



NOTICE OF AUTHORIZATION TO PROVIDE AUTOMATED TRADING SERVICES

ISSUED TO BOND CONNECT COMPANY LIMITED

《債券通有限公司》

UNDER SECTION 95 OF THE SECURITIES AND FUTURES ORDINANCE

INTRODUCTION

Background

1. On 16 May 2017, the People's Bank of China (**PBoC**) and the Hong Kong Monetary Authority (**HKMA**) issued a joint announcement noting that they had approved China Foreign Exchange Trade System & National Interbank Funding Centre (**CFETS**), China Central Depository & Clearing Co., Ltd (**Chinabond**) and Shanghai Clearing House (collectively, **the Mainland Financial Infrastructure Institutions**), together with Hong Kong Exchanges and Clearing Limited (**HKEX**) and Central Moneymarkets Unit (**CMU**) (collectively, **the Hong Kong Financial Infrastructure Institutions**), to collaborate in establishing mutual bond market access between Hong Kong and Mainland China (**Bond Connect**, 內地與香港債券市場互聯互通合作).
2. Among other things, the joint announcement states:
 - (1) Bond Connect is an arrangement that will enable Mainland and overseas investors to trade bonds tradable in the Mainland and Hong Kong bond markets through connection between the Mainland and Hong Kong Financial Infrastructure Institutions. Northbound Trading will commence first in the initial phase, i.e. overseas investors from Hong Kong and other countries and areas (overseas investors) to invest in the China Interbank Bond Market through mutual access between the Hong Kong and Mainland Financial Infrastructure Institutions in respect of trading, custody, settlement etc. Southbound Trading will be explored in due course, i.e. Mainland investors to invest in the Hong Kong bond market through mutual access between the Financial Infrastructure Institutions of the two places.
 - (2) Bond Connect will abide by the relevant laws and regulations of the bond markets of the two places. Northbound Trading will follow the current policy framework for overseas participation in the China Interbank Bond Market and at the same time respect international norms and practices. The scope of eligible investors and products under Northbound Trading will be consistent with the scope specified in the relevant notices promulgated by PBoC.

Bond Connect

3. Bond Connect will entail the following.
 - (1) A trading link (**Trading Link**) will be established between CFETS and selected platform operators (**Access Platforms**). This will enable eligible investors outside the Mainland (**eligible offshore investors**), who are participants of an Access Platform, to –

- (a) trade certain bonds on the onshore interbank bond market operated by CFETS (**onshore bond market**), and
 - (b) do so directly, using electronic trade execution facilities.
- (2) Eligible offshore investors may participate in primary market subscription of certain bonds through the electronic issuance facilities operated by CFETS.
- (3) A settlement link (**Settlement Link**) will be established between the CMU and each of Chinabond and the Shanghai Clearing House. This will facilitate the settlement and custody of bonds traded by and/or allotted to eligible offshore investors on the onshore bond market via Bond Connect. The CMU will also provide services to facilitate cross-border payment for trades executed via Bond Connect.
- (4) Bond Connect Company Limited 《債券通有限公司》 (**BCCL**), a company incorporated in Hong Kong and formed by CFETS and HKEX, will provide various services to support and facilitate the operation of Bond Connect, including –
- (a) conducting marketing, promotional and investor education activities relating to Bond Connect,
 - (b) identifying suitable platform operators to provide services as Access Platforms, as well as negotiating and concluding the terms of their respective service agreements,
 - (c) liaising between Access Platforms and CFETS, including for the purposes of enforcing the terms of their respective service agreements,
 - (d) providing administrative support and assistance in connection with the admission of eligible offshore investors who wish to trade via Bond Connect,
 - (e) providing support and assistance in connection with primary market subscription of certain bonds through the electronic issuance facilities operated by CFETS, and
 - (f) providing such other support and assistance as may be required in relation to operation of Bond Connect and its use by Access Platforms and eligible offshore investors, including any administrative, monitoring or investigation support and assistance.

Application submitted

4. The services to be provided by BCCL in connection with Bond Connect constitute the provision of automated trading services (as defined in the SFO, **ATS**). BCCL has accordingly applied, under section 95(2) of the SFO, to be authorized to provide ATS.

AUTHORIZATION

5. In view of the matters described in paragraphs 1 to 4 above, and pursuant to section 95(2) of the SFO, the SFC hereby authorizes BCCL to provide ATS for the purposes of providing services to support and facilitate the operation of Bond Connect, and subject to the conditions set out in paragraphs 6 to 11 below.



CONDITIONS

General

6. In providing ATS, BCCL must conduct its business, operations and affairs in a manner that is honest, fair and consistent with the principles, procedures and standards reflected in the SFC's Guidelines on the Regulation of Automated Trading Services.

Operations

7. BCCL shall only provide ATS for the purposes of supporting and facilitating the operation of Bond Connect.
8. BCCL shall not enter into any agreement with a platform operator to provide services as an Access Platform unless it has first given sufficient prior notification, in writing, to the SFC of its intention to do so.

Reporting and disclosure requirements

9. BCCL must inform the SFC of the following as soon as practicable after becoming aware of the same –
 - (1) any material change to information provided in connection with its ATS application,
 - (2) any material change to the status or access rights of any Access Platform,
 - (3) any failures or defects arising in connection with the operation of Bond Connect, and remedial steps taken, and
 - (4) any breach, or potential breach, of any of the conditions of BCCL's authorization to provide ATS.
10. BCCL must provide to the SFC monthly reports relating to its business and operations, to any trading conducted through Bond Connect, and to any primary market subscription. Such reports should be provided within two weeks after the end of the relevant month, and should include such information as the SFC may from time to time specify.
11. BCCL must provide to the SFC, within the time and in the manner specified, such information and documents relating to its business and operations, or to any transactions conducted through Bond Connect, as the SFC may at any time and from time to time reasonably request.

SECURITIES AND FUTURES COMMISSION

DATED: 11 June 2019