (iii) 須應結算公司的要求向結算公司提供任何資料，以便結算公司：
  - (a) 提供有關無證書合資格證券的服務；
  - (b) 遵守任何稅務機關就本規則第 803 條所述的聲明及保證申報規定所作出的資料要求，或適用法律所需要的任何其他事項所作出的要求；
  - (c) 遵守任何適當的監管機關或授權機關就無證書合資格證券所作出的資料要求或適用法律所需要的任何其他事項所作出的要求；及
  - (d) 就提供有關無證書合資格證券服務，遵守有關海外發行人、其主要或分支股份過戶登記處或其任何已授權代理人或代表或其他相關中介人（視乎情況而定）於適用法律或安排下所作出的任何要求。

#### 823. 無證書合資格證券的託管服務

無證書合資格證券是由結算公司以電腦記錄形式於中央結算系統存管處記存於參與者戶口。

中央結算系統存管處不會為無證書合資格證券提供實物存入及提取服務。因此，有關實物證券提存服務的規則不適用於無證書合資格證券。

參與者如有意將無證書合資格證券從一個設於結算公司可接受的機構內的海外戶口（海外戶口）調往其於中央結算系統的股份戶口（反之亦然）時，必須按程序規則向結算公司提供跨境轉移指示，而此機構能執行及協助香港以外有關存管、託管、代託管或相關服務。

無證書合資格證券可因以下情況而在參與者股份戶口記存及記除：(a) 透過海外發行人就新股發行成功申請而獲配發的新發行股份，(b) 於聯交所就無證書合資格證券進行交易的結算及交收，(c) 跨境轉移指示的結算及交收，及(d) 結算公司為參與者提供任何其他有關無證書合資格證券的服務。

除一般規則內另行規定外，結算公司承認並確認其對記存在參與者股份戶口內的無證書合資格證券，並無所有權。

結算公司不會保證以任何方式記存於中央結算系統存管處內無證書合資格證券的所有權。此外，結算公司沒有責任代參與者執行有關無證書合資格證券的任何權利。

參與者確認及同意有關無證書合資格證券的所有權、權利及權益（無論是否法律、衡平法或其他而言）須按任何相關司法管轄區可適用法律。

對於參與者以任何方式經結算公司記存的無證書合資格證券，每名參與者向結算公司承諾、聲明、保證：

- (a) 其不可就無證書合資格證券因應任何適用法例或規則下被附加或徵收的稅務、關稅、罰款或懲罰，不論結算公司有否介入任何稅收、扣稅或相關安排，而向結算公司提出任何申索（無論是否就合約責任、侵權行為責任或其他責任而言）；及
- (b) 除非結算公司同意，參與者只可向結算公司提交投票或其他指示，而不可直接提交指示到有關海外發行人或其主要或分支股份過戶登記處（如適用）。

## 第九章

### 結算服務

#### 907. 其他交易的結算：跨境轉移指示

參與者如有意將(i) 境外證券由一名人士（結算公司或其代理人除外）於獲委任存管處的戶口調往結算公司或其代理人於獲委任存管處的戶口（反之亦然）時；或(ii) 無證書合資格證券從一個海外戶口調往其於中央結算系統的股份戶口（反之亦然）時，必須填妥結算公司不時指定的指示表格（如屬適用，蓋上公司印章），並將表格交回結算公司。參與者須將已填妥和簽署的表格交回結算公司的中央結算系統存管處，以供處理。

## 第十一章

### 代理人服務

#### 1101. 代理人及相類服務的範圍及程度

在一般規則的規限下，就存管在中央結算系統存管處或獲委任存管處（視乎情況而定）內及記存或記錄在參與者的股份戶口內的合資格證券及新發行股份而言，結算公司可按其認為適當的方式、程度及時間，不時提供代理人及相類的服務予參與者。該等服務可包括：

- (iii) 委任參與者或其提名的人士作為結算公司或代理人的委託人或代表，以出席該等合資格證券的持有人會議並在會議上投票或作其他類似用途，及就無證書合資格證券（如適用或當適用法律、規則或章程容許或要求），將從參與者收到的任何投票或其他指示、提名委託人或委任人或所有其他授權、聲明、要求或資料傳遞或轉交至海外發行人或其授權代理或代表包括發行人的主要或分支股份過戶登記處；

在一般規則的規限下，結算參與者或託管商參與者可就存管在中央結算系統存管處或獲委任存管處（視乎情況而定）內並記存或記錄在參與者附寄結單服務的股份獨立戶口的合資格證券，授權其股份獨立戶口結單收件人以參與者的名義使用有關該等合資格證券的投票服務及向結算公司發出有關投票指示。若參與者已如上所述授權其股份獨立戶口結單收件人發出有關該等合資格證券的投票指示，則參與者本身不得發出有關該等合資格證券的投票指示。就此而言，投票指示包括提出投票表決要求及委任股份獨立戶口結單收件人所提名人士出席會議的指示。結算公司可不時按照其認為適合的方式、程度及情況，就結算參與者或託管商參與者的戶口向股份獨立戶口結單收件人提供以下投票服務：

- (ii) 委任股份獨立戶口結單收件人或由股份獨立戶口結單收件人以結算參與者或託管商參與者的名義提名的人士，作為結算公司或代理人的委託代表或代表，代為出席該等合資格證券的持有人會議及於會上投票或處理其他類似事宜，及就無證書合資格證券（如適用或當適用法律、規則或章程容許或要求），將從獨立戶口結單收件人收到的任何投票或其他指示、提名委託人或委任人或所有其他授權、聲明、請求或資料傳遞或轉交至海外發行人或其授權代理或代表包括發行人的主要或分支股份過戶登記處。

