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以中文正式文件为准，英文译文仅供参考。

Measures for the Supervision and Administration of Derivatives Trading (Trial)

Legislative Notes

Drawing on empirical experience, the China Securities Regulatory Commission ("**CSRC**") has drafted these *Measures for the Supervision and Administration of Derivatives Trading* (*Trial*) ("***Measures***") to implement the requirements of the *Several Opinions of the State Council on Strengthening Regulation and Forestalling Risks to Promote the High-quality Development of the Capital Market* (Guo Fa [2024] No. 10, "***Opinions***") and the *Futures and Derivatives Law of the People's Republic of China* ("***Futures and Derivatives Law***") and help build a healthy and well-regulated derivatives market. The following sections offer explanatory notes on these *Measures*.

I. Background

The healthy development of the futures and derivatives market is high on the agenda of the CPC Central Committee and the State Council. The *Futures and Derivatives Law* has brought derivatives trading within the regulatory scope of statutes and established foundational rules and systems such as single agreement, close-out net settlement, and trade repository. The *Opinions* call for the steady, prudent, and orderly growth of the futures and derivatives market and improvement of the regulatory frameworks for derivatives and other key activities. The *Circular of the General Office of the State Council on Transmitting and Issuing the Opinions of the China Securities Regulatory Commission and Other Departments on Strengthening Regulation, Preventing Risks and Promoting High-Quality Development of the Futures Market* (Guo Ban Fa [2024] No. 47) highlights the need to enhance the regulatory rules for derivatives within the context of the capital market and to unify the standards and intensity of supervision over the derivatives trading business of securities and futures business institutions. These *Measures* represent a concrete step to put the decisions of the CPC Central

Committee and the State Council into action, as well as a necessary step to implement the provisions of the *Futures and Derivatives Law*.

II. Content

These *Measures* establish the rules governing derivatives trading and settlement, derivatives traders, derivatives business institutions, derivatives market infrastructures, market supervision, and legal liabilities. Highlights are as follows.

1. **Specific scope of application**. These *Measures* apply to derivatives trading and related activities organized by derivatives trading venues and derivatives business institutions regulated by the CSRC. They do not apply to the interbank market or to the OTC derivatives markets organized by banking and insurance financial institutions. However, they do apply if such institutions participate as traders in the derivatives trading organized by the above CSRC-regulated venues and business institutions.

2. **Clarification on the functional positioning of the derivatives market: risk management, resource allocation, and support for the real economy**. Market participants are encouraged to utilize the derivatives market for hedging and other risk management activities. These *Measures* support the development of derivatives products that meet the risk management needs of medium- and long-term capital. But excessive speculation is restricted in accordance with the law.

3. **The basic rules that all parties must observe in derivatives trading and related activities**. In particular, market participants are prohibited from using derivatives trades for illegal and non-compliant activities, including but not limited to market manipulation, insider trading, trading with undisclosed information, non-compliant share reduction, short-swing trading as defined in Article 44 of the *Securities Law*, transfer of benefits, and unlawful holding of securities, fund shares, or option rights through derivatives trading.

4. **Regulation of derivatives trading and settlement**. These *Measures* set out the rules and procedures for developing derivatives contracts, together with the standards for marketing and promotion, the basic trading rules, and the rules on performance guarantee. Notably, these *Measures* provide that performance guarantee for derivatives trades shall be provided in the form of margin collection or other means as required by applicable regulations, while also setting forth the requirements on margin management. Furthermore, listed companies, companies whose stocks are being traded on other State

Council-approved national securities trading venues, their shareholders with five percent or higher shareholding, actual controllers, directors, supervisors, members of senior management, and persons subject to lock-up or share reduction restrictions are prohibited from entering into derivatives trades if the underlying is the company's own shares or its other securities with the nature of equity.

5. **Stronger trader protection**. These *Measures* have specified the suitability criteria: traders shall meet the criteria for professional traders set by the CSRC. Derivatives industry associations and trading venues may establish differentiated criteria on condition that they are no lower than CSRC's. Those criteria may be waived in whole or in part for hedging and other risk management activities. Furthermore, derivatives trading requires the use of real-name accounts.

6. **Enhanced supervision of derivatives business institutions**. These *Measures* set forth the requirements on internal control and risk management. Any securities company or futures company that applies to engage in derivatives trading business shall meet certain administrative licensing conditions, including maintaining a net capital of not less than RMB 500 million yuan throughout the most recent six months. Moreover, for purposes of prudent regulation, the CSRC may adjust this minimum net capital requirement, allowing it to impose higher requirements as warranted by regulatory needs.

7. **Improved supervision of derivatives market infrastructures**. These *Measures* prescribe the requirements for derivatives trading venues, derivatives clearing institutions, and derivatives trade repositories, and put in place an arrangement for data sharing and cross-market surveillance and monitoring.

8. **Specific provisions on supervision and legal liabilities**.

III. Implementation Arrangements

These *Measures* will take effect on November 16, 2026. From that date, any person who engages in derivatives trading and related activities shall comply with these *Measures*. Any person that does not comply shall be prohibited from entering into new transactions and must wind down its existing transactions at contract expiration. The CSRC will separately provide the details on administrative licensing for derivatives trading business.

IV. Public Comments

The CSRC received, after consolidating similar feedback, 36 comments during this round of public comment solicitation. Respondents were broadly supportive of these *Measures*, believing it would help create a healthier, better-regulated derivatives market. Following a careful review of the comments, the CSRC accepted the reasonable ones and, on that basis, refined the administrative licensing conditions, clarified the transitional arrangements, and improved the business segregation requirements. With respect to the filing of master agreement, the *NAFMII Master Agreement* may no longer need to be filed with the CSRC if it has already been filed with another financial regulatory authority. With regard to comments about the practical aspect of the provisions, the CSRC, self-regulatory organizations and other relevant bodies will work on how to improve the supporting rules to ensure the effective implementation of these *Measures*.