



**SECURITIES AND
FUTURES COMMISSION**
證券及期貨事務監察委員會

Guidelines on Waivers of Certain Licensing Fees

寬免繳付若干牌照費用的指引

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Table of Contents

| | |
|--|----|
| Introduction | 1 |
| Part A - General Fee Waivers | 2 |
| Part B - Fee Waivers during Transitional Period | 4 |
| Appendix 1: Extract of Schedule 3 to the Securities and Futures (Fees) Rules | 13 |
| Appendix 2: Schedule of Annual Fees under the Existing Licensing Regime (prior to commencement of the Securities and Futures Ordinance) | 14 |

Introduction

1. The Securities and Futures Commission (“SFC”) publishes these Guidelines pursuant to section 399(1) of the Securities and Futures Ordinance (Cap 571) (“SFO”).
2. These Guidelines supplement the Securities and Futures (Fees) Rules (L.N. 228 of 2002) (“Fees Rules”) in relation to the following licensing fees payable to the SFC:-
 - (a) application fees for approval to become or continue to be a substantial shareholder of a licensed corporation
 - (b) application fees for approval of premises to be used by a licence applicant for keeping records or documents required under the SFO
 - (c) application fees for licence or registration
 - (d) annual fees
3. In addition to a couple of general fee waivers set out in **Part A**, these Guidelines provide in **Part B** a number of fee waivers applicable to intermediaries during the first two years after the SFO commences (“transitional period”). The Guidelines will become effective upon commencement of the SFO.
4. All fee waivers provided in these Guidelines are made by the SFC by virtue of section 11(1)(a) of the Fees Rules.
5. For ease of reference, an extract of the licensing fees prescribed in *Schedule 3 to the Fees Rules* concerning these Guidelines is attached at **Appendix 1**.

Part A General Fee Waivers

6. Application fee for approval of premises for keeping records or documents

6.1 According to section 116(2)(c) of the SFO, the SFC shall refuse to grant a licence to carry on a regulated activity under section 116(1) unless certain requirements have been fulfilled, including lodging an application under section 130(1) for approval of premises to be used by the applicant for keeping records or documents required under the SFO. There is also a similar requirement under section 117(2)(g) in respect of granting of temporary licences to corporations.

6.2 Section 130(1) of the SFO provides that the SFC may, upon application in the prescribed manner and payment of the prescribed fee, approve premises to be used by a licensed corporation for keeping records or documents required under the SFO.

6.3 The related application fee is prescribed under *Item 14 of Schedule 3 to the Fees Rules*.

6.4 The SFC waives this application fee where the applicant corporation has also lodged with the SFC its application for a licence under section 116(1) or 117(1) of the SFO, and the related application for the licence is still being processed (i.e. neither approved nor refused by the SFC) at the time the application for approval of premises is lodged.

6.5 In relation to the application fee prescribed under *Item 14 of Schedule 3 to the Fees Rules*, the SFC regards this fee, whenever payable, as chargeable on a per application basis regardless of the number of premises proposed in the same application.

7. Application fee for approval to become or continue to be a substantial shareholder

7.1 Under section 131(1) of the SFO, a person shall not become and continue to be a substantial shareholder of a corporation licensed under section 116 without first being approved by the SFC under section 132(1)(a).

7.2 Section 132(1) of the SFO provides that the SFC may, upon application in the prescribed manner and payment of the prescribed fee, approve the applicant –
(a) to become; or
(b) to continue to be,
as the case may be, a substantial shareholder of a corporation licensed under section 116.

7.3 The related application fee is prescribed under *item 15 of Schedule 3 to the Fees Rules*.

7.4 The SFC waives the fee payable for an application for approval to become or continue to be a substantial shareholder of a corporation where that corporation has lodged with the SFC its application for a licence under section

116(1) of the SFO, and the related application for licence is still being processed (i.e. neither approved nor refused by the SFC) at the time the application for approval to become or continue to be a substantial shareholder is lodged.

- 7.5 In relation to the application fee prescribed under *Item 15 of Schedule 3 to the Fees Rules*, the SFC regards this fee, whenever payable, as chargeable on a per application basis regardless of the number of substantial shareholders proposed in the same application.

Part B Fee Waivers during Transitional Period

Background

8. As provided in Schedule 10 to the SFO, during the transitional period, existing intermediaries will be deemed to be licensed or registered (as the case may be) under the SFO for those regulated activities for which they are currently registered or exempted from registration under the Securities Ordinance, the Commodities Trading Ordinance and the Leveraged Foreign Exchange Trading Ordinance.
9. The fee waivers provided in this Part aim to ensure that during the transitional period, existing intermediaries will not incur extra licensing costs over and above the amounts they are required to pay under the current regime. The fee waivers provided in this Part are therefore applicable mainly to existing intermediaries during the transitional period. In particular, these fee waivers concern the following categories of intermediary:-
 - a. licensed persons or registered institutions who are deemed to have been licensed or registered under the SFO;
 - b. corporations succeeding the businesses which constitute regulated activities of sole proprietors, partnerships or other corporations which are deemed to have been licensed or registered under the SFO;
 - c. new responsible officers accredited to a sole proprietor (who is deemed to be a licensed corporation) or a corporation which has succeeded the businesses which constitute regulated activities of a sole proprietor;
 - d. the second responsible officer accredited to a licensed corporation which has only one supervisory director registered or licensed with the SFC before the commencement of the SFO;
 - e. new responsible officers accredited to an existing securities margin financier or an existing leveraged foreign exchange trader;
 - f. individuals who are engaged by an exempt person to perform regulated activities where such exempt person is not an authorized financial institution; and
 - g. licensed banks providing investment advisory services to customers.

Waivers of application fees

10. **Application for migration by deemed licensed persons and deemed registered institutions**
 - 10.1 The application fee payable for a licence/registration/approval as a responsible officer under section 116, 119, 120, or 126 of the SFO as the case may be (prescribed under *Items 3, 5, 6, and 12 of Schedule 3 to the Fees Rules respectively*) shall be waived if that application is lodged by a person who is deemed to have been licensed/registered/approved pursuant to Schedule 10 to

the SFO and the regulated activity or regulated activities in that application is or are not other than those regulated activities for which that person is so deemed to have been licensed/registered/approved.

Illustrative example

- 10.2 During the transitional period, a dealing director currently registered as a dealer under the Securities Ordinance will be deemed to have been licensed as a representative and approved as a responsible officer under the SFO in respect of Type 1, Type 4, Type 6 and Type 9 regulated activities.
- 10.3 When that dealing director submits his application for a representative licence and approval as a responsible officer, the application fees prescribed under *Item 6 and Item 12 of Schedule 3 to the Fees Rules* will be waived in so far as the regulated activities in that application are Type 1, Type 4, Type 6 and/or Type 9. However, if the application is also for Type 2 regulated activity, the application fee prescribed under *Item 6 and Item 12 of Schedule 3 to the Fees Rules* in respect of Type 2 regulated activity will be payable.

11. Application by corporations succeeding the business of existing intermediaries

Succeeding the business of sole proprietor

- 11.1 Where a corporation succeeds the business of a sole proprietor who is deemed to have been licensed under Schedule 10 to the SFO, and not less than half of the issued shares in that corporation are owned by that sole proprietor, if the corporation applies for a licence to carry on any of the regulated activities for which the sole proprietor is so deemed to have been licensed, the application fee prescribed in *Item 3 of Schedule 3 to the Fees Rules* in respect of the regulated activities for which the sole proprietor is so deemed to have been licensed shall be waived.