就無證書合資格證券而言，除非結算公司同意，參與者只可向結算公司提交投票或其他指示，而不可直接提交指示到有關海外發行人或其主要或分支股份過戶登記處（如適用）。此外，於適當的安排下，有關海外發行人或其主要或分支股份過戶登記處可直接將有關無證書合資格證券的公司及其他通訊提交到參與者（反之亦然）。此等程序及安排於運作程序內註明或結算公司可不時作出修訂。結算公司可就不同個案的情況，根據相關司法的適用法律及章程就處理無證書合資格證券及提供的服務而訂立規則及程序。

#### 1103. 提供代理人及相類服務的代辦人士

結算公司可不時委任或指示一家或多家銀行、託管商、信託公司、代理人公司、過戶登記處、附屬公司、中介人或其他機構提供或協助提供一般規則所述擬給予的任

何代理人及相類的服務。為免產生疑問，結算公司亦可為此目的而委任任何「獲委任存管處」。

結算公司有權決定獲委任或指示人士或機構行事所根據的條款及條件，包括但不限於其將會提供的代理人及相類服務範圍及所採用的有關程序。

參與者須遵守此等關於獲委任或指示人士或機構提供代理人及相類服務的程序。此等程序將由結算公司不時通知參與者，否則將在運作程序規則內註明。

在不影響以上所述及規則第 703 條的普及性下，根據結算公司或其代理人同意的條款及條件，在向參與者提供有關無證書合資格證券代理人及相類服務時，結算公司或其代理人可能會或有需要與相關海外發行人（或其代理人或代表）作出安排以取得或收到其協助用以提供或得以促進其代理人及相類服務。當使用任何有關代理人及相類服務時，參與者應遵照及受有關安排的條款及條件及所有其他於有關安排下適用的程序所約束。此等程序將不時通知參與者，否則將在運作程序規則內註明。當適用時，結算公司可(i)因應它或其代理人所提供的有關服務，或(ii)因應相關安排內所作出的任何條款及條件而需要取得或提供，而要求參與者必須向結算公司或其代理人提供參與者與任何機構或結算公司所指定的其他人士所作出相關安排的協議、確認、同意書、聲明或授權文件。

#### **1108. 結算公司毋須負法律責任**

在不影響結算公司因本身出於不真誠而作出或不作出任何作為而可能須負任何法律責任的情形下，若結算公司或其代理人因為以下原因而不能行使權利或權益（包括但不限於投票權）或參與影響全部或任何存於中央結算系統或由獲委任存管處持有的合資格證券的行動、交易或其他事項：

- (i) 法律、該隻合資格證券的發行人、存管人、提出或負責該等行動的人士或任何其他有效監管機關限制結算公司或其代理人行使該等權利或參與該等行動；或
- (ii) 倘結算公司收到有關該等權利或行動的通知不充足，以致不能（盡其所能）按一般規則所預期就行使該等權利或參與該等行動及時採取一切有關步驟；或
- (iii) 就此規則所述任何合資格證券之發行人的代理人、代表或中介人（包括發行人的主要或分支股份過戶登記處）或已安排有關提供任何服務的機構而作出的任何行為、遺漏、失責、錯失、延誤或不適當行動；或
- (iv) 根據任何適用法律或合資格證券之發行人的章程或憲法文件或監管機關或授權機關因應投票權利或收取股息權利或任何其他權利或權益而作出的任何局限、制約、延期償付、暫停或剝奪；

則結算公司、聯交所及身為結算公司控制人的認可控制人無責任為參與者行使該等權利或參與該等行動，並獲解除在此方面的任何進一步責任，並毋須以任何方式對參與者負上法律責任。

## 第十九章

### 賠償

#### 1901. 賠償範圍

每位參與者須向結算公司、聯交所及身為結算公司控制人的認可控制人，以及其各自的代理、代理人、代表、行政人員及僱員保證，不使其由於下列事項或與下列事項有關而令其直接或間接蒙受或承擔任何性質的成本、收費、開支、法律責任、稅項、估值款項、損失、罰款及損害賠償（包括任何該等款項所累算的利息）（除非結算公司因本身出於不真誠而作出或不作出任何作為而有罪，並須直接對其損失等負責）：

- (viii) 就參與者所發出的跨境轉移指示或就該等指示而作出的任何作為、遺漏或令結算公司或其代理、代理人、代表、行政人員及僱員蒙受損害的任何事情；
- (x) 結算公司或其代理、代理人、代表、行政人員及僱員，為遵守任何法律、判令、規例或任何政府、主管機關、法院或審裁處的命令，在忠誠辦事的情況下對存放及記錄在中央結算系統或獲委任存管處的合資格證券所採取的任何行動；及

## 第二十一章

### 結算公司的職責及法律責任

#### 2104. 結算公司毋須負上法律責任

在結算公司本身並無出於不真誠而作出或不作出任何作為的情況下，對於因以下事項或與以下事項有關而直接或間接蒙受或引致的任何性質的損失、成本（包括法律費用）、費用、估值款項及損害，結算公司、聯交所及身為結算公司控制人的認可控制人無須負上法律責任：

- (iv) 任何指定銀行，或合資格貨幣的結算所或其營運者，或提供以任何合資格貨幣進行的結算及交收服務的機構或人士的任何延誤、行為或遺漏，或任何該等人士或機構清盤；
- (vii) 結算公司所使用的任何電腦系統或結算公司就中央結算系統的運作或有關境外證券或無證書合資格證券交易的交收及 / 或結算所依賴的任何第三者電腦系統不符合公元二千年電腦規格或在其他情況下不能轉換日期資料，或參與者未能自行為其任何電腦系統或安排其任何電腦系統與其他電腦系統進行適當的測試以確保符合公元二千年電腦規格，或結算公司未能取得任何電腦系統供應商適當的保證、保證書或其他承諾或未能採取任何措施執行該等行動；就此而言，符合公元二千年電腦規格是指電腦系統可於二千年一月一日及之前後處理日期資料，公元二千年、閏年及新世紀的來臨不會導致電腦系統不能準確運作或中止運作，而對於所輸入為兩位數字的日期及年份，電腦系統可以設定的方式準確辨認千年數位；
- (xv) 任何合資格證券之發行人或任何參與處理合資格證券的其他人士或上述任何人士的僱員或代理人、代表或中介人（包括發行人的主要或分支股份過戶登記處）的任何行為、遺漏、失責或延誤或當上述任何人士被清盤；
- (xvia) 根據一般規則第823條任何維持海外戶口的機構或任何與結算公司或其代理人作出相關安排的機構的任何行為、遺漏或延誤，或該機構被清盤；

## **CCASS OPERATIONAL PROCEDURES**

### **Definitions**

(a) For the convenience of readers, the definitions contained in the Rules are repeated below.

