

《第一太平銀行有限公司條例》
(第 1146 章)

First Pacific Bank Limited Ordinance
(Cap. 1146)

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尚未實施的條文 / 修訂 —

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制定史

本為 1989 年第 72 號 —— 1989 年編正版，1999 年第 2 號，1999 年第 60 號，2004 年第 16 號，2012 年第 28 號，2020 年第 7 號編輯修訂紀錄

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First Pacific Bank Limited Ordinance

(Cap. 1146)

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本條例就遠東銀行有限公司業務轉歸予第一太平銀行有限公司一事、
以及就其他有關事宜作出規定。

To provide for the vesting in First Pacific Bank Limited of the undertaking
of Far East Bank, Limited and for other related purposes.

[1989 年 12 月 15 日]

(格式變更——2020 年第 7 號編輯修訂紀錄)

[15 December 1989]

(Format changes—E.R. 7 of 2020)

弁言

鑑於——

- (1) 第一太平銀行有限公司(下稱**第一太平銀行**)是根據香港法例成立、註冊辦事處設於香港的公司；該公司為按照《銀行業條例》(第 155 章)規定領有牌照的銀行，在香港及其他地區經營銀行業務；
- (2) 遠東銀行有限公司(下稱**遠東銀行**)是根據香港法例成立、註冊辦事處設於香港的公司；該公司為按照《銀行業條例》(第 155 章)規定領有牌照的銀行，在香港經營銀行業務；
- (3) 第一太平銀行是遠東銀行全資附屬公司；
- (4) 為改進第一太平銀行及遠東銀行的業務起見，宜將兩者各自之業務合併，而是項合併應以將遠東銀行業務移轉予第一太平銀行之辦法進行；
- (5) 考慮到合約關係及其他法律關係對於遠東銀行業務經營的影響程度，宜以本條例將上述業務移轉予第一太平銀行。

Preamble

WHEREAS——

- (1) First Pacific Bank Limited (hereinafter called **First Pacific Bank**) is a company incorporated under the laws of Hong Kong having its registered office in Hong Kong and, as a bank licensed under the Banking Ordinance (Cap. 155), carries on the business of banking in Hong Kong and elsewhere;
- (2) Far East Bank, Limited (hereinafter called **Far East Bank**) is a company incorporated under the laws of Hong Kong having its registered office in Hong Kong and, as a bank licensed under the Banking Ordinance (Cap. 155), carries on the business of banking in Hong Kong;
- (3) First Pacific Bank is a wholly owned subsidiary of Far East Bank;
- (4) for the better conduct of the businesses of First Pacific Bank and Far East Bank, it is expedient that their respective undertakings be merged and that such merger should occur by means of a transfer of the undertaking of Far East Bank to First Pacific Bank; and
- (5) in view of the extent of the contractual and other legal relationships affecting the conduct of the undertaking of Far East Bank, it is expedient that the said undertaking be transferred to First Pacific Bank by this Ordinance.

1. 簡稱

本條例可引稱為《第一太平銀行有限公司條例》。

2. 釋義

(1) 在本條例中，除所述事項或文意另有所指外——

抵押 (security) 包括按揭或抵押 (不論是法定的或衡平法上的按揭或抵押，並包括轉押)、債券、匯票、期票、擔保、留置權、質押 (實有的或推定的)、押貨預支、作為抵押的轉讓、彌償、抵銷權、協議或保證 (不管是否以書面形式作出) 或其他保證付款或清償債項或債務 (不論是現時的或是將來的、實有的還是不確定的) 之方式 (按照適用法律作出、獲准、產生或存在者)；

客戶 (customer) 指在遠東銀行開有銀行帳戶或與遠東銀行有其他交易、事務或安排的任何人士；

指定日期 (appointed day) 指按照第 3 條規定而指定的日期；

財產 (property) 指各種財產、資產以及各種權利 (不論是現時的或是將來的、實有的還是不確定的)，並包括信託財產、抵押財產以及各種利益、權力，但不包括除外財產；