Succeeding the business of partnership

- 11.2 Where a corporation succeeds the business of a partnership which is deemed to have been licensed under Schedule 10 to the SFO, and not less than half of the shares in the corporation are owned by at least half of the partners of the partnership, if the corporation applies for a licence to carry on any of the regulated activities for which the partnership is so deemed to have been licensed, the application fee prescribed in *Item 3 of Schedule 3 to the Fees Rules* in respect of the regulated activities for which the partnership is so deemed to have been licensed shall be waived.

Succeeding the business of another corporation

- 11.3 Where a corporation succeeds the business of another corporation which is deemed to have been licensed or registered under Schedule 10 to the SFO, and the ultimate substantial shareholders of both corporations are the same, if the former corporation applies for a licence or registration to carry on any of the regulated activities for which the latter corporation is so deemed to have been licensed or registered, the related application fee prescribed in *Item 3, 5, 13(a)(i) or 13(c)(i) of Schedule 3 to the Fees Rules (whichever may be*

applicable) in respect of the regulated activities for which the latter corporation is so deemed to have been licensed shall be waived.

Illustrative Example

- 11.4 Company A and Company B are currently registered as a securities dealer and a commodity dealer respectively. They are wholly owned by the same ultimate shareholder. Upon commencement of the SFO, Company A will be deemed to have been licensed for Type 1, Type 4, Type 6 and Type 9 regulated activities whilst Company B will be deemed to have been licensed for Type 2, Type 5 and Type 9 regulated activities.
- 11.5 If during the transitional period, Company A applies to add any of Type 2, Type 5 and Type 9 regulated activities to its licence in order to take over the business of Company B (which will then cease to operate), the related application fee prescribed under *Item 13(a)(i)(A) of Schedule 3 to the Fees Rules* payable by Company A shall be waived.
- 11.6 Furthermore, the application fees payable by the responsible officers and the licensed representatives of Company B as a result of their change of accreditation to Company A shall be waived.
- 12. Additional responsible officers accredited to sole proprietors or licensed corporations succeeding the business of sole proprietors**
- 12.1 If an individual applies to become a responsible officer accredited to a sole proprietor who is deemed as a licensed corporation under section 30 of Schedule 10 to the SFO or a corporation which has succeeded the business of a sole proprietor so deemed (“successor corporation”), the application fee prescribed under *Item 12 of Schedule 3 to the Fees Rules* shall be waived in respect of any of the regulated activities for which the sole proprietor is deemed to have been licensed.
- 12.2 For the purpose of paragraph 12.1, not less than half of the shares of the successor corporation shall be owned by the sole proprietor concerned.
- 13. Second responsible officers accredited to deemed licensed corporations which have only one responsible officer**
- 13.1 If an individual applies to become a responsible officer accredited to a corporation which is deemed to have been licensed under section 22 of Schedule 10 to the SFO and:
- (a) immediately before the commencement of the SFO, there was only one registered or licensed director accredited to such corporation under the relevant repealed Ordinance, and
 - (b) there is only one responsible officer accredited to such corporation in relation to the regulated activity for which the applicant applies to become a responsible officer at the time when the application is approved,

the application fee prescribed under *Item 12 of Schedule 3 to the Fees Rules* in respect of the regulated activity for which the individual applies shall be waived provided that the corporation was deemed to have been licensed for such regulated activity.

Illustrative example

13.2 Company A was previously registered as a securities dealer with only one dealing director, Mr. X, accredited to the firm immediately before the commencement of the SFO. During the transitional period, Company A and Mr. X are deemed to have been licensed for Type 1, Type 4, Type 6 and Type 9 regulated activities. If Company A employs Mr. Y as an additional responsible office for Type 1 and Type 6 regulated activities during the transitional period, the fee waiver described in paragraph 13.1 will be available to Mr. Y if he is to become the second responsible officer of Company A in respect of Type 1 and Type 6 regulated activities.

13.3 Later, if Company A further employs Mr. Z as a responsible officer in respect of Type 1, Type 6 and Type 9 regulated activities during the transitional period, the fee waiver described in paragraph 13.1 will be available to Mr. Z in respect of Type 9 regulated activity only, for which he acts as the second responsible officer. As for Type 1 and Type 6 regulated activities, Mr. Z is the third responsible officer after the approval previously granted to Mr. X and Mr. Y. Therefore, the fees waivers will not be available for these two regulated activities.

14. **Additional responsible officers accredited to corporations deemed to have been licensed for Type 3 or Type 8 regulated activity**

14.1 The application fee prescribed under *Item 12 of Schedule 3 to the Fees Rules* in respect of Type 3 or Type 8 regulated activity shall be waived if an individual applies to become a responsible officer in respect of Type 3 or Type 8 regulated activity of a corporation deemed to have been licensed under section 22(c) or (f) of Schedule 10 to the SFO (i.e. an existing securities margin financier or an existing leveraged foreign exchange trader).

Waivers of annual fees

15. **Deemed licensed persons – principals and responsible officers**

15.1 The annual fee payable by a **securities dealer** who is deemed to have been licensed for Type 1, Type 4, Type 6 and Type 9 regulated activities under section 22(a), 23(a), 27(a), 28(a) or 30(a)(ii) and (iii) of Schedule 10 to the SFO shall be waived to the extent that the annual fee prescribed under *Item 18(a)(A) or 18(b)(ii)(A) of Schedule 3 to the Fees Rules (whichever may be applicable)* for such regulated activities exceeds \$4,740.

15.2 The annual fee payable by a corporation which was an **exempt dealer** and is deemed to have been licensed for Type 1, Type 4, Type 6 and Type 9 regulated activities under section 25(b)(i) of Schedule 10 to the SFO shall be waived to the extent that the annual fee prescribed under *Item 18(a)(A) of Schedule 3 to the Fees Rules* for such regulated activities exceeds \$14,000.

- 15.3 The annual fee payable by an **investment adviser** who is deemed to have been licensed for Type 4, Type 6 and Type 9 regulated activities under section 22(b), 23(b), 27(b), 28(b) or 30(b)(ii) and (iii) of Schedule 10 to the SFO shall be waived to the extent that the annual fee prescribed under *Item 18(a)(A) or 18(b)(ii)(A) of Schedule 3 to the Fees Rules (whichever may be applicable)* for such regulated activities exceeds \$4,740.
- 15.4 The annual fee payable by a corporation which was an **exempt investment adviser** and is deemed to have been licensed for Type 4, Type 6 and Type 9 regulated activities under section 25(b)(ii) of Schedule 10 to the SFO shall be waived to the extent that the annual fee prescribed under *Item 18(a)(A) of Schedule 3 to the Fees Rules* for such regulated activities exceeds \$7,000.
- 15.5 The annual fee payable by a **commodity dealer** who is deemed to have been licensed for Type 2, Type 5 and Type 9 regulated activities under section 22(d), 23(d), 27(c), 28(c) or 30(c)(ii) and (iii) of Schedule 10 to the SFO shall be waived to the extent that the annual fee prescribed under *Item 18(a)(A) or 18(b)(ii)(A) of Schedule 3 to the Fees Rules (whichever may be applicable)* for such regulated activities exceeds \$4,740.
- 15.6 The annual fee payable by a **commodity trading adviser** who is deemed to have been licensed for Type 5 and Type 9 regulated activities under section 22(e), 23(e), 27(d), 28(d) or 30(d)(ii) and (iii) of Schedule 10 to the SFO shall be waived to the extent that the annual fee prescribed under *Item 18(a)(A) or 18(b)(ii)(A) of Schedule 3 to the Fees Rules (whichever may be applicable)* for such regulated activities exceeds \$4,740.
- 15.7 The annual fee prescribed under *Item 18(a)(A) of Schedule 3 to the Fees Rules* in respect of the regulated activities for which a **sole proprietor** is deemed to be a licensed corporation under section 30(a)(i), (b)(i), (c)(i) or d(i) of Schedule 10 to the SFO shall be waived. However, the annual fee for a responsible officer prescribed under *Item 18(b)(ii)(A) of Schedule 3 to the Fees Rules* remains payable by the sole proprietor as described in paragraph 15.1 above.
16. **Corporations succeeding the business of existing intermediaries**
- 16.1 The waivers of annual fees provided to deemed licensed corporations (which are existing intermediaries) in paragraphs 15.1 to 15.7 also apply to corporations succeeding entirely the business of regulated activities of such existing intermediaries.
- 16.2 These successor corporations are referred to in paragraphs 11.1 to 11.3 (being the applicant corporations concerned).
17. **Other responsible officers**
- 17.1 The annual fee payable by a responsible officer in respect of Type 8 regulated activity shall be waived to the extent that the annual fee in respect of Type 8 regulated activity prescribed under *Item 18(b)(ii)(A) of Schedule 3 to the Fees Rules* exceeds \$1,790 if that responsible officer is accredited to a corporation deemed to have been licensed for Type 8 regulated activity under section 22(c) of Schedule 10 to the SFO (i.e. an existing securities margin financier).