**“Cross-Border Transfer Instructions”**

means instructions given by a Participant to HKSCC (in such form as HKSCC may prescribe from time to time) in relation to the transfer of (i) Foreign Securities; or (ii) Uncertificated Eligible Securities, as referred to in Rule 907;

**“Overseas Account”**

means an overseas account from or to which Uncertificated Eligible Securities may be transferred, as referred to in Rule 823;

**“Overseas Issuer”**

means, in relation to Uncertificated Eligible Securities, an Issuer incorporated or otherwise established outside Hong Kong;

**“Uncertificated Eligible Security”**

means an Eligible Security (other than Foreign Securities) issued by an Overseas Issuer in uncertificated form and designated by HKSCC as an “Uncertificated Eligible Security” for the purposes of the Rules;

### **Section 7 Depository and Related Services**

#### **7.14 UNCERTIFICATED ELIGIBLE SECURITIES**

##### **7.14.1 Custodian Services in relation to Uncertificated Eligible Securities**

Uncertificated Eligible Securities are held by HKSCC for the account of Participants recorded in computerized form by the CCASS Depository.

Physical deposit of Uncertificated Eligible Securities with and physical withdrawal of Uncertificated Eligible Securities from the CCASS Depository are not available. Accordingly, Rules relating to the physical deposit and withdrawal of securities are not applicable to Uncertificated Eligible Securities.

Participant that wishes to transfer Uncertificated Eligible Securities from an Overseas Account to its Stock Account with CCASS (or vice versa) will be required to provide a Cross-Border Transfer Instruction in accordance with Sections 9.6A and 12.5.

Uncertificated Eligible Securities may be credited to and debited from a Participant’s Stock Account as a result of (a) allocation following a successful application for New Issue Shares in a New Issue in relation to the relevant Overseas Issuer; (b) clearing and settlement of Exchange Trades relating to Uncertificated Eligible Securities; (c) clearing and settlement of Cross-Border Transfer Instructions; and (d) the provision of any other services by HKSCC in relation to Uncertificated Eligible Securities to the Participant.

Save as otherwise provided in the Rules, HKSCC acknowledges and confirms that it has no proprietary interest in Uncertificated Eligible Securities to the extent they are credited to the Stock Account of a Participant.



HKSCC does not guarantee the title to any Uncertificated Eligible Securities held through it in any manner. Further, HKSCC shall have no obligation to enforce any rights on behalf of Participants in respect of Uncertificated Eligible Securities.

Participants confirm and agree that their title or interest in and entitlements to Uncertificated Eligible Securities (whether legal, equitable or otherwise) shall be subject to the applicable law of the relevant jurisdiction.

Where Uncertificated Eligible Securities of Participants are held through HKSCC in any manner, each Participant covenants, represents and warrants to HKSCC that:

- (a) it shall not raise any claims (whether in contract, tort or otherwise) against HKSCC arising from or relating to any form of tax, duty, fine or penalty imposed or levied on or in respect of the Uncertificated Eligible Securities under any applicable law or regulation, whether or not HKSCC is involved in any tax collation, withholding or related arrangement; and
- (b) unless HKSCC otherwise agrees, it shall only give voting or other instructions to HKSCC and not directly to the Overseas Issuer or its principal or branch share registrar (if any).

## **Section 8**

### **Nominee Services**

#### **8.2 GENERAL PRINCIPLES**

##### **8.2.2 HKSCC's role**

HKSCC's role as provider of nominee services in relation to the four broad categories of corporate actions or activities affecting Eligible Securities and in relation to (a) Electronic Application Instructions for New Issue Shares, (b) Tender Instructions and (c) electronic applications for issue and redemption of Units can be summarised as follows:

- (ii) Voting : this refers to actions or activities affecting Eligible Securities that are to be voted upon by the holders of those Eligible Securities. Here, the role of HKSCC will be to endeavour to obtain the instructions of Participants and, where applicable, instructions of SSA Statement Recipients in relation to the Eligible Securities in SSA with Statement Service for the account of Clearing Participants or Custodian Participants and to vote and, if appropriate, make a demand for poll on their behalf, or appoint persons nominated by Participants and, where applicable, by SSA Statement Recipients as aforesaid to attend meetings directly. In respect of Uncertificated Securities, this refers to or may include (where applicable or where the applicable laws, rules or regulations so permit or require), HKSCC communicating or passing on any voting or other instructions, proxy nominations or appointments or all other authorizations, declarations, requests or information received from Participants and, where applicable, from SSA Statement Recipients to the Overseas Issuer or its authorized agents or representatives including the Issuer's principal or branch share registrar.

#### **8.6 VOTING**

##### **8.6.2 General procedures**

Normally, HKSCC will, based on the procedures described below, consolidate voting instructions from Participants and either submit one combined proxy form appointing the chairman of the relevant meeting to vote on the Nominee's behalf or send its own representatives to attend and vote at such a meeting, in each case, in accordance with the instructions of Participants concerned. Alternatively, HKSCC will, based on the procedures described below, appoint a person nominated by the Participant to attend and vote at such meeting, either as a proxy or as one of the Nominee's representatives. In determining whether a representative or a proxy will be appointed, HKSCC will refer to the constitutive documents of the issuer of the Eligible Securities, the proceedings of

the relevant meeting and applicable laws. In respect of Uncertificated Securities (where applicable or where the applicable laws, rules or regulations so permit or require), HKSCC will communicate or pass on any voting or other instructions, proxy nominations or appointments or all other authorizations, declarations, requests or information received from the Participants to the Overseas Issuer or its authorized agents or representatives including the Issuer's principal or branch share registrar.

