

Source text – English

## 2. Regulatory Background

### 2.1 Hong Kong Regulators

The Securities and Futures Commission (“SFC”) is the primary regulator of the securities industry in Hong Kong. The SFC is responsible for general supervision of the securities and futures industries and for the investigation of suspected malpractice. It may investigate the manner in which registered persons conduct their business and based on their findings, reprimand, suspend or revoke the registration of registered persons should they fail to meet the fit and proper criteria imposed by the SFC. The SFC administered the Securities and Futures Ordinance (“SFO”) which is an important piece of ordinance governing the securities and futures market in Hong Kong. The SFO empowers the SFC to prescribe detailed and technical regulatory requirements by way of subsidiary legislations.

The subsidiaries and affiliates of XXX that are licensed corporations with the SFC are subject to the SFC’s rules and guidelines, the most important of which include:

- The Fit and Proper Criteria
- The Code of Conduct for Persons Registered with the SFC
- Corporate Finance Adviser Code of Conduct
- Management, Supervision and Internal Control Guidelines for Persons Registered with the SFC
- Codes on Takeovers and Mergers and Shares Repurchases
- Guidance Note on Prevention of Money Laundering and Terrorist Financing

You could find all of the above and other SFC’s rules and guidelines on its web site at [www.hksfc.org.hk](http://www.hksfc.org.hk).

The SFC oversees the operations of the Stock Exchange of Hong Kong Limited and the Hong Kong Futures Exchange Limited (“the Exchanges”) and their associated clearing and settlement companies. Companies that are participant of the Exchanges are also subject to the applicable Rules and Regulations of the Exchange and their clearing companies.

### 2.2 Relationships with Regulators

Legal & Compliance Department is responsible for  
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Translation – Chinese

## 2. 监管背景

### 2.1 香港的监管机构

证券及期货事务监察委员会（“证监会”）是香港证券行业的主要监管机构。证监会负责对证券和期货行业的总体管理，并对涉嫌失当行为进行调查。证监会可以调查注册人经营业务的方式，并根据调查结果对不符合证监会“适当人选的准则”的注册人施以惩戒，或暂时吊销或撤销其注册。证监会是《证券及期货条例》的执行机构，该条例是规管香港证券及期货市场的一项重要法例。《证券及期货条例》授权证监会以订立附属法例的形式，订明详细及技术性的监管规定。

XXX 的子公司和关联公司作为证监会的持牌法团，须遵守证监会的各项规则和指引，其中主要包括：

- 适当人选的准则
- 证券及期货事务监察委员会注册人操守准则
- 企业融资顾问操守准则
- 适用于证券及期货事务监察委员会持牌人或注册人的管理、监督及内部监控指引
- 公司收购、合并及股份购回守则
- 有关防止洗黑钱及恐怖分子筹资活动的指引

您可在证监会的网站（[www.hksfc.org.hk](http://www.hksfc.org.hk)）上找到所有以上规则和指引以及证监会的其他规则和指引。

证监会负责监督香港联合交易所有限公司、香港期货交易有限公司（合称“交易所”）及其相关清算和结算公司的运作。在上述交易所从事交易活动的公司还须遵守这些交易所及其清算公司的相关规则和监管规定。

### 2.2 与监管机构的关系

法律及合规部负责协调公司与当地监管机构之间的关系。员工个人不可在未通知法律及合规部的情况

coordinating the relationship between the Company and the local regulators. No member of staff should attend any meetings with or provide any information to the regulators without informing the Legal & Compliance Department as soon as they become aware of any inquiry from the regulators other than of a routine nature.

### 2.3 Hong Kong Licensing Requirements

All staff that deal in securities or provide investment advice to clients must be registered. Confirmation of your employment is subject to obtaining registration approval where applicable for the regulatory authorities. If a staff is subject to the SFC regulations, he or she may not undertake any dealing or investment advisory business on behalf of the Company unless he or she demonstrates that he or she is fit and proper to be registered with the SFC. Certain competence requirements will have to be fulfilled by them before they are deemed to be fit and proper. If the staff has any doubt about whether he or she should be registered or has any questions about the competence requirements, he or she should consult his or her department head and the Legal & Compliance Department.

In order to demonstrate that staff who are licensed by the SFC are fit and proper to remain registered, they need to undertake continuous professional training of at least 5 hours per regulated activity for each calendar year. Relevant business areas should ensure appropriate measures are taken in coordination with the Legal & Compliance Department to ensure full compliance by their staff.

下，与监管机构会面或向其提供任何信息。并且，员工一旦知道监管机构有任何非例行性质的查询，应立即告知法律及合规部。

### 2.3 香港持牌要求

所有从事证券交易或向客户提供投资建议的员工必须经过注册。公司确认雇佣任何员工的前提是，该员工已获得监管机构的相关注册许可。对于证监会规管范围内的员工，除非该员工能证明他/她是符合证监会注册要求的“适当人选”，否则不得代表公司从事任何交易或投资顾问业务。员工在被视为“适当人选”之前须满足某些胜任能力要求。如果员工就其是否应当注册或就胜任能力要求有任何疑问，应征询其部门负责人或法律及合规部的意见。

已经是证监会持牌人的员工为证明其仍为符合证监会注册要求的“适当人选”，需要每年就每项受规管活动接受至少 5 小时的持续培训。相关业务部门应与法律与合规部协调，采取适当措施保证其员工符合上述要求。