- 17.2 The annual fee payable by a responsible officer in respect of Type 3 regulated activity shall be waived to the extent that the annual fee in respect of Type 3 regulated activity prescribed under *Item 18(b)(ii)(B) of Schedule 3 to the Fees Rules* exceeds \$2,420 if that responsible officer is accredited to a corporation deemed to have been licensed for Type 3 regulated activity under section 22(f) of Schedule 10 to the SFO (i.e. an existing leveraged foreign exchange trader).
- 17.3 The annual fee payable by the second responsible officer accredited to a deemed licensed corporation (referred to in paragraph 13.1) shall be waived to the extent that the annual fee prescribed in *Item 18(b)(ii)(A) of Schedule 3 to the Fees Rules* exceeds \$1,790 in respect of each of the regulated activities for which the corporation is deemed to have been licensed.
- 17.4 The annual fee payable by an additional responsible officer accredited to a sole proprietor or a licensed corporation succeeding the business of a sole proprietor (referred to in paragraph 12.1) shall be waived to the extent that the annual fee prescribed in *Item 18(b)(ii)(A) of Schedule 3 to the Fees Rules* exceeds \$1,790 in respect of each of the regulated activities for which the sole proprietor is deemed to have been licensed.

Illustrative example

- 17.5 During the transitional period, an individual joined a licensed corporation which has succeeded the business of a sole proprietor previously registered as a securities dealer and he has been approved as a responsible officer in respect of Type 1 and Type 6 regulated activities. The annual fee payable by that new responsible officer during the transitional period will be \$3,580 per year (i.e. \$1,790 x 2 regulated activities) instead of \$9,480 (i.e. \$4,740 x 2 regulated activities).

18. Deemed licensed persons – representatives

- 18.1 The annual fee payable by a **securities dealer's representative** who is deemed to have been licensed for Type 1, Type 4, Type 6 and Type 9 regulated activities under section 24(a), 29(a) or 31(a) of Schedule 10 to the SFO shall be waived to the extent that the annual fee prescribed under *Item 18(b)(i)(A) of Schedule 3 to the Fees Rules* for all such regulated activities exceeds \$1,790.
- 18.2 The annual fee payable by an **investment representative** who is deemed to have been licensed for Type 4, Type 6 and Type 9 regulated activities under section 24(b), 29(b) or 31(b) of Schedule 10 to the SFO shall be waived to the extent that the annual fee prescribed under *Item 18(b)(i)(A) of Schedule 3 to the Fees Rules* for all such regulated activities exceeds \$1,790.
- 18.3 The annual fee payable by a **commodity dealer's representative** who is deemed to have been licensed for Type 2, Type 5 and Type 9 regulated activities under section 24(d), 29(c) or 31(c) of Schedule 10 to the SFO shall be waived to the extent that the annual fee prescribed under *Item 18(b)(i)(A) of Schedule 3 to the Fees Rules* for all such regulated activities exceeds \$1,790.
- 18.4 The annual fee payable by a **commodity trading adviser's representative** who is deemed to have been licensed for Type 5 and Type 9 regulated activities under section 24(e), 29(d) or 31(d) of Schedule 10 to the SFO shall

be waived to the extent that the annual fee prescribed under *Item 18(b)(i)(A) of Schedule 3 to the Fees Rules* for all such regulated activities exceeds \$1,790.

18.5 The annual fee payable by an **individual who was previously engaged by an exempt person** and is deemed to have been licensed as a representative under section 26(ii) of Schedule 10 to the SFO shall be waived to the extent that the annual fee prescribed under *Item 18(b)(i)(A) of Schedule 3 to the Fees Rules* relates to any of those regulated activities for which he is so deemed to have been licensed.

19. Deemed registered institutions

19.1 The annual fee payable by a corporation which was an **exempt dealer** and is deemed to have been registered for Type 1, Type 4, Type 6 and Type 9 regulated activities under section 25(a)(i) of Schedule 10 to the SFO shall be waived to the extent that the annual fee prescribed under *Item 18(c) of Schedule 3 to the Fees Rules* for such regulated activities exceeds \$14,000.

19.2 The annual fee payable by a corporation which was an **exempt investment adviser** and is deemed to have been registered for Type 4, Type 6 and Type 9 regulated activities under section 25(a)(ii) of Schedule 10 to the SFO shall be waived to the extent that the annual fee prescribed under *Item 18(c) of Schedule 3 to the Fees Rules* for such regulated activities exceeds \$7,000.

19.3 The annual fee payable by a **licensed bank** which carries out investment advisory business and is deemed to have been registered for Type 4, Type 6 and Type 9 regulated activities under section 32 of Schedule 10 to the SFO shall be waived to the extent that the annual fee prescribed under *Item 18(c) of Schedule 3 to the Fees Rules* relates to any of such regulated activities.

20. Early bird discount on annual fees

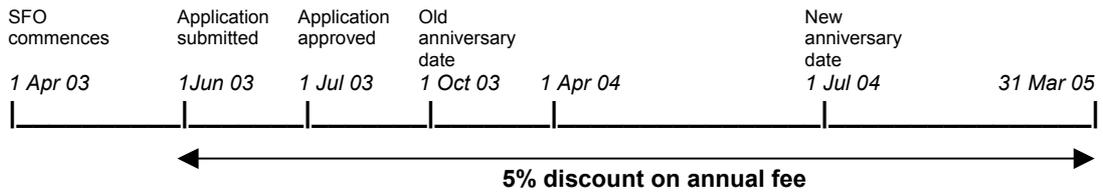
20.1 If a person referred to in paragraph 10.1 lodges the application concerned during the first 12 months immediately after commencement of the SFO, the annual fee payable by that person for the period from the date of lodging the application to the expiry date of the transitional period shall be reduced by an amount equivalent to 5% of the annual fee payable for the relevant period based on the fee level under the existing licensing regime specified in **Appendix 2**. The reduction will be applied as illustrated below.

Illustrative example 1

20.2 Assume that:-

- the SFO commences on 1 April 2003 (the transitional period runs from 1 April 2003 to 31 March 2005);
- an existing securities dealer firm, whose original licence anniversary date is 1 October every year, submits an application for migration in respect of Type 1 regulated activity on 1 June 2003; and
- the application is approved on 1 July 2003.