#### **8.6.3 Corporate actions subject to book-close period**

If voting is required in respect of corporate actions or activities which are subject to a book-close period or there is a record date for determining entitlements, the following procedures will normally apply :

- (vii) where appropriate instructions have been received by HKSCC from a Participant and HKSCC has not received further instructions from the Participant to change the original instruction before the stated deadline (as specified in Section 8.6.2 above), HKSCC will complete and submit a proxy form or a letter of appointment of corporate representatives to appoint the Participant or the person nominated by the Participant to attend and vote at the meeting at his/her discretion, as the case may be, unless the Participant specifically inputs instructions to HKSCC to vote in respect of the holding of Eligible Securities to which the proxy form relates by submitting the prescribed form at the Customer Service Centre or via a CCASS Terminal or a Participant Gateway, as the case may be, in which case the proxy will have already indicated his/her voting preference. In respect of Uncertificated Securities (where applicable or where the applicable laws, rules or regulations so permit or require), HKSCC will communicate or pass on any voting or other instructions, proxy nominations or appointments or all other authorizations, declarations, requests or information received from Participant to the Overseas Issuer or its authorized agents or representatives including the Issuer's principal or branch share registrar.

### **8.14 SUB-DIVISIONS, CONSOLIDATIONS ETC.**

#### **8.14.1 General**

This Section is concerned with how sub-divisions, consolidations, stock conversions and changes in trading currency of Eligible Securities will normally be handled by HKSCC. There may be special handling procedures applicable to Foreign Securities and Uncertificated Eligible Securities which will be notified to Participants by circular from time to time. In most cases, the "new" securities will also be accepted as Eligible Securities by HKSCC.

## **Section 9 Overview of Clearing and Settlement in CCASS**

### **9.6A CROSS-BORDER TRANSFER INSTRUCTIONS**

- (i) Any Participant that wishes Foreign Securities to be transferred from an account of a person (other than HKSCC or the Nominee) with an Appointed Depositary to HKSCC's account or the Nominee's account with that Appointed Depositary (or vice versa) must complete and submit to HKSCC a Cross-Border Transfer Instruction Form in respect of Foreign Securities in accordance with Section 12.5 and in accordance with the rules and procedures of the Appointed Depositary. Upon receipt of a duly completed Cross-Border Transfer Instruction Form in respect of Foreign Securities, HKSCC will forward the instruction to the Appointed Depositary or its nominee in accordance with Section 12.5.

HKSCC will update the Participant's Stock Account by reference to the settlement results as are advised by the Appointed Depositary or its nominee.

- (ii) Any Participant that wishes Uncertificated Eligible Securities to be transferred from an Overseas Account to its Stock Account with CCASS (or vice versa) must complete and submit to HKSCC a Cross-Border Transfer Instruction Form in respect of Uncertificated Eligible Securities in accordance with Section 12.5 and in accordance with the rules and procedures to which the Overseas Account are subject. Upon receipt of a duly completed Cross-Border Transfer Instruction Form in respect of Uncertificated Eligible Securities, HKSCC will forward the instruction to the relevant Overseas Issuer (or its agents or representatives) or the entity with which the relevant Overseas Account is maintained in accordance with Section 12.5.

HKSCC will update the Participant's Stock Account by reference to the settlement results as are advised by the Overseas Issuer (or its agents or representatives) or the entity with which the relevant Overseas Account is maintained.

## **Section 12**

### **Non-Exchange Trades - SI Transactions, Clearing Agency Transactions, ISI Transactions and Transfer Instructions**

#### **12.5 CROSS-BORDER TRANSFER INSTRUCTION**

##### **12.5.1 Submission of Cross-Border Transfer Instructions**

**(i) Foreign Securities**

Any Participant that wishes Foreign Securities to be transferred from an account of a person (other than HKSCC or the Nominee) with an Appointed Depositary to HKSCC's account or the Nominee's account with that Appointed Depositary (or vice versa) must complete and submit to HKSCC a Cross-Border Transfer Instruction Form in respect of Foreign Securities in the form set out in the CCASS Terminal User Guide. Participants must submit the completed Cross-Border Transfer Instruction Form to HKSCC before 2:00 p.m. (or such other time as may be specified by HKSCC) on a Business Day if the transfer is to be effected by the Appointed Depositary on the same day, provided always that it is a business day in the place of location of the Appointed Depositary. HKSCC reserves the right not to process any Cross-Border Transfer Instruction which is received after the deadline imposed by HKSCC. In such circumstances, late Cross-Border Transfer Instructions should be re-submitted by the Participant on the next Business Day.

A Participant who wishes to use Foreign Securities transferred from an account of a person (other than HKSCC or the Nominee) with the Appointed Depositary to an account in the name of HKSCC or the Nominee with the Appointed Depositary to settle an Exchange Trade, an SI and/or an ISI must submit a Cross-Border Transfer Instruction in respect of the receipt of Foreign Securities by the Participant to HKSCC at least one Business Day before the Settlement Day.

