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第 622 章附表 8
第 1 條Schedule 8
Section 1S8-2
Cap. 622**附表 8**

(尚未實施)

[第 908 條]

Schedule 8

(Not yet in operation)

[s. 908]

關乎採用無紙化方式持有及轉讓股份及債權證的修訂**Amendments relating to Paperless Holding and Transfer of Shares and Debentures****1. 修訂本條例**

本條例現予修訂，修訂方式列於本附表第 2 至 14 條。

1. This Ordinance amended

This Ordinance is amended as set out in sections 2 to 14 of this Schedule.

2. 修訂第 2 條 (釋義)

第 2(1) 條 ——

按筆劃數目順序加入

“**訂明證券** (prescribed securities) 具有《證券及期貨條例》(第 571 章) 第 397(5) 條給予該詞的涵義；

“**《無紙化規則》** (Scripless Rules) 指根據《證券及期貨條例》(第 571 章) 第 397(1A) 條訂立的規則；”。

2. Section 2 amended (Interpretation)

Section 2(1)—

Add in alphabetical order

“**prescribed securities** (訂明證券) has the meaning given by section 397(5) of the Securities and Futures Ordinance (Cap. 571);

“**Scripless Rules** (《無紙化規則》) means rules made under section 397(1A) of the Securities and Futures Ordinance (Cap. 571);”.

3. 修訂第 134 條 (股份的性质及可轉讓性)

第 134(2) 條，在“轉讓”之後 ——

加入

3. Section 134 amended (Nature and transferability of shares)

Section 134(2), after “articles”—

Add

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“；而屬訂明證券的股份的轉讓或屬訂明證券的其他權益的轉讓，則同時受《無紙化規則》規限”。

“subject, for shares or other interests that are prescribed securities, to the Scripless Rules”.

4. 修訂第 137 條 (在沒有相反證據下股份證明書是所有權的證明)

(1) 第 137 條 ——
將該條重編為第 137(1) 條。

(2) 在第 137(1) 條之後 ——
加入

“(2) 第 (1) 款並不影響第 635 條。”。

4. Section 137 amended (Share certificate to be proof of title in the absence of contrary evidence)

(1) Section 137—

Renumber the section as section 137(1).

(2) After section 137(1)—

Add

“(2) Subsection (1) does not affect section 635.”.

5. 修訂第 144 條 (在配發後發出股份證明書)

第 144 條 ——
廢除第 (2) 款
代以

“(2) 在以下情況下，第 (1) 款不適用 ——

(a) 有關股份是按照《無紙化規則》配發的訂明證券；或

(b) 有關股份並非訂明證券，而其發行條件另有規定。”。

5. Section 144 amended (Issue of share certificate on allotment)

Section 144—

Repeal subsection (2)

Substitute

“(2) Subsection (1) does not apply if—

(a) the shares are prescribed securities that are allotted in accordance with the Scripless Rules; or

(b) the shares are not prescribed securities and the conditions of issue of the shares provide otherwise.”.

6. 修訂第 150 條 (關於轉讓文書的規定)

在第 150(2) 條之後 ——

6. Section 150 amended (Requirement for instrument of transfer)

After section 150(2)—

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“(3) 第 (1) 款不適用於按照《無紙化規則》作出的、屬訂明證券的股份的轉讓。”。

7. 修訂第 153 條 (由遺產代理人作出轉讓)

第 153 條 ——

廢除

“文書簽立”

代以

“該股份或權益”。

8. 修訂第 155 條 (在轉讓後發出股份證明書)

第 155(3) 條 ——

廢除 (a) 段**代以**

“(a) 以下股份的轉讓 ——

- (i) 該等股份是按照《無紙化規則》轉讓的訂明證券；或
- (ii) 該等股份並非訂明證券，而其發行條件另有規定；”。

Add

“(3) Subsection (1) does not apply to a transfer, made in accordance with the Scripless Rules, of shares that are prescribed securities.”.

7. Section 153 amended (Transfer by personal representative)

Section 153—

Repeal

“execution of the instrument of transfer”

Substitute

“the transfer”.

8. Section 155 amended (Issue of share certificate on transfer)

Section 155(3)—

Repeal paragraph (a)**Substitute**

“(a) either—

- (i) the shares are prescribed securities that are transferred in accordance with the Scripless Rules; or
- (ii) the shares are not prescribed securities and the conditions of issue of the shares provide otherwise;”.