The following diagram represents the scenario described above.



20.3 At the time when the SFO commences, this securities dealer has already paid an annual fee up to 30 September 2003. No fee is payable in respect of his application for migration submitted on 1 June 2003.

20.4 Upon approval of its application on 1 July 2003, the SFC will issue to this securities dealer a debit note requesting the payment of annual fee for the period from **1 October 2003 to 30 June 2004** in order to align the annual fee payment with the dealer's new anniversary date. The annual fee for this 9-month period is calculated pro rata based on the new fee level of \$4,740 (which is about 3% reduced from the old fee level of \$4,900). Since the securities dealer submits the application during the first year of the transitional period, a 5% early bird discount on annual fee for the period from 1 June 2003 (i.e. the application submission date) to 30 June 2004 calculated based on the old fee level (see **Appendix 2**) is applicable. Therefore, the annual fee demanded for in this debit note will be:-

$$(\$4,740 \times 9/12) - (\$4,900 \times 5\% \times 13/12) = \mathbf{\$3,290}$$

20.5 Approaching 1 July 2004 (i.e. the new anniversary date), the SFC will issue a debit note to request the annual fee from **1 July 2004 to 30 June 2005**, with a 5% early bird discount applicable for the period from 1 July 2004 to 31 March 2005 (i.e. end of the transitional period). The amount of annual fee of that debit note will be:-

$$\$4,740 - (\$4,900 \times 5\% \times 9/12) = \mathbf{\$4,556}$$

Illustrative example 2

- 20.6 For another example, assume that:-
- the SFO commences on 1 April 2003;
 - an existing investment adviser firm has its Common Anniversary Date ("CAD") falling on 1 January every year (being the anniversary date applicable to the firm and all licensed individuals of the firm);
 - the firm, together with its supervisory directors and representatives, submits the application for migration in respect of Type 6 regulated activity on 1 November 2003;
 - the application is approved on 1 December 2003; and
 - the firm requests to maintain its CAD as 1 January.

The following diagram represents the scenario described above.



- 20.7 As the licensees in this example apply for migration within the first year of the transitional period, they are entitled to the 5% early bird discount on the annual fees provided in paragraph 20.1 above for the period from their application submission date till the end of the transitional period.
- 20.8 After approving the application on 1 December 2003, the SFC will request this investment adviser firm to pay the annual fees for its CAD group covering the period from **1 January 2004 to 31 December 2004**. The following formula will apply in calculating the annual fees payable:

New annual fee – 5% of existing fee level (pro rata from 1 November 2003 to 31 December 2004)

Accordingly, the annual fees payable will be:-

For the firm:

$$\$4,740 - (\$4,900 \times 5\% \times 14/12) = \$4,454$$

For each responsible officer:

$$\$4,740 - (\$4,900 \times 5\% \times 14/12) = \$4,454$$

For each representative:

$$\$1,790 - (\$1,850 \times 5\% \times 14/12) = \$1,682$$

- 20.9 On 1 January 2005 (i.e. the next CAD), the SFC will issue a debit note to request the annual fee from **1 January 2005 to 31 December 2005**, with a 5% early bird discount applicable for the period from 1 January 2005 to 31 March 2005 (i.e. end of the transitional period). The amounts of annual fees requested in that debit note will be:-

For the firm:

$$\$4,740 - (\$4,900 \times 5\% \times 3/12) = \$4,679$$

For each responsible officer:

$$\$4,740 - (\$4,900 \times 5\% \times 3/12) = \$4,679$$

For each representative:

$$\$1,790 - (\$1,850 \times 5\% \times 3/12) = \$1,767$$

21. **Validity of annual fee waivers during the transitional period**

- 21.1 All waivers of annual fees provided under items 15 to 20 above remain available to the intermediary concerned during the transitional period regardless of whether or not that intermediary has applied for a licence or registration (as the case may be) for the purpose of migration.

Extract of Schedule 3 to the Securities and Futures (Fees) Rules

| Item | Description | Amount |
|------|---|--|
| 3. | Prescribed fee payable under section 116(1) of the Ordinance on an application for the grant of a licence for a licensed corporation | (A) \$4,740 for each regulated activity other than Type 3 regulated activity; and (B) \$129,730 for Type 3 regulated activity |
| 5. | Prescribed fee payable under section 119(1) of the Ordinance on an application for registration as a registered institution | \$23,500 for each regulated activity |
| 6. | Prescribed fee payable under section 120(1) of the Ordinance on an application for the grant of a licence for a licensed representative | (A) \$1,790 for each regulated activity other than Type 3 regulated activity; and (B) \$2,420 for Type 3 regulated activity |
| 12. | Prescribed fee payable under section 126(1) of the Ordinance on an application for approval of a person as a responsible officer | \$2,950 for each regulated activity |
| 13. | Prescribed fee payable under section 127(1) of the Ordinance on an application for variation of any regulated activity – | |
| | (a) in the case of a licensed corporation – | |
| | (i) for adding any regulated activity | (A) \$4,740 for each regulated activity other than Type 3 regulated activity; and (B) 129,730 for Type 3 regulated activity |
| | (c) in the case of a registered institution – | |
| | (i) for adding any regulated activity | \$23,500 for each regulated activity |
| 14. | Prescribed fee payable under section 130(1) of the Ordinance on an application for approval of premises | \$1,000 |
| 15. | Prescribed fee payable under section 132(1) of the Ordinance on an application for approval to become or continue to be a substantial shareholder | \$3,000 |
| 18. | Prescribed annual fee payable under section 138(1) of the Ordinance – | |
| | (a) in the case of a corporation licensed under section 116 of the Ordinance | (A) \$4,740 for each regulated activity other than Type 3 regulated activity; and (B) \$129,730 for Type 3 regulated activity |
| | (b) in the case of an individual licensed under section 120(1) of the Ordinance – | |
| | (i) to the extent of any regulated activity for which the individual is not approved as a responsible officer under section 126(1) of the Ordinance | (A) \$1,790 for each regulated activity other than Type 3 regulated activity; and (B) \$2,420 for Type 3 regulated activity |
| | (ii) to the extent of any regulated activity for which the individual is approved as a responsible officer under section 126(1) of the Ordinance | (A) \$4,740 for each regulated activity other than Type 3 regulated activity; and (B) \$5,370 for Type 3 regulated activity |
| | (c) in the case of a registered institution | \$35,000 for each regulated activity |

**Schedule of Annual Fees under the Existing Licensing Regime
(prior to commencement of the Securities and Futures Ordinance)**

| Item | Description | Amount |
|-------------|---|---------------|
| 1. | The following person within the meaning of the Securities Ordinance – | |
| | (a) exempt dealer | \$14,000 |
| | (b) exempt investment adviser | \$7,000 |
| | (c) dealer | \$4,900 |
| | (d) investment adviser | \$4,900 |
| | (e) securities margin financier | \$4,900 |
| | (f) dealer's representative | \$1,850 |
| | (g) investment representative | \$1,850 |
| | (h) securities margin financier's representative | \$1,850 |
| 2. | The following person within the meaning of the Commodities Trading Ordinance – | |
| | (a) dealer | \$4,900 |
| | (b) commodity trading adviser | \$4,900 |
| | (c) dealer's representative | \$1,850 |
| | (d) commodity trading adviser's representative | \$1,850 |
| 3. | The following person within the meaning of the Leveraged Foreign Exchange Trading Ordinance – | |
| | (a) leveraged foreign exchange trader | \$133,750 |
| | (b) leveraged foreign exchange trader's representative | \$2,500 |