**(ii) Uncertificated Eligible Securities**

Any Participant that wishes Uncertificated Eligible Securities to be transferred from an Overseas Account to its Stock Account with CCASS (or vice versa) must complete and submit to HKSCC a Cross-Border Transfer Instruction Form in respect of Uncertificated Eligible Securities in the form set out in the CCASS Terminal User Guide. Participants must submit the completed Cross-Border Transfer Instruction Form to HKSCC before 2:00 p.m. (or such other time as may be specified by HKSCC) on a Business Day if the transfer is to be effected on the same day, provided always that it is a business day in the place of location of the Overseas Account. HKSCC reserves the right not to process any Cross-Border Transfer Instruction which is received after the deadline imposed by HKSCC. In such circumstances, late Cross-Border Transfer Instructions should be re-submitted by the Participant on the next Business Day.

A Participant who wishes to use Uncertificated Eligible Securities to be transferred from an Overseas Account to its Stock Account with CCASS to settle an Exchange Trade, an SI and/or an ISI must submit a Cross-Border Transfer Instruction in respect of the receipt of Uncertificated Eligible Securities by the Participant to HKSCC at least one Business Day before the Settlement Day.

**12.5.2 Settlement of Cross-Border Transfer Instructions in respect of which Foreign Securities are to be credited to HKSCC's account or the Nominee's account with the Appointed Depositary and debited from another person's account with the Appointed Depositary**

Upon receipt of a duly completed Cross-Border Transfer Instruction Form as set out in the CCASS Terminal User Guide from a Participant which relates to the crediting of Foreign Securities to HKSCC's account or the Nominee's account with the Appointed Depositary, HKSCC shall transmit a Cross-Border Transfer Instruction to the Appointed Depositary (or its nominee). The effecting of a transfer in accordance with that instruction will be dependent upon the appropriate action being taken by the Appointed Depositary and the person whose account with the Appointed Depositary will be debited.

Upon receipt of a confirmation from the Appointed Depositary (or its nominee) that HKSCC's account or the Nominee's account with the Appointed Depositary has been credited with the relevant Foreign Securities a corresponding entry will be made in the Participant's Stock Account.

Unless a cancel instruction is submitted by HKSCC to the Appointed Depositary, transfer instructions which are not effected by the Appointed Depositary on the specified day will be carried forward to the next business day in the location of the Appointed Depositary. Participants who wish HKSCC to submit a cancel instruction to the Appointed Depositary are required to submit a duly completed Cancel Receive Instruction Form in the form as set in the CCASS Terminal User Guide before 2:00 p.m. on any Business Day which the Participant wishes to cancel the unsettled transfer instruction.

**12.5.3 Settlement of Cross-Border Transfer Instructions in respect of which Foreign Securities are to be debited from HKSCC's account or the Nominee's account with the Appointed Depositary and credited to another person's account with the Appointed Depositary**

Upon receipt of a duly completed Cross-Border Transfer Instruction Form as set out in the CCASS Terminal User Guide from a Participant which relates to the debiting of Foreign Securities from HKSCC's account or the Nominee's account with the Appointed Depositary, HKSCC shall check whether a corresponding number of Foreign Securities are credited to that Participant's Stock Account. If there are sufficient Foreign Securities credited to the Participant's Stock Account, HKSCC will debit Foreign Securities from the Participant's Stock Account in accordance with the Cross-Border Transfer Instruction Form and will transmit a Cross-Border Transfer Instruction to the Appointed Depositary (or its nominee) for processing.

**12.5.3A Settlement of Cross-Border Transfer Instructions in respect of which Uncertificated Eligible Securities are to be credited to Participant's Stock Account with CCASS and debited from an Overseas Account**

Upon receipt of a duly completed Cross-Border Transfer Instruction Form as set out in the CCASS Terminal User Guide from a Participant in relation to the crediting of Uncertificated Eligible Securities to that Participant's Stock Account with CCASS and a confirmation from the Overseas Issuer, or its authorized agents or representatives or its principal or branch share registrar or the entity with which the Overseas Account is maintained in relation to the transfer and/or re-registration of such Uncertificated Eligible Securities in the name of HKSCC or the Nominee, HKSCC shall credit such Uncertificated Eligible Securities to the Participant's Stock Account with CCASS. The effecting of a transfer in accordance with that instruction will be dependent upon the appropriate actions being taken by the Overseas Issuer (or its agents or representatives), the entity with which the Overseas Account is maintained and the holder of the Overseas Account to be debited.

Cross-Border Transfer Instructions received by HKSCC cannot be cancelled by the Participant. In case a Cross-Border Transfer instruction is not effected on the specified day for any reason, such transfer instruction will be carried forward to the next business day in the location of the Overseas Account to be debited, subject to any specified procedures of the Overseas Issuer (or its agents or representatives) and the entity with which the Overseas Account is maintained. In order to effect the transfer instruction that has been carried forward as aforesaid, the Participant may be required to submit a revised Cross-Border Transfer Instruction Form to HKSCC.

**12.5.3B Settlement of Cross-Border Transfer Instructions in respect of which Uncertificated Eligible Securities are to be debited from Participant's Stock Account with CCASS and credited to an Overseas Account**

Upon receipt of a duly completed Cross-Border Transfer Instruction Form as set out in the CCASS Terminal User Guide from a Participant in relation to the debiting of Uncertificated Eligible Securities from that Participant's Stock Account with CCASS, HKSCC will debit such Eligible Securities from the Participant's Stock Account in accordance with the Cross-Border Transfer Instruction Form if there are sufficient Eligible Securities in credit in the Participant's Stock Account. HKSCC will forward the transfer instruction to the Overseas Issuer, its authorized agents or representatives or its principal or branch share registrar or the entity with which the Overseas Account is maintained for processing. The effecting of a transfer in accordance with that instruction will be dependent upon the appropriate actions being taken by the Overseas Issuer (or its agents or representatives), the entity with which the Overseas Account is maintained and the holder of the Overseas Account to be credited.

Upon receipt of a confirmation from the Overseas Issuer (or its agents or representatives) or the entity with which the Overseas Account is maintained that the relevant Uncertificated Eligible Securities are transferred and credited to the Overseas Account as specified in the Cross-Border Transfer Instruction Form, HKSCC will advise the Participant.