除外財產 (excluded property) 指遠東銀行法團印章、根據在《公司條例》(第 622 章) 附表 9 第 2 條的生效日期 * 之前不時有效的《公司條例》(第 32 章) 規定須由遠東銀行保存的文件 (會計記錄除外)、以及第一太平銀行的資本中由遠東銀行實益擁有的已發行股票；(由 2012 年第 28 號第 912 及 920 條修訂)

現有 (existing) 指緊接指定日期之前尚存、未清、或有效者；

第一太平銀行 (First Pacific Bank) 指第一太平銀行有限公司；

債務 (liabilities) 包括各種責任和義務 (不論是現時的或是將來的、實有的還是不確定的)；

1. Short title

This Ordinance may be cited as the First Pacific Bank Limited Ordinance.

2. Interpretation

(1) In this Ordinance, unless the subject or context otherwise requires—

appointed day (指定日期) means such day as may be appointed pursuant to section 3;

customer (客戶) means any person having a banking account or other dealing, transaction or arrangement with Far East Bank;

excluded property (除外財產) means the common seal of Far East Bank, documents (other than accounting records) required to be kept by Far East Bank pursuant to the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date* of section 2 of Schedule 9 to the Companies Ordinance (Cap. 622) and the issued shares in the capital of First Pacific Bank beneficially owned by Far East Bank; (*Amended 28 of 2012 ss. 912 & 920*)

existing (現有) means existing, outstanding or in force immediately before the appointed day;

Far East Bank (遠東銀行) means Far East Bank, Limited;

First Pacific Bank (第一太平銀行) means First Pacific Bank Limited;

liabilities (債務) includes duties and obligations of every description (whether present or future, actual or contingent);

property (財產) means property and assets of every description and rights of every description (whether present or future, actual or contingent), and includes property held on trust and

業務 (undertaking) 指遠東銀行任何性質的生意及所有現有財產 (除外財產除外) 及債務 (與除外財產有關者除外)；

遠東銀行 (Far East Bank) 指遠東銀行有限公司；

遺囑 (will) 包括遺囑更改附件及其他遺囑文件。

(編輯修訂——2020 年第 7 號編輯修訂紀錄)

- (2) 本條例中凡提述遠東銀行的財產或債務，均指遠東銀行現時 (不論是以受益人抑或任何受信人的身分) 有權享有的財產或所負欠的債務，而不管該等財產或債務處於何處、源於何處，不管遠東銀行能否將之移轉或轉讓，也不管遠東銀行乃根據香港法律還是根據香港以外其他國家、地區法律而有權享有該等財產或負欠該等債務。
- (3) 任何政治體、法團及其他人士，如其權利受到本條例任何條文影響，則須視為已於本條例中述及。

編輯附註：

* 生效日期：2014 年 3 月 3 日。

3. 指定日期

securities, benefits and powers of every description but does not include the excluded property;

security (抵押) includes a mortgage or charge (whether legal or equitable and including any sub-mortgage), debenture, bill of exchange, promissory note, guarantee, lien, pledge (whether actual or constructive), hypothecation, assignment by way of security, indemnity, right of set-off, agreement or undertaking (whether in writing or not) or other means (in each case made, granted, arising or subsisting under any applicable law) of securing payment or discharge of a debt or liability (whether present or future, actual or contingent);

undertaking (業務) means the business and all existing property, other than the excluded property, and liabilities, other than those relating to the excluded property, of Far East Bank of whatsoever nature;

will (遺囑) includes a codicil and any other testamentary writing.