目錄

| | |
|--|----|
| 引言 | 1 |
| A 部 - 一般費用寬免 | 2 |
| B 部 - 過渡期內的費用寬免 | 4 |
| 附錄 1: 《證券及期貨(費用)規則》附表 3 的摘錄 | 15 |
| 附錄 2: 現行發牌制度下的年費一覽表 (在《證券及期貨條例》生效前) | 16 |

引言

1. 證券及期貨事務監察委員會(“證監會”)根據《證券及期貨條例》(第 571 章)(“該條例”)第 399(1)條發表本指引。
2. 本指引就以下應向證監會繳付的牌照費用，補充《證券及期貨(費用)規則》(2002 年第 228 號法律公告)(“《費用規則》”)的規定：
 - (a) 申請批准成為或繼續作為某持牌法團的大股東的費用
 - (b) 申請批准將某處所用作牌照申請人存放該條例規定的紀錄或文件的地方的費用
 - (c) 申請牌照或註冊的費用
 - (d) 年費
3. 本指引除了在 **A 部**列出兩項一般費用寬免外，亦在 **B 部**提供在該條例生效後首兩年內(“過渡期”)適用於中介人的多項費用寬免。本指引將在該條例實施時生效。
4. 本指引內訂明的所有費用寬免，均由證監會根據《費用規則》第 11(1)(a)條的規定訂立。
5. **附錄 1** 載有《費用規則》附表 3 所訂明的並關乎本指引的牌照費用的摘錄，以供參考。

A 部 一般費用寬免

6. 申請批准將某處所用作存放紀錄或文件的地方的費用

- 6.1 根據該條例第 116(2)(c)條的規定，除非若干規定獲得符合，包括申請人已根據第 130(1)條提出申請，要求批准將某處所用作其存放該條例規定的紀錄或文件的地方，否則證監會須拒絕根據第 116(1)條向其批給進行某類受規管活動的牌照。第 117(2)(g)條亦載有關於向法團批給短期牌照的類似規定。
- 6.2 該條例第 130(1)條規定，證監會可應以訂明方式提出的申請並在訂明費用獲繳付後，批准持牌法團將某處所用作存放該條例規定的紀錄或文件的地方。
- 6.3 相關的申請費在《費用規則》附表 3 第 14 項中訂明。
- 6.4 凡任何法團申請人已根據該條例第 116(1)或 117(1)條向證監會提交牌照申請，而在該法團提交有關批准處所的申請時，該項牌照申請尚在處理中(即證監會尚未批准或拒絕其牌照申請)，則申請批准處所的費用可獲寬免。
- 6.5 就《費用規則》附表 3 第 14 項所訂明的申請費而言，證監會將這項費用(如屬應繳付的話)視為應就每項申請徵收的費用，不論在同一項申請中所涉及的處所數目有多少。

7. 申請批准成為或繼續作為大股東的費用

- 7.1 根據該條例第 131(1)條，任何人不得在未經證監會事先根據第 132(1)(a)條核准的情況下，成為或繼續作為根據第 116 條獲發牌的法團的大股東。
- 7.2 該條例第 132(1)條規定，證監會可應申請人以訂明方式提出的申請並在訂明費用獲繳付後，核准申請人—
- (a) 成為；或
 - (b) 繼續作為，
- (視屬何情況而定)根據第 116 條獲發牌的法團的大股東。

- 7.3 相關的申請費在《費用規則》附表3第15項中訂明。
- 7.4 凡任何法團已根據該條例第 116(1)條向證監會提交牌照申請，而在某人提交批准成為或繼續作為該法團的大股東的申請時，該項牌照申請尚在處理中(即證監會尚未批准或拒絕其牌照申請)，則申請批准成為或繼續作為大股東的應繳付費用可獲寬免。
- 7.5 就《費用規則》附表3第15項所訂明的申請費而言，證監會將這項費用(如屬應繳付的話)視為應就每項申請徵收的費用，不論在同一項申請中涉及的大股東數目有多少。

B 部 過渡期內的費用寬免

背景

8. 一如該條例附表 10 所規定，在過渡期內，現有的中介人將當作已根據該條例就其目前根據《證券條例》、《商品交易條例》及《槓桿式外匯買賣條例》獲註冊進行或獲豁免註冊進行的受規管活動而獲發牌或獲註冊(視屬何情況而定)。
9. 本部所述的費用寬免旨在確保於過渡期內，現有的中介人除了在現行制度下所須繳付的費用外，將毋須再承擔額外的牌照費用。因此，本部所述的費用寬免主要在過渡期內適用於現有的中介人。這些費用寬免尤其關乎以下類別的中介人：
 - a. 當作為已根據該條例獲發牌或獲註冊的持牌人或註冊機構；
 - b. 就當作為已根據該條例獲發牌或獲註冊的獨資經營者、合夥或其他法團而言，繼承它們構成受規管活動的業務的法團；
 - c. 隸屬獨資經營者(當作為持牌法團)的新任負責人員，或隸屬一家繼承獨資經營者構成受規管活動的業務的法團的新任負責人員；
 - d. 就於該條例生效前只有 1 名獲證監會註冊或發牌的監督董事的持牌法團而言，隸屬該持牌法團的第 2 名負責人員；
 - e. 隸屬現有證券保證金融資人或現有槓桿式外匯買賣商的新任負責人員；
 - f. 就本身並非認可財務機構的獲豁免人士而言，受聘於該獲豁免人士以進行受規管活動的個人；及
 - g. 向客戶提供投資顧問服務的持牌銀行。

申請費的寬免

10. 當作爲已獲發牌的人士及當作爲已獲註冊的機構爲過渡至新制度而提出的申請

- 10.1 凡根據該條例第 116、119、120 或 126 條的規定(視屬何情況而定)申請牌照／註冊／核准以成爲負責人員的人士，若該人士依據該條例附表 10 當作已獲發牌／註冊／核准，而列於有關申請內的一項或多於一項的受規管活動並非有別於該人士如此當作已獲發牌／註冊／核准所涉及的受規管活動，則該項申請的應繳付申請費(分別在《費用規則》附表 3 第 3、5、6 及 12 項中訂明)可獲寬免。

舉例說明

- 10.2 在過渡期內，目前根據《證券條例》註冊爲交易商的交易董事，將當作已根據該條例就第 1、4、6 及 9 類受規管活動獲發牌成爲代表及獲核准爲負責人員。

- 10.3 當這名交易董事申請代表牌照及申請核准爲負責人員時，只要列於其申請內的受規管活動屬於第 1、4、6 及／或 9 類，《費用規則》附表 3 第 6 及 12 項所訂明的申請費便會獲得寬免。然而，若有關申請亦包含第 2 類受規管活動，該申請人便須繳付《費用規則》附表 3 第 6 及 12 項中關乎第 2 類受規管活動的申請費。

11. 繼承現有中介人的業務的法團所提出的申請

繼承獨資經營者的業務

- 11.1 凡任何法團繼承當作爲已根據該條例附表 10 獲發牌的獨資經營者的業務，而該獨資經營者擁有該法團不少於一半的已發行股份，若該法團申請牌照以進行該獨資經營者如此當作已獲發牌的任何受規管活動，則《費用規則》附表 3 第 3 項所訂明適用於該獨資經營者如此當作已獲發牌的有關受規管活動的申請費可獲寬免。