For transfer instructions which are not effected by the Overseas Issuer (or its agents or representatives) or the entity with which the Overseas Account is maintained on the specified day, the relevant Uncertificated Eligible Securities will be credited back to the Participant's Stock Account and the Participant will be advised accordingly. Participants that wish to proceed with the transfer are required to submit a new duly completed Cross-Border Transfer Instruction Form to HKSCC.

## **Section 21**

### **Costs and Expenses**

#### **21.3B CROSS-BORDER TRANSFER (RECEIPTS/DELIVERIES) INSTRUCTIONS**

- Cross-border transfer fee for Cross-Border Transfer Instructions on receipts/deliveries of Foreign Securities and Uncertificated Eligible Securities, as referred to in Rule 907. HK\$200 per receipt / delivery instruction.

*Notes:*

Fee debited on date of submission of instruction.

Out-of-pocket expenses incurred by HKSCC, if any, will be borne by the Participant.

## **Section 22**

### **Tariff for Investor Participants**

#### **22.1B CROSS-BORDER TRANSFER (RECEIPTS/DELIVERIES) INSTRUCTIONS**

- Cross-border transfer fee for Cross-Border Transfer Instructions on receipts/deliveries of Foreign Securities and Uncertificated Eligible Securities, as referred to in Rule 907. HK\$200 per receipt / delivery instruction.

*Notes:*

Fee debited on date of submission of instruction.

Out-of-pocket expenses incurred by HKSCC, if any, will be borne by the Investor Participant.

#### **Appendix 7 Foreign Securities Withdrawal Form**

Appendix 7.1 Foreign Securities Withdrawal Form

Appendix 7.2 [Repealed]

Appendix 7.3 [Repealed]

Appendix 7.4 [Repealed]

**中央結算系統運作程序規則**

**定義**

(a) 為便利讀者，規則內的定義茲重覆載列如下：

「跨境轉移指示」	指	如規則第 907 條所述，參與者因轉移(i)境外證券；或(ii)無證書合資格證券而（按結算公司不時指定的形式）向結算公司發出的指示；
「海外戶口」	指	如規則第 823 條所述，一個可轉入或轉出無證書合資格證券的海外戶口；
「海外發行人」	指	無證書合資格證券而言，於香港以外地方註冊或成立的發行人；
「無證書合資格證券」	指	海外發行人以無證書形式發行的合資格證券（境外證券除外），並被結算公司根據一般規則指定為「無證書合資格證券」；

**第七節**

**存管及有關服務**

**7.14 無證書合資格證券**

**7.14.1 無證書合資格證券的託管服務**

無證書合資格證券是由結算公司以電腦記錄形式於中央結算系統存管處記存於參與者戶口。

中央結算系統存管處不會為無證書合資格證券提供實物存入及提取服務。因此，有關實物證券提存服務的規則不適用於無證書合資格證券。

參與者有意將無證書合資格證券從一個海外戶口調往其於中央結算系統的股份戶口（反之亦然）時，必須按程序規則第 9.6A 及 12.5 節向結算公司提供跨境轉移指示。

無證書合資格證券可因以下情況而在參與者股份戶口記存及記除：(a)透過海外發行人就新股發行成功申請而獲配發的新發行股份，(b)於聯交所就無證書合資格證券進行交易的結算及交收，(c) 跨境轉移指示的結算及交收，及(d)結算公司為參與者提供任何其他有關無證書合資格證券的服務。

除一般規則內另行規定外，結算公司承認並確認其對記存在參與者股份戶口內的無證書合資格證券，並無所有權。

結算公司不會保證以任何方式記存於中央結算系統存管處內無證書合資格證券的所有權。此外，結算公司沒有責任代參與者執行有關無證書合資格證券的任何權利。

參與者確認及同意有關無證書合資格證券的所有權、權利及權益（無論是否法律、衡平法或其他而言）須按任何相關司法管轄區可適用法律。

對於參與者以任何方式經結算公司記存的無證書合資格證券，每名參與者向結算公司承諾、聲明、保證：

- (a) 其不可就無證書合資格證券因應任何適用法例或規則下被附加或徵收的稅務、關稅、罰款或懲罰，不論結算公司有否介入任何稅收、扣稅或相關安排，而向結算公司提出任何申索（無論是否就合約責任、侵權行為責任或其他責任而言）；及
- (b) 除非結算公司同意，參與者只可向結算公司提交投票或其他指示，而不可直接提交指示到有關海外發行人或其主要或分支股份過戶登記處（如適用）。

## 第八節

### 代理人服務

#### 8.2 一般原則

##### 8.2.2 結算公司的角色

就有關對合資格證券構成影響的四大類公司行動或活動的代理人服務，以及有關(a)電子認購新股指示、(b)投標指示及(c)電子申請新增和贖回基金單位的代理人服務而言，結算公司作為提供者的角色概述如下：

- (ii) 表決：意指該等合資格證券持有人就會對合資格證券構成影響的公司行動或活動而投票表決。就此方面而言，結算公司將負責促使取得參與者的指示及(如適用)股份獨立戶口結單收件人以結算參與者或託管商參與者的名義就附寄結單服務的股份獨立戶口內的合資格證券發出的指示並代其表決，以及（如適用）要求以投票方式表決，或委任由參與者及(如適用)上述股份獨立戶口結單收件人委派的人士直接出席股東大會。就無證書合資格證券，在此指或可包括（如適用或當適用法律、規則或章程容許或要求），結算公司將從參與者及獨立戶口結單收件人（如適用）收到的任何投票或其他指示、提名委託人或委任人或所有其他授權、聲明、要求或資料傳遞或轉交至海外發行人或其授權代理或代表包括發行人的主要或分支股份過戶登記處；