- (2) Any reference in this Ordinance to property or liabilities of Far East Bank is a reference to property or liabilities to which Far East Bank is for the time being entitled or subject (whether beneficially or in any fiduciary capacity), wherever such property or liabilities are situated or arise and whether or not capable of being transferred or assigned by Far East Bank, and whether Far East Bank is entitled to such property or subject to such liabilities under the law of Hong Kong or under the law of any country or territory outside Hong Kong.
- (3) Any body politic or corporate and any other person or persons whose rights are affected by any of the provisions of this Ordinance shall be deemed to be mentioned herein.

Editorial Note:

* Commencement date: 3 March 2014.

3. Appointed day

遠東銀行董事可為本條例的目的指定一個日期。遠東銀行及第一太平銀行須於憲報刊登聯合公告，公布指定之日期，但如因任何原因後來發現公布之日期與指定日期不符，遠東銀行及第一太平銀行須於憲報刊登公告說明此事，並須再次於憲報刊登聯合公告，公布另一指定的日期或原來之指定日期（視具體情況而定）。

4. 更改名稱、減少資本及撤銷銀行牌照

- (1) 在指定日期當日，根據本條例——
 - (a) 遠東銀行名稱須按本條規定更改為“FEB(1989)有限公司”；
 - (b) 遠東銀行的股份溢價帳戶須按本條規定減少至一個數額，即等於遠東銀行簿冊所載的除外財產的價值減去遠東銀行於指定日期的已發行股本的面額；而遠東銀行簿冊中，由於股份溢價帳戶的上述減少而得之貸項，須用以設立一項特別的不可分配儲備金，該項儲備金須按第 8(1)(b) 條規定移轉予第一太平銀行；而
 - (c) 遠東銀行之銀行牌照須按本條規定予以撤銷。
- (2) 遠東銀行須於指定日期不少於 3 天前，將本條例一份送交公司註冊官，同時附上顯示股份溢價帳戶中相對於遠東銀行股本（已由本條例更改者）的留存款額的會議記錄一份，而該會議記錄須先經由遠東銀行一名董事或遠東銀行秘書簽署。
- (3) 公司註冊官須依照本條例之規定，將遠東銀行按第 (2) 款規定送交之條例文本及會議記錄註冊在案，並須於指定日期——
 - (a) 為遠東銀行新名稱註冊，取代舊名，並於遠東銀行名稱更改時，向遠東銀行發出公司註冊證書一份，證書上須說明遠東銀行的新名稱；及

The directors of Far East Bank may appoint a day for the purposes of this Ordinance. Far East Bank and First Pacific Bank shall give joint notice in the Gazette stating the day so appointed save that, in the event that such day proves not to be the appointed day for any reason, Far East Bank and First Pacific Bank shall give joint notice in the Gazette to that effect and shall again give joint notice in the Gazette stating the next day so appointed or, as the case may be, the day which was the appointed day.

4. Change of name, reduction of capital and revocation of banking licence

- (1) On the appointed day, by virtue of this Ordinance—
 - (a) the name of Far East Bank shall, in accordance with this section, be changed to “FEB (1989) Limited”;
 - (b) the share premium account of Far East Bank shall, in accordance with this section, be reduced to such amount as is equal to the value of the excluded property, as recorded in the books of account of Far East Bank, less the nominal amount of the issued share capital of Far East Bank as at the appointed day, and the credit arising in the books of account of Far East Bank as a result of such reduction of the share premium account shall be applied in creating a special non-distributable reserve which shall be transferred to First Pacific Bank pursuant to section 8(1)(b); and
 - (c) the banking licence of Far East Bank shall, in accordance with this section, be revoked.
- (2) Not less than 3 days before the appointed day Far East Bank shall deliver to the Registrar of Companies a copy of this Ordinance together with a minute, signed by a director or the secretary of Far East Bank, showing with respect to the share capital of Far East Bank, as altered by this Ordinance, the amount retained in the share premium account.