繼承合夥的業務

- 11.2 凡任何法團繼承當作爲已根據該條例附表 10 獲發牌的合夥的業務，而該合夥有至少一半合夥人擁有該法團不少於一半的股份，若該法團申請牌照以進行該合夥如此當作已獲發牌的任何受規管活動，則《費用規則》附表 3 第 3 項所訂明適用於該合夥如此當作已獲發牌的有關受規管活動的申請費可獲寬免。

繼承另一法團的業務

- 11.3 凡任何法團繼承當作爲已根據該條例附表 10 獲發牌或獲註冊的另一法團的業務，而兩家法團的最終大股東是相同，若前者申請牌照或註冊以進行後者如此當作已獲發牌或獲註冊的任何受規管活動，則《費用規則》附表 3 第 3、5、13(a)(i) 或 13(c)(i) 項 (以適用者爲準) 所訂明適用於後者如此當作已獲發牌的受規管活動的相關申請費可獲寬免。

舉例說明

- 11.4 A 公司和 B 公司目前分別註冊爲證券交易商及商品交易商。它們都是由同一名最終股東全資擁有。在該條例生效後，A 公司將當作已就第 1、4、6 及 9 類受規管活動獲發牌，而 B 公司則當作已就第 2、5 及 9 類受規管活動獲發牌。

- 11.5 在過渡期內，如果 A 公司申請在其牌照加入第 2、5 及 9 類中任何受規管活動，以接管其後將會停業的 B 公司的業務，A 公司可獲寬免繳付《費用規則》附表 3 第 13(a)(i)(A) 項所訂明的相關申請費。

- 11.6 此外，B 公司的負責人員和持牌代表將其隸屬關係轉至 A 公司時應繳付的申請費，亦會獲得寬免。

12. 隸屬獨資經營者或隸屬繼承獨資經營者的業務的法團的額外負責人員

- 12.1 就當作爲已根據該條例附表 10 第 30 條成爲持牌法團的獨資經營者，及繼承如此當作爲持牌法團的獨資經營者的業務的法團(“繼承法團”)而言，若一名個人申請成爲隸屬該獨資經營者或繼承法團的負責人員，《費用規則》附表 3 第 12 項所訂明適用於該獨資經營者如此當作已獲發牌的任何受規管活動的申請費可獲寬免。

12.2 就第 12.1 段的目的而言，有關的獨資經營者須擁有繼承法團不少於一半的股份。

13. 隸屬只有 1 名負責人員的當作爲已獲發牌的法團的第 2 名負責人員

13.1 就當作爲已根據該條例附表 10 第 22 條獲發牌的法團而言，若一名個人申請成爲隸屬該法團的負責人員，而：

- (a) 在緊接該條例生效前，只有 1 名註冊或持牌董事根據已廢除的有關條例隸屬該法團，以及
- (b) 在有關申請獲批准時，只有 1 名負責人員就申請人申請成爲負責人員所涉及的受規管活動隸屬該法團，

則只要該法團當作已就有關的受規管活動獲發牌，《費用規則》附表 3 第 12 項所訂明適用於該名個人所申請的受規管活動的申請費可獲寬免。

舉例說明

13.2 A 公司以往是註冊證券交易商，並且在緊接該條例生效前只有 1 名交易董事 X 先生隸屬該商號。在過渡期內，A 公司和 X 先生當作已就第 1、4、6 及 9 類受規管活動獲發牌。如果 A 公司在過渡期內聘請 Y 先生爲第 1 及 6 類受規管活動的額外負責人員，由於 Y 先生將就第 1 及 6 類受規管活動成爲 A 公司的第 2 名負責人員，所以 Y 先生便享有第 13.1 段所述的費用寬免。

13.3 之後，如果 A 公司在過渡期內再聘請 Z 先生爲第 1、6 及 9 類受規管活動的負責人員，Z 先生便只可就其作爲第 2 名負責人員的第 9 類受規管活動享有第 13.1 段所述的費用寬免。至於第 1 類及第 6 類受規管活動，由於 X 先生和 Y 先生較早前已獲批准成爲負責人員，所以 Z 先生是第 3 名負責人員。因此，有關的費用寬免不適用於這兩類受規管活動。

14. 隸屬當作爲已就第 3 或 8 類受規管活動獲發牌的法團的額外負責人員

- 14.1 就當作爲已根據該條例附表 10 第 22(c)或(f)條獲發牌的法團(即現有證券保證金融資人或現有槓桿式外匯買賣商)而言，若一名個人申請就第 3 或 8 類受規管活動成爲該法團的負責人員，《費用規則》附表 3 第 12 項中關乎第 3 或 8 類受規管活動的申請費可獲寬免。

年費的寬免

15. 當作爲已獲發牌的人士 – 主事人及負責人員

- 15.1 就當作爲已根據該條例附表 10 第 22(a)、23(a)、27(a)、28(a)或 30(a)(ii)及 (iii)條就第 1、4、6 及 9 類受規管活動獲發牌的**證券交易商**而言，若其根據《費用規則》附表 3 第 18(a)(A)或 18(b)(ii)(A)項(以適用者爲準)所訂明的年費款額，就該等受規管活動應繳付的年費超過\$4,740，超出的部分可獲寬免。
- 15.2 就當作爲已根據該條例附表 10 第 25(b)(i)條就第 1、4、6 及 9 類受規管活動獲發牌而以往是**獲豁免交易商**的法團而言，若其根據《費用規則》附表 3 第 18(a)(A)項所訂明的年費款額，就該等受規管活動應繳付的年費超過\$14,000，超出的部分可獲寬免。
- 15.3 就當作爲已根據該條例附表 10 第 22(b)、23(b)、27(b)、28(b)或 30(b)(ii)及 (iii)條就第 4、6 及 9 類受規管活動獲發牌的**投資顧問**而言，若其根據《費用規則》附表 3 第 18(a)(A)或 18(b)(ii)(A)項(以適用者爲準)所訂明的年費款額，就該等受規管活動應繳付的年費超過\$4,740，超出的部分可獲寬免。
- 15.4 就當作爲已根據該條例附表 10 第 25(b)(ii)條就第 4、6 及 9 類受規管活動獲發牌而以往是**獲豁免投資顧問**的法團而言，若其根據《費用規則》附表 3 第 18(a)(A)項所訂明的年費款額，就該等受規管活動應繳付的年費超過\$7,000，超出的部分可獲寬免。
- 15.5 就當作爲已根據該條例附表 10 第 22(d)、23(d)、27(c)、28(c)或 30(c)(ii)及 (iii)條就第 2、5 及 9 類受規管活動獲發牌的**商品交易商**而言，若其根據《費用規則》附表 3 第 18(a)(A)或 18(b)(ii)(A)項(以適用者爲準)所訂明的

年費款額，就該等受規管活動應繳付的年費超過\$4,740，超出的部分可獲寬免。

15.6 就當作爲已根據該條例附表 10 第 22(e)、23(e)、27(d)、28(d)或 30(d)(ii)及 (iii)條就第 5 及 9 類受規管活動獲發牌的商品交易顧問而言，若其根據《費用規則》附表 3 第 18(a)(A)或 18(b)(ii)(A)項(以適用者爲準)所訂明的年費款額，就該等受規管活動應繳付的年費超過\$4,740，超出的部分可獲寬免。

15.7 當作爲已根據該條例附表 10 第 30(a)(i)、(b)(i)、(c)(i)或(d)(i)條獲發牌的獨資經營者，可就其有關的受規管活動獲寬免繳付《費用規則》附表 3 第 18(a)(A)項所訂明的年費。然而，這些獨資經營者仍須繳付《費用規則》附表 3 第 18(b)(ii)(A)項適用於負責人員的年費(如上文第 15.1 段所述)。

