

**OTC CLEARING HONG KONG LIMITED
DISCIPLINARY APPEALS COMMITTEE
TERMS OF REFERENCE AND MODUS OPERANDI**

1. Purpose

- 1.1 A Disciplinary Appeals Committee ("**Committee**") is a committee of the board of directors (the "**Board**") of OTC Clearing Hong Kong Limited ("**OTC Clear**") responsible for adjudicating disciplinary matters on appeal from a Disciplinary Committee. It shall be an independent review body in respect of the decision of a Disciplinary Committee.

2. Composition

- 2.1 When a Committee is called upon to consider a matter on appeal from a Disciplinary Committee, the Committee consisting of three members will be formed. The members to be appointed to a Committee shall be drawn from the pool of persons set out in paragraph 2.2.
- 2.2 Members of each Committee shall be drawn from the following:
- (a) the independent non-executive directors or client representative director(s) of OTC Clear;
 - (b) the independent non-executive directors of Hong Kong Exchanges and Clearing Limited; or
 - (c) market practitioners, industry participants or experts, lawyers or other suitable persons at the discretion of the Board.
- 2.3 Neither the employees nor the directors of any Clearing Member subject to disciplinary proceedings nor the employees or directors of such Clearing Member's Affiliates, Clients or advisers shall be appointed to a Committee. No person shall be appointed to a Committee if he has a personal or financial interest in the outcome of, or has been involved in any investigation into, the matter under consideration, nor if he is the employee or director of a person having a direct financial interest in the outcome of the matter under consideration. Further, no person who has been involved in adjudicating the matter in a Disciplinary Committee shall be appointed to the Committee hearing the matter on appeal.
- 2.4 The chairman of a Committee may be appointed by the Board or elected by the members appointed to form the Committee.

3. Duties, powers and functions

- 3.1 A Committee shall be responsible for hearing or adjudicating an appeal against the decision of a Disciplinary Committee in accordance with and on the grounds laid down by OTC Clear's clearing rules as in force from time to time (the "**Clearing Rules**"). It may exercise any review powers that have been conferred on it under the Clearing Rules.

4. Frequency and proceedings of meetings

- 4.1 The meetings and proceedings of the Committee shall be governed by OTC Clear's Articles of Association.
- 4.2 A Committee shall meet for the dispatch of business, adjourn and otherwise regulate its meetings in accordance with the rules of procedures (including rules governing members' conflict of interest) which are issued by the Board from time to time.

5. Review

- 5.1 The Committee shall review the adequacy of these Terms of reference at least annually to ensure that they remain relevant to the Committee's objectives, and make appropriate amendments, as and when required, for the Board's approval.

6. Definitions and interpretation

- 6.1 Unless otherwise stated, any capitalised terms used in these Terms of Reference shall have the meaning ascribed to them in the Clearing Rules.
- 6.2 References to one gender shall include all genders.

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