- (b) 簽字證明本條例及有關會議記錄已予註冊，而該證明書即為確證，證實遠東銀行的股份溢價帳戶一如會議記錄所述者。

5. 業務轉歸予第一太平銀行

- (1) 業務須於指定日期當日，根據本條例而無須再根據其他作為，移轉及轉歸予第一太平銀行，以便第一太平銀行繼承整個業務，猶如第一太平銀行與遠東銀行從各方面而言在法律上均是同一人一樣。
- (2) 屬於業務一部分的財產，如位於香港以外之國家或區域，而其轉歸是受到香港法律以外的規定管限的，則第一太平銀行作出要求的話，遠東銀行須於指定日期後，儘快採取各種必要行動，確保該項財產有效地轉歸予第一太平銀行，而在正式轉歸之前，遠東銀行須以受託人身分為第一太平銀行持有該項財產。

6. 信託財產及遺囑

- (1) 任何財產如於緊接指定日期之前仍由遠東銀行持有，不論是單獨持有或與他人共同持有，亦不論是根據任何信託契據、授產安排、契約、協議或遺囑而以受託人或保管受託人身分（不管原先是否如此獲得任命者，也不管是

- (3) The Registrar of Companies shall, pursuant to this Ordinance, register the copy of the Ordinance and the minute delivered to him pursuant to subsection (2) and on the appointed day—
 - (a) shall enter the new name of Far East Bank in the register in place of its former name and issue to Far East Bank a certificate of incorporation on change of name stating Far East Bank's new name; and
 - (b) certify under his hand the registration of the Ordinance and the minute, which certificate shall be conclusive evidence that the share premium account of Far East Bank is as stated in the minute.

5. Vesting of the undertaking in First Pacific Bank

- (1) On the appointed day the undertaking shall, by virtue of this Ordinance and without further act or deed, be transferred to, and vest in, First Pacific Bank to the intent that First Pacific Bank shall succeed to the whole undertaking as if in all respects First Pacific Bank were the same person in law as Far East Bank.
- (2) Where the vesting of any property situate in any country or territory outside Hong Kong and forming part of the undertaking is governed otherwise than by the law of Hong Kong, Far East Bank shall, if First Pacific Bank so requires, so soon as is practicable after the appointed day, take all necessary steps for securing the effective vesting thereof in First Pacific Bank and, pending such vesting, Far East Bank shall hold any such property in trust for First Pacific Bank.

6. Trust property and wills

- (1) Any property deemed to be vested in First Pacific Bank by virtue of this Ordinance which immediately before the appointed day was held by Far East Bank, whether alone or jointly with any other person, as trustee or custodian

經簽字或蓋章還是法庭命令任命者)持有、還是以死者的遺囑執行人、遺產管理人的身分，還是經法庭命令任命的司法受託人身分或者其他受信人身分持有，而根據本條例須視為已轉歸予第一太平銀行的，自指定日期起，即須歸第一太平銀行單獨持有或與上述其他人士共同持有(視具體情況而定)，而第一太平銀行具有有關信託所給予遠東銀行的同一身分，並擁有及受限於各項信託所加諸的權力、條文及債務。

- (2) 自指定日期起，在文意許可的情況下，凡於指定將財產轉歸予具有第(1)款所述受信人身分的遠東銀行的任何現有文書或法院命令(包括遺囑驗訖之證明)，以及批准遠東銀行因以該受信人身分提供服務而獲得支付或獲准留存酬金的上述文書條文、命令條文、或現有合約、安排中任何提述遠東銀行之處，在解釋及執行時均須以第一太平銀行取代之。
- (3) 任何遺囑遺贈均不得僅以本條例任何條文的實施為理由而撤銷。

7. 補充條文

在不影響本條例其他條文的一般性原則下，及如本條例並無其他條文有相反規定，本條的效力如下——

- (a) 遠東銀行(單獨、聯同任何其他人士、以該行本身或代理人身分、以書面或其他形式)所締結、所參與訂立、所收執、所發出或被指明為收件人的一切現有的合約、協議、證明書、裁決書、財產轉讓證書、契據、租約、特許證、通知書、許可證、擔保、

trustee of any trust deed, settlement, covenant, agreement or will (whether originally so appointed or not, and whether appointed under hand or seal, or by order of any court), or as executor of the will, or administrator of the estate, of a deceased person or as judicial trustee appointed by order of any court, or in any other fiduciary capacity, shall, on and from the appointed day, be held by First Pacific Bank alone or, as the case may be, jointly with such other person, in the same capacity upon the trusts, and with and subject to the powers, provisions and liabilities, applicable thereto respectively.