16. 繼承現有中介人的業務的法團

16.1 第 15.1 至 15.7 段給予當作爲已獲發牌的法團(即現有中介人)的年費寬免，亦適用於繼承該現有中介人的受規管活動所構成的全部業務的法團。

16.2 這些繼承法團是第 11.1 至 11.3 段所指的繼承法團(即有關的法團申請人)。

17. 其他負責人員

17.1 就當作爲已根據該條例附表 10 第 22(c)條就第 8 類受規管活動獲發牌的法團(即現有證券保證金融資人)而言，若隸屬該法團的負責人員根據《費用規則》附表 3 第 18(b)(ii)(A)項所訂明的年費款額，就第 8 類受規管活動應繳付的年費超過\$1,790，超出的部分可獲寬免。

17.2 就當作爲已根據該條例附表 10 第 22(f)條就第 3 類受規管活動獲發牌的法團(即現有槓桿式外匯買賣商)而言，若隸屬該法團的負責人員根據《費用規則》附表 3 第 18(b)(ii)(B)項所訂明的年費款額，就第 3 類受規管活動應繳付的年費超過\$2,420，超出的部分可獲寬免。

17.3 就當作爲已獲發牌的法團(即第 13.1 段所述者)而言，若隸屬該法團的第 2 名負責人員根據《費用規則》附表 3 第 18(b)(ii)(A)項所訂明的年費款額，

就該法團當作已獲發牌的每一類受規管活動應繳付的年費超過\$1,790，超出的部分可獲寬免。

- 17.4 就獨資經營者或繼承獨資經營者的業務的持牌法團(即第 12.1 段所述者)而言，若隸屬該獨資經營者或持牌法團的額外負責人員根據《費用規則》附表 3 第 18(b)(ii)(A)項所訂明的年費款額，就該獨資經營者當作已獲發牌的每一類受規管活動應繳付的年費超過\$1,790，超出的部分可獲寬免。

舉例說明

- 17.5 在過渡期內，一名個人加入某持牌法團並就第 1 及 6 類受規管活動獲核准為負責人員，而該持牌法團繼承了以往註冊為證券交易商的獨資經營者的業務。該名新任負責人員在過渡期內應繳付的年費將為每年\$3,580 (即\$1,790 × 2 類受規管活動)，而非\$9,480 (即\$4,740 × 2 類受規管活動)。

18. 當作爲已獲發牌的人士 – 代表

- 18.1 就當作爲已根據該條例附表 10 第 24(a)、29(a)或 31(a)條就第 1、4、6 及 9 類受規管活動獲發牌的**證券交易商代表**而言，若其根據《費用規則》附表 3 第 18(b)(i)(A)項所訂明的年費款額，就所有該等受規管活動應繳付的年費超過\$1,790，超出的部分可獲寬免。
- 18.2 就當作爲已根據該條例附表 10 第 24(b)、29(b)或 31(b)條就第 4、6 及 9 類受規管活動獲發牌的**投資代表**而言，若其根據《費用規則》附表 3 第 18(b)(i)(A)項所訂明的年費款額，就所有該等受規管活動應繳付的年費超過\$1,790，超出的部分可獲寬免。
- 18.3 就當作爲已根據該條例附表 10 第 24(d)、29(c)或 31(c)條就第 2、5 及 9 類受規管活動獲發牌的**商品交易商代表**而言，若其根據《費用規則》附表 3 第 18(b)(i)(A)項所訂明的年費款額，就所有該等受規管活動應繳付的年費超過\$1,790，超出的部分可獲寬免。
- 18.4 就當作爲已根據該條例附表 10 第 24(e)、29(d)或 31(d)條就第 5 及 9 類受規管活動獲發牌的**商品交易顧問代表**而言，若其根據《費用規則》附表 3 第 18(b)(i)(A)項所訂明的年費款額，就所有該等受規管活動應繳付的年費超過\$1,790，超出的部分可獲寬免。

18.5 就當作爲已根據該條例附表 10 第 26(ii)條獲發牌成爲代表並在以往曾受聘於獲豁免人士的個人而言，若其根據《費用規則》附表 3 第 18(b)(i)(A)項所訂明應繳付的年費是關乎該名個人如此當作已獲發牌的任何受規管活動，有關年費可獲寬免。

19. 當作爲已獲註冊的機構

19.1 就當作爲已根據該條例附表 10 第 25(a)(i)條就第 1、4、6 及 9 類受規管活動獲註冊並在以往是獲豁免交易商的法團而言，若其根據《費用規則》附表 3 第 18(c)項所訂明的年費款額，就該等受規管活動應繳付的年費超過 \$14,000，超出的部分可獲寬免。

19.2 就當作爲已根據該條例附表 10 第 25(a)(ii)條就第 4、6 及 9 類受規管活動獲註冊並在以往是獲豁免投資顧問的法團而言，若其根據《費用規則》附表 3 第 18(c)項所訂明的年費款額，就該等受規管活動應繳付的年費超過 \$7,000，超出的部分可獲寬免。

19.3 就當作爲已根據該條例附表 10 第 32 條就第 4、6 及 9 類受規管活動獲註冊並經營投資顧問業務的持牌銀行而言，若其根據《費用規則》附表 3 第 18(c)項所訂明應繳付的年費是關乎任何該等受規管活動，有關年費可獲寬免。

20. 提早申請過渡至新制度可享有的年費折扣

20.1 若第 10.1 段所指的人士在緊隨該條例生效後首 12 個月內提交有關申請，其就提交申請的日期起至過渡期屆滿之日止期間應繳付的年費可獲折扣，而折扣額將相等於其根據現行發牌制度下的收費標準(附錄 2)就有關期間應繳付的年費的 5%。以下例子說明這項扣減的應用。

例子 1

20.2 假設：

- 該條例由 2003 年 4 月 1 日起生效 (過渡期由 2003 年 4 月 1 日至 2005 年 3 月 31 日止);

- 一名現有證券交易商商號在 2003 年 6 月 1 日就第 1 類受規管活動提交過渡至新制度的申請，而其原有牌照的周年到期日為每年的 10 月 1 日；及
- 有關的申請在 2003 年 7 月 1 日獲批准。

下圖說明上述情況。



20.3 在該條例生效時，這名證券交易商已繳付直至 2003 年 9 月 30 日止的年費。它在 2003 年 6 月 1 日為過渡至新制度而提交申請時，將毋須繳付任何費用。