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9. 修訂第 318 條 (在配發後發出債權證或債權股證證明書)

第 318 條 ——

廢除第 (2) 款
代以

- “(2) 在以下情況下，第 (1) 款不適用 ——
- (a) 有關債權證或債權股證是按照《無紙化規則》配發的訂明證券；或
 - (b) 有關債權證或債權股證並非訂明證券，而其發行條件另有規定。”。

10. 修訂第 320 條 (關於轉讓文書的規定)

在第 320(2) 條之後 ——

加入

- “(3) 第 (1) 款不適用於按照《無紙化規則》作出的、屬訂明證券的債權證或債權股證的轉讓。”。

11. 修訂第 323 條 (在轉讓後發出債權證或債權股證證明書)

第 323(3) 條 ——

廢除 (a) 段
代以

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9. Section 318 amended (Issue of debenture or certificate for debenture stock on allotment)

Section 318—

Repeal subsection (2)
Substitute

- “(2) Subsection (1) does not apply if—
- (a) the debentures or debenture stock are prescribed securities that are allotted in accordance with the Scripless Rules; or
 - (b) the debentures or debenture stock are not prescribed securities and the conditions of issue of the debentures or debenture stock provide otherwise.”.

10. Section 320 amended (Requirement for instrument of transfer)

After section 320(2)—

Add

- “(3) Subsection (1) does not apply to a transfer, made in accordance with the Scripless Rules, of debentures or debenture stock that are prescribed securities.”.

11. Section 323 amended (Issue of debenture or certificate for debenture stock on transfer)

Section 323(3)—

Repeal paragraph (a)
Substitute

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- “(a) 以下債權證或債權股證的轉讓——
- (i) 該等債權證或債權股證是按照《無紙化規則》轉讓的訂明證券；或
 - (ii) 該等債權證或債權股證並非訂明證券，而其發行條件另有規定；”。

12. 加入第 627A 條

在第 627 條之後——
加入

“627A. 就訂明證券而在登記冊作出的額外記項

- (1) 如公司的股本分為不同類別的股份，而任何該等股份是訂明證券，則該公司須在其成員登記冊內，記入下述事宜——
 - (a) 一項陳述，述明其股本分為不同類別的股份；
 - (b) 各類別的股份所附帶的表決權；
 - (c) 就其持有人無權在該公司的成員大會表決的股份類別而言，“無表決權”的中文字樣或“non voting”的文字；及
 - (d) 任何其他《無紙化規則》規定須記入登記冊的事宜。
- (2) 如股份被稱為優先股或具優先權的股份，第 (1)(c) 款不適用於該等股份。
- (3) 如公司違反第 (1) 款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪

“(a) either—

- (i) the debentures or debenture stock are prescribed securities that are transferred in accordance with the Scripless Rules; or
- (ii) the debentures or debenture stock are not prescribed securities and the conditions of issue of the debentures or debenture stock provide otherwise;”.

12. Section 627A added

After section 627—
Add

“627A. Additional register entries for prescribed securities

- (1) If a company’s share capital is divided into different classes of shares and any of those shares are prescribed securities, the company must enter in the register of its members—
 - (a) a statement that its share capital is divided into different classes of shares;
 - (b) the voting rights attached to the shares of each class;
 - (c) in relation to a class of shares the holders of which are not entitled to vote at general meetings of the company, the words “non voting” or the Chinese characters “無表決權”; and
 - (d) any other matters that are required by the Scripless Rules to be entered in the register.

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行，則可就該罪行持續期間的每一日，另各處罰款 \$700。”。

- (2) Subsection (1)(c) does not apply to shares that are described as preference shares or preferred shares.
- (3) If a company contravenes subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.”.

13. 修訂第 635 條 (在沒有相反證據下登記冊是證明)

- (1) 第 635 條 ——
將該條重編為第 635(1) 條。
- (2) 在第 635(1) 條之後 ——
加入
“(2) 在不局限第 (1) 款的原則下及在沒有相反證據的情況下，在有關成員登記冊內記錄某人持有任何股份的記項，是該人對該股份的所有權的證明。”。

13. Section 635 amended (Register to be proof in the absence of contrary evidence)

- (1) Section 635—
Renumber the section as section 635(1).
- (2) After section 635(1)—
Add
“(2) Without limiting subsection (1), in the absence of evidence to the contrary, an entry in the register of members recording a person as holding any share is proof of the person’s title to the share.”.

14. 修訂第 696 條 (有權全面收購少數股東的股份的要約人的責任)

- 第 696 條 ——
廢除第 (4) 款
代以
“(4) 第 (3)(a)(ii) 款不規定要約人向公司送交關乎以下股份的轉讓文書 ——
(a) 當其時已發行但未交回股份權證所關乎的股份；或

14. Section 696 amended (Obligations of offeror with right to buy out minority shareholders)

- Section 696—
Repeal subsection (4)
Substitute
“(4) Subsection (3)(a)(ii) does not require the offeror to send to the company an instrument of transfer of—
(a) any shares for which a share warrant is for the time being outstanding; or

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(b) (如該等股份是按照《無紙化規則》轉讓的)屬訂明證券的股份。”。

(b) any shares that are prescribed securities, if the transfer of the shares is made in accordance with the Scripless Rules.”.