- (2) Any existing instrument or order of any court under or by virtue of which any property became vested in Far East Bank in any such fiduciary capacity as is referred to in subsection (1) (including in the case of a will any grant of probate thereof), and any provision in such instrument or order, or any existing contract or arrangement, for the payment to, or retention by, Far East Bank of remuneration for its services in any such fiduciary capacity, shall, on and from the appointed day, be construed and have effect, so far as the context permits, as if for any reference therein to Far East Bank there were substituted a reference to First Pacific Bank.
- (3) No testamentary gift shall be adeemed by reason only of the operation of any of the provisions of this Ordinance.

7. Supplementary provisions

Without prejudice to the generality of any other provision of this Ordinance but subject to any provision of this Ordinance to the contrary effect, the following provisions of this section shall have effect—

- (a) All existing contracts, agreements, certificates, awards, conveyances, deeds, leases, licences, notices, permits, guarantees, documents granting or comprising any

授予抵押品或涉及抵押品之文件、債權證書、彌償合約、委託書、指示及其他文書及承諾文件，除遠東銀行就除外財產而締結、參與訂立、收執、發出或被指明為收件人者外，自指定日期起，須解釋及執行如下——

- (i) 當事一方乃第一太平銀行而非遠東銀行；
- (ii) 凡提述遠東銀行之處（無論表達形式如何，亦不管是明訂還是隱含），而涉及將於指定日期當日或以後進行的任何事情者，均已為第一太平銀行所取代；
- (iii) 凡提述遠東銀行董事或任何一名董事、高級職員或僱員之處（無論表達形式如何，亦不管是明訂還是隱含），而涉及將於指定日期當日或以後進行的事情者，其提述對象為第一太平銀行董事，或如情況需要，則為第一太平銀行為該目的而任命的董事、高級職員或僱員，或如無上述任命，則為身分與首先提及的董事、高級職員或僱員最為接近的第一太平銀行董事、高級職員或僱員。

security, bonds, indemnities, mandates, instructions and other instruments and undertakings entered into by, made with, given to or by or addressed to Far East Bank (whether alone or with any other person and whether as principal or agent and whether in writing or not), other than those entered into, made, given to or by or addressed to Far East Bank in relation to the excluded property, shall be construed and have effect on and from the appointed day as if—

- (i) First Pacific Bank had been a party thereto instead of Far East Bank;
- (ii) for any reference (however worded and whether express or implied) to Far East Bank there were substituted, as respects anything falling to be done on or after the appointed day, a reference to First Pacific Bank;
- (iii) any reference (however worded and whether express or implied) to the directors or to any director, officer or employee of Far East Bank were, as respects anything falling to be done on or after the appointed day, a reference to the directors of First Pacific Bank or, as the case may require, to such director, officer or employee of First Pacific Bank as First Pacific Bank may appoint for that purpose or, in default of appointment, to the director, officer or employee of First Pacific Bank who corresponds as nearly as may be to the first-mentioned director, officer or employee.