#### 8.6 表決

##### 8.6.2 一般手續

一般而言，結算公司會按照下列所載的手續向參與者收集投票指示，並會交回一份合併的委託人委任表格以委任有關會議的主席代代理人表決，或委派其本身的代表出席該會議及在會上表決；上述的代理人或代表均須根據有關參與者的指示行事。另一情況是結算公司會按照下列所載的手續，委任參與者所提名的人士以委託人或代理人代表之一的身份出席會議並在會上表決。結算公司會根據合資格證券發行人的組成文件、有關會議的程序及相關法例決定委任代表還是委託人。就無證書合資格證券，（如適用或當適用法律、規則或章程容許或要求），結算公司將從參與者收到的任何投票或其他指示、提名委託人或委任人或所有其他授權、聲明、要求或資料傳遞或轉交至海外發行人或其授權代理或代表包括發行人的主要或分支股份過戶登記處。



### **8.6.3 須暫停過戶登記的公司行動**

如須就列明決定權益的截止過戶期限或記錄日期的公司行動或活動表決，一般會按照下列手續辦理：

- (vii) 結算公司收到參與者的適當指示後，若並無於列明期限（按上文第8.6.2節的規定）前接獲參與者進一步發出以更改原有指示的指示，即會填妥並遞交委託人委任表格或公司代表委任書，以委任參與者或參與者提名的人士（視情況而定）出席會議並在會上表決，而該人士有權在會議進行表決時自行對決議案作出決定；除非參與者將指定表格交回客戶服務中心或透過中央結算系統終端機或參與者網間連接器發出指示（視乎情況而定），特地就與委託人委任表格相關的合資格證券數量向結算公司發出投票指示，委託人在此情況下便已表明其表決選擇。就無證書合資格證券，（如適用或當適用法律、規則或章程容許或要求），結算公司將從參與者收到的任何投票或其他指示、提名委託人或委任人或所有其他授權、聲明、要求或資料傳遞或轉交至海外發行人或其授權代理或代表包括發行人的主要或分支股份過戶登記處。

### **8.14 分拆及合併**

#### **8.14.1 緒言**

本節陳述結算公司在一般情況下如何處理合資格證券的分拆、合併、股份轉換及交易貨幣轉換。境外證券及無證書合資格證券可能會有特別的處理程序，而結算公司會不時發出通告通知參與者有關的程序。在大多數情況下，結算公司會接納「新」證券為合資格證券。

## **第九節**

### **中央結算系統結算及交收運作概覽**

#### **9.6A 跨境轉移指示**

- (i) 任何參與者有意將境外證券由一名人士（結算公司或其代理人除外）於獲委任存管處的戶口調往結算公司或其代理人於獲委任存管處的戶口（反之亦然），必須按運作程序規則第12.5節及獲委任存管處的規則和程序填妥有關境外證券的「跨境轉移指示表格」，並將表格交回結算公司。結算公司收到已填妥有關境外證券的「跨境轉移指示表格」後，便會按運作程序規則第12.5節將指示傳送予獲委任存管處或其代理人。結算公司會根據獲委任存管處或其代理人告知的交收結果，更新參與者的中央結算系統股份戶口紀錄。

結算公司會根據獲委任存管處或其代理人告知的交收結果，更新參與者的中央結算系統股份戶口紀錄。

- (ii) 任何參與者有意將無證書合資格證券從一個海外戶口調往其於中央結算系統的股份戶口（反之亦然），必須按運作程序規則第12.5節及管制該海外戶口的規則和程序填妥有關無證書合資格證券的「跨境轉移指示表格」，並將表格交回結算公司。結算公司收到已填妥有關無證書合資格證券的「跨境轉移指示表格」後，便

會按運作程序規則第12.5節所述將指示傳送予相關海外發行人（或其代理人或代表）或維持相關海外戶口的機構。

結算公司會根據海外發行人（或其代理人或代表）或維持相關海外戶口的機構所告知的交收結果，更新參與者的中央結算系統股份戶口記錄。

## 第十二節

### 非聯交所買賣 — 「交收指示的交易」、「結算機構的交易」、 「投資者交收指示的交易」及「轉移指示」

#### 12.5 跨境轉移指示

##### 12.5.1 發出跨境轉移指示

###### (i) 境外證券

任何參與者有意將境外證券從一名人士（結算公司或其代理人除外）於獲委任存管處的戶口調往結算公司或其代理人於該獲委任存管處的戶口時（反之亦然），必須填妥刊載於中央結算系統終端機使用者指引內有關境外證券的「跨境轉移指示表格」，並將表格遞交到結算公司。有意讓獲委任存管處於同日（該日須是獲委任存管處當地的辦公日）進行轉移的參與者，須於辦公日下午二時（或結算公司指定的其他時間）前向結算公司遞交「跨境轉移指示表格」。結算公司保留權利可不處理任何於其指定的最後期限後所收到的跨境轉移指示。在這情況下，逾時發出的境外轉移指示須由參與者於下一個辦公日重新發出。

參與者有意利用從一名人士（結算公司或其代理人除外）於獲委任存管處的戶口調往結算公司或其代理人於獲委任存管處的戶口的境外證券，交收聯交所買賣、交收指示及 / 或投資者交收指示時，最遲須於交收日之前一個辦公日向結算公司遞交有關境外證券的跨境轉移指示。

###### (ii) 無證書合資格證券

任何參與者有意將無證書合資格證券從一個海外戶口調往其於中央結算系統的股份戶口（反之亦然），必須填妥刊載於中央結算系統終端機使用者指引內有關無證書合資格證券的「跨境轉移指示表格」及遞交到結算公司。如有意於同日（該日須是海外戶口當地的辦公日）進行轉移的參與者，須於辦公日下午二時（或結算公司指定的其他時間）前向結算公司遞交「跨境轉移指示表格」。結算公司保留權利不處理任何於其指定的最後期限後所收到的跨境轉移指示。在這情況下，逾時發出的境外轉移指示須由參與者於下一個辦公日重新遞交。