20.4 證監會在 2003 年 7 月 1 日批准這名證券交易商的申請後，會向其發出一張付款單，要求它繳付由 2003 年 10 月 1 日至 2004 年 6 月 30 日的年費，以便將年費付款日調校為該名交易商新的周年到期日。這段 9 個月期的年費會根據新的收費標準，即\$4,740 (較舊收費\$4,900 減少約 3%) 按比例計算。由於該名證券交易商在過渡期的首年提交申請，它可就 2003 年 6 月 1 日(即提交申請的日期)至 2004 年 6 月 30 日這段期間享有 5%的年費折扣，而用以計算這項折扣的年費則以舊收費(參閱附錄 2)為準。因此，這張付款單要求繳付的年費為：

$$(\$4,740 \times 9/12) - (\$4,900 \times 5\% \times 13/12) = \$3,290$$

20.5 在臨近 2004 年 7 月 1 日時(即新的註冊周年日期)，證監會會發出另一張付款單，要求該名交易商繳付 2004 年 7 月 1 日至 2005 年 6 月 30 日的年費，而就 2004 年 7 月 1 日至 2005 年 3 月 31 日(即過渡期終結之日)期間繳付的年費亦會有 5%的折扣。這張付款單的應繳付年費為：

$$\$4,740 - (\$4,900 \times 5\% \times 9/12) = \$4,556$$

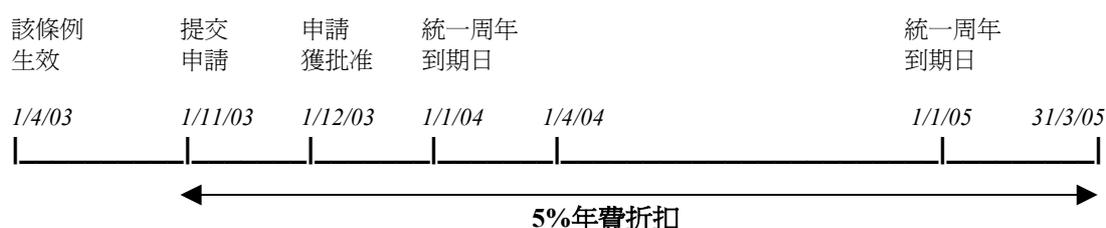
例子 2

20.6 另一例子，假設：

- 該條例在 2003 年 4 月 1 日生效；

- 一家現有的投資顧問商號的統一周年到期日為每年的 1 月 1 日 (即同時適用於該商號及其所有持牌個人的註冊到期日)；
- 該商號及其監督董事和代表在 2003 年 11 月 1 日就第 6 類受規管活動提交過渡至新制度的申請；
- 有關的申請 2003 年 12 月 1 日獲批准；及
- 該商號要求將其統一周年到期日保持為 1 月 1 日。

下圖說明上述情況。



20.7 在這個例子中，持牌人在過渡期的首年內提交過渡至新制度的申請，所以他們可就提交申請的日期起至過渡期終結之日止這段期間，享有以上第 20.1 段所述的 5% 年費折扣。

20.8 證監會於 2003 年 12 月 1 日批准有關申請後，會要求這家投資顧問商號繳付本身及其參加統一周年到期日計劃的持牌個人由 **2004 年 1 月 1 日** 至 **2004 年 12 月 31 日** 的年費。應繳付的年費將按以下公式計算：

新年費 – 目前收費的 5% (就 2003 年 11 月 1 日至 2004 年 12 月 31 日期間按比例計算)

因此，應繳付的年費為：

商號：

$$\$4,740 - (\$4,900 \times 5\% \times 14/12) = \$4,454$$

每名負責人員：

$$\$4,740 - (\$4,900 \times 5\% \times 14/12) = \$4,454$$

每名代表：

$$\$1,790 - (\$1,850 \times 5\% \times 14/12) = \$1,682$$

20.9 在 2005 年 1 月 1 日(即下一個統一周年到期日)，證監會會發出付款單，要求繳付 **2005 年 1 月 1 日至 2005 年 12 月 31 日** 的年費，而就 2005 年 1 月 1

日至 2005 年 3 月 31 日(即過渡期終結之日)期間繳付的年費亦會有 5%的折扣。這張付款單的應繳付年費為：

商號：

$$\$4,740 - (\$4,900 \times 5\% \times 3/12) = \$4,679$$

每名負責人員：

$$\$4,740 - (\$4,900 \times 5\% \times 3/12) = \$4,679$$

每名代表：

$$\$1,790 - (\$1,850 \times 5\% \times 3/12) = \$1,767$$

21. 過渡期內年費寬免的效力

- 21.1 以上第 15 至 20 項所訂的年費寬免將在整個過渡期內適用於有關的中介人，不論他們是否已經為過渡至新制度而提交牌照或註冊(視屬何情況而定)申請。

《證券及期貨(費用)規則》附表 3 的摘錄

| 項 | 描述 | 款額 |
|-----|---|---|
| 3. | 根據本條例第 116(1) 條於申請批給持牌法團牌照時須繳付的訂明費用 | (A) 每一類受規管活動 (第 3 類受規管活動除外) \$4,740；及 (B) 第 3 類受規管活動 \$129,730 |
| 5. | 根據本條例第 119(1) 條於申請註冊成為註冊機構時須繳付的訂明費用 | 每一類受規管活動 \$23,500 |
| 6. | 根據本條例第 120(1) 條於申請批給持牌代表牌照時須繳付的訂明費用 | (A) 每一類受規管活動 (第 3 類受規管活動除外) \$1,790；及 (B) 第 3 類受規管活動 \$2,420 |
| 12. | 根據本條例第 126(1) 條於申請核准某人為負責人員時須繳付的訂明費用 | 每一類受規管活動 \$2,950 |
| 13. | 根據本條例第 127(1) 條於申請更改任何受規管活動時須繳付的訂明費用 – | |
| | (a) 如屬持牌法團 – | |
| | (i) 增加任何受規管活動 | (A) 每一類受規管活動 (第 3 類受規管活動除外) \$4,740；及 (B) 第 3 類受規管活動 \$129,730 |
| | (c) 如屬註冊機構 – | |
| | (i) 增加任何受規管活動 | 每一類受規管活動 \$23,500 |
| 14. | 根據本條例第 130(1) 條於申請批准某處所時須繳付的訂明費用 | \$1,000 |
| 15. | 根據本條例第 132(1) 條於申請核准成為或繼續作為大股東時須繳付的訂明費用 | \$3,000 |
| 18. | 根據本條例第 138(1) 條須繳付的訂明年費 – | |
| | (a) 如屬根據本條例第 116 條獲發牌的法團 | (A) 每一類受規管活動 (第 3 類受規管活動除外) \$4,740；及 (B) 第 3 類受規管活動 \$129,730 |
| | (b) 如屬根據本條例第 120(1) 條獲發牌的個人 – | |
| | (i) 就該個人並無根據本條例第 126(1) 條獲核准為負責人員的任何受規管活動 | (A) 每一類受規管活動 (第 3 類受規管活動除外) \$1,790；及 (B) 第 3 類受規管活動 \$2,420 |
| | (ii) 就該個人根據本條例第 126(1) 條獲核准為負責人員的任何受規管活動 | (A) 每一類受規管活動 (第 3 類受規管活動除外) \$4,740；及 (B) 第 3 類受規管活動 \$5,370 |
| | (c) 如屬註冊機構 | 每一類受規管活動 \$35,000 |

現行發牌制度下的年費一覽表
(在《證券及期貨條例》生效前)

| 項 | 描述 | 款額 |
|----|----------------------|-----------|
| 1. | 《證券條例》所指的以下人士 – | |
| | (a) 獲豁免交易商 | \$14,000 |
| | (b) 獲豁免投資顧問 | \$7,000 |
| | (c) 交易商 | \$4,900 |
| | (d) 投資顧問 | \$4,900 |
| | (e) 證券保證金融資人 | \$4,900 |
| | (f) 交易商代表 | \$1,850 |
| | (g) 投資代表 | \$1,850 |
| | (h) 證券保證金融資人代表 | \$1,850 |
| 2. | 《商品交易條例》所指的以下人士 – | |
| | (a) 交易商 | \$4,900 |
| | (b) 商品交易顧問 | \$4,900 |
| | (c) 交易商代表 | \$1,850 |
| | (d) 商品交易顧問代表 | \$1,850 |
| 3. | 《槓桿式外匯買賣條例》所指的以下人士 – | |
| | (a) 槓桿式外匯買賣商 | \$133,750 |
| | (b) 槓桿式外匯買賣商代表 | \$2,500 |