- (b) 除第 14 條另有規定外，任何法定條文、任何遠東銀行並非立約一方的現有合約的任何條文、以及其他現有文件（合約及遺囑除外）的任何條文適用於以上(a)(ii)段適用的合約時，該段亦適用於上述各類條文。
- (c) 遠東銀行與客戶之間的任何帳戶，須於指定日期移轉予第一太平銀行，成為第一太平銀行與該客戶之間的帳戶，其條件和附帶條件與前同；該等帳戶在任何情況下均須分別視為並未間斷的同一帳戶；但本條例任何條文均不得影響第一太平銀行或任何客戶更改任何帳戶的持有條件或附帶條件之權利。
- (d) 遠東銀行單獨或與另一人共同接獲的任何現有指示、命令、指令、委託書、授權書、授權、承諾或同意（不論是否以書面作出，亦不論是否與帳戶有關者），自指定日期起，須視為發給第一太平銀行者、或（如情況要求）視為發給第一太平銀行連同該另一人者而適用及生效。
- (e) 遠東銀行被要求兌現或該行所接到、承兌或背書、或該行於其任何營業地點所須付的任何可轉讓票據或付款單，無論是在指定日期之前還是當日被要求兌現、接到、承兌或背書，自指定日期起，仍有同一效用，猶如該等票據或付款單及於第一太平銀行被要求兌現或由該行接到、承兌或背書、或該行於其任何營業地點須付一樣。

- (b) Paragraph (a)(ii) shall, subject to the provisions of section 14, apply to any statutory provision, to any provision of any existing contract to which Far East Bank was not a party and to any provision of any other existing document (not being a contract or a will) as they apply to a contract to which that paragraph applies.
- (c) Any account between Far East Bank and a customer shall, on the appointed day, be transferred to First Pacific Bank and become an account between First Pacific Bank and such customer subject to the same conditions and incidents as theretofore; and such account shall be deemed for all purposes to be a single continuing account; provided that nothing in this Ordinance shall affect any right of First Pacific Bank or of any customer to vary the conditions or incidents subject to which any account is kept.
- (d) Any existing instruction, order, direction, mandate, power of attorney, authority, undertaking or consent (whether in writing or not and whether or not in relation to an account) given to Far East Bank, either alone or jointly with another person, shall apply and have effect, on and from the appointed day, as if given to First Pacific Bank or, as the case may be, to First Pacific Bank jointly with such other person.
- (e) Any negotiable instrument or order for payment of money drawn on or given to, or accepted or endorsed by, Far East Bank, or payable at any place of business of Far East Bank, whether so drawn, given, accepted or endorsed before, or on the appointed day, shall have the same effect on and from the appointed day, as if it had been drawn on, or given to, or accepted or endorsed by First Pacific Bank, or were payable at the same place of business of First Pacific Bank.

- (f) 遠東銀行以受寄人身分對任何文件、記錄、貨物、其他物件的保管權，須於指定日期移交第一太平銀行，而遠東銀行根據上述文件、記錄、貨物、物件的委託保管合約具有的權利及義務，須於該日起成為第一太平銀行的權利及義務。
- (g) (i) 緊接指定日期之前，由遠東銀行或該行的代名人、代理人或受託人持有、而被用以保證支付或清償任何債務的任何抵押品，自指定日期起，須轉由第一太平銀行持有、或(如情況要求)由上述代名人、代理人或受託人為第一太平銀行持有，並提供給第一太平銀行(無論是為該行本身的利益，抑或是為其他人士的利益)用作為保證支付或清償該項債務的抵押品；
- (ii) 就依本條例轉歸予第一太平銀行的任何抵押品及其擔保的任何債務而言，第一太平銀行須享有有關權利及優先權，亦須受有關義務及附帶條件限制，猶如遠東銀行仍繼續持有該抵押品一樣；
- (iii) 在不影響第(ii)節的一般性原則下，遠東銀行與第一太平銀行之間如有任何現有債務，而遠東銀行或第一太平銀行、或遠東銀行或第一太平銀行的代名人或代理人或受託人就該項債務持有任何抵押品者，則為行使或將該抵押品變現起見，該項債務須視為繼續有效，而不受業務轉歸予第一太平銀行一事影響；
- (iv) 第(i)、(ii)或(iii)節所提述而運用於將來的貸款或債務的任何抵押品，自指定日期起，須提供給第一太平銀行(無論是為該行本身的利益，抑或是為其他人士的利益)用作為保證支付或清償將來的貸款及債務的抵押品，使用程度與方式在各方面均與遠東銀行或第一太平銀行(視具體情況而定)在緊接該日之前藉該抵押品為條件而將貸放出的貸款或債務一樣。

- (f) The custody of any document or record, goods or other thing held by Far East Bank as bailee shall pass to First Pacific Bank on the appointed day, and the rights and obligations of Far East Bank under any contract of bailment relating to any such document or record, goods or thing shall on that day become rights and obligations of First Pacific Bank.
- (g) (i) Any security held immediately before the appointed day by Far East Bank, or by a nominee or agent of or trustee for Far East Bank, as security for the payment or discharge of any liability shall, on and from the appointed day, be held by, or, as the case may require, by that nominee, agent or trustee for, First Pacific Bank, and be available to First Pacific Bank (whether for its own benefit or, as the case may be, for the benefit of any other person) as security for the payment or discharge of that liability;
- (ii) in relation to any security vested in First Pacific Bank in accordance with the provisions of this Ordinance and any liabilities thereby secured, First Pacific Bank shall be entitled to the rights and priorities and be subject to the obligations and incidents to which Far East Bank would have been entitled and subject if it had continued to hold the security;
- (iii) without prejudice to the generality of subparagraph (ii), in any case where any existing liability subsists between Far East Bank and First Pacific Bank in respect of which Far East Bank or First Pacific Bank, or a nominee or agent of or trustee for Far East Bank or First Pacific Bank holds security, that liability shall, for the purpose of

- (h) 如根據本條例，遠東銀行的任何權利或債務須視為第一太平銀行的權利或債務，則第一太平銀行及所有其他人士自指定日期起，即有權利、權力及補救機會（尤其是採取或抗辯法律訴訟，又或向任何當局提出或反對申請的權利與權力），確定、完成或執行該項權利或債務，如同第一太平銀行一直以來均有該項權利或債務一樣；而在緊接指定日期之前，現有的或待決的法律訴訟、或現有的向任何當局提出的申請或待決的申請，無論是遠東銀行提出者還是針對遠東銀行者，第一太平銀行均可繼續進行，或均可繼續針對第一太平銀行進行。
- (i) 遠東銀行勝訴（或敗訴）的任何判決或仲裁裁決，如於指定日期之前仍未被完全遵行，則須於該日起，在可由（或可對）遠東銀行強制執行的範圍內，改為可由（或可對）第一太平銀行強制執行。
- (j) 本條例中任何條文均不可終止或影響在指定日期前由遠東銀行單獨或聯同他人任命的任何財產接收人或財產接收管理人的任命、權限、權利、權力。

- enforcing or realizing that security, be deemed to continue in effect notwithstanding the vesting of the undertaking in First Pacific Bank;
- (iv) any security referred to in subparagraph (i), (ii) or (iii) and which extends to future advances or liabilities shall, on and from the appointed day, be available to First Pacific Bank (whether for its own benefit or, as the case may be, for the benefit of any other person) as security for the payment or discharge of future advances and liabilities to the same extent and in the same manner in all respects as future advances by, or liabilities to, Far East Bank or, as the case may be, First Pacific Bank were secured thereby immediately before that day.
- (h) Where by virtue of this Ordinance any right or liability of Far East Bank is deemed to become a right or liability of First Pacific Bank, First Pacific Bank and all other persons shall, on and from the appointed day, have the same rights, powers and remedies (and in particular the same rights and powers as to taking or resisting legal proceedings or making or resisting applications to any authority) for ascertaining, perfecting or enforcing that right or liability as if it had at all times been a right or liability of First Pacific Bank; and any legal proceedings or application to any authority existing or pending immediately before the appointed day by or