參與者如有意利用從一個海外戶口調往其於中央結算系統的股份戶口的無證書合資格證券，以作交收聯交所買賣、交收指示及 / 或投資者交收指示時，最遲須於交收日之前一個辦公日向結算公司遞交有關無證書合資格證券的跨境轉移指示。

##### 12.5.2 跨境轉移指示的交收 — 將境外證券自一名人士於獲委任存管處的戶口中記除並記存在結算公司或其代理人於獲委任存管處的戶口

在收到參與者已填妥刊載於中央結算系統終端機使用者指引內關於將境外證券記存在結算公司或其代理人於獲委任存管處的戶口的「跨境轉移指示表格」後，結算公司須將跨境轉移指示傳送至獲委任存管處（或其代理人）。轉移程序是否能按指示執

行，有賴獲委任存管處採取適當的行動，而有關人士於獲委任存管處的戶口內的相關境外證券便會被記除。

結算公司收到獲委任存管（或其代理人）的確認，證實有關的境外證券已記存在結算公司或其代理人於獲委任存管處的戶口後，相關的境外證券便會以賬面形式記錄在參與者股份戶口。

除非結算公司向獲委任存管處發出取消指示，否則獲委任存管處沒有在指定日期執行的轉移指示便會轉至獲委任存管處當地的下一個辦公日執行。參與者如欲結算公司向獲委任存管處發出取消指示時，須於擬取消未交收的轉移指示的任何辦公日當天下午二時前向結算公司遞交已填妥刊載於中央結算系統終端機使用者指引內的「取消接受轉移指示表格」。

### **12.5.3 跨境轉移指示的交收 — 將境外證券自結算公司或其代理人於獲委任存管處的戶口中記除並記存在一名人士於獲委任存管處的戶口**

在收到參與者已填妥刊載於中央結算系統終端機使用者指引內關於自結算公司或其代理人於獲委任存管處的戶口記除境外證券的「跨境轉移指示表格」後，結算公司便會查核參與者的股份戶口是否記存有相關數目的境外證券。若有足夠的境外證券記存在參與者的股份戶口，結算公司便會按照「跨境轉移指示表格」從參與者的股份戶口記除境外證券，並將跨境轉移指示傳送至獲委任存管處（或其代理人）處理。

#### **12.5.3A 跨境轉移指示的交收 — 將無證書合資格證券自一個海外戶口中記除並記存在參與者於中央結算系統的股份戶口**

在收到參與者已填妥刊載於中央結算系統終端機使用者指引內關於記存無證書合資格證券到參與者於中央結算系統的股份戶口的「跨境轉移指示表格」及收到海外發行人、或其授權代理人或代表或主要或分支股份過戶登記處或維持海外戶口的機構就無證書合資格證券的轉移及／或轉名到結算公司或其代理人名下而發出的確認後，結算公司便會記存該等無證書合資格證券到參與者於中央結算系統的股份戶口。要完成有關轉移將須依靠海外發行人（或其代理人或代表）、維持海外戶口的機構及將記除證券的海外戶口的持有人採取的適當行動。

參與者不能取消已遞交予結算公司的跨境轉移指示。在任何原因下，倘若跨境轉移指示未能於指定日期執行，該轉移指示將就海外發行人（或其代理人或代表）及維持海外戶口的機構所訂立的任何特定程序，延至海外戶口當地的下一個辦公日執行。就執行上述延期轉移指示，結算公司可要求參與者遞交已更改的跨境轉移指示表格。

#### **12.5.3B 跨境轉移指示的交收 — 將無證書合資格證券自參與者於中央結算系統的股份戶口中記除並記存在一個海外戶口**

在收到參與者已填妥刊載於中央結算系統終端機使用者指引內關於參與者自中央結算系統的股份戶口中記除無證書合資格證券的「跨境轉移指示表格」後，若參與者的股份戶口有足夠數目的無證書合資格證券，結算公司會按照「跨境轉移指示表格」從參與者的股份戶口記除無證書合資格證券。結算公司會轉交轉移指示予海外發行人、或其授權代理人或代表或主要或分支股份過戶登記處或維持海外戶口的機構處理。要完成有關轉移須依靠海外發行人（或其代理人或代表）、維持海外戶口的機構及將記存證券的海外戶口的持有人採取適當的行動。

當收到海外發行人（或其代理人或代表）或維持海外戶口的機構就按照「跨境轉移指示表格」完成轉移及記存無證書合資格證券到海外戶口發出的確認，結算公司將會通知參與者。

結算公司會就任何海外發行人（或其代理人或代表）或維持海外戶口的機構未能於指定日期執行的跨境轉移指示通知參與者，並把該等無證書合資格證券再次記存到參與者的股份戶口。參與者如欲繼續進行該轉移指示，須向結算公司遞交全新已填妥的「跨境轉移指示表格」。

## 第二十一節

### 費用及開支

#### 21.3B 跨境轉移（收取 / 交付）指示

- 按規則第907條所述，就收取 / 交付境外證券及無證書合資格證券的跨境轉移指示的跨境調撥費。 每項收取 / 交付指示收費200港元。

附註：  
費用於指示發出當日記除。

參與者須支付任何由結算公司代付的費用。

## 第二十二節

### 投資者戶口持有人費用

#### 22.1B 跨境轉移（收取 / 交付）指示

- 按規則第907條所述，就收取 / 交付境外證券及無證書合資格證券的跨境轉移指示的跨境調撥費。 每項收取 / 交付指示收費200港元。

附註：  
費用於指示發出當日記除。

投資者戶口持有人須支付任何由結算公司代付的費用。

#### **Appendix 7** 境外證券提取表格

Appendix 7.1 Foreign Securities Withdrawal Form 〈只有英文本〉

Appendix 7.2 [已刪除]

Appendix 7.3 [已刪除]

Appendix 7.4 [已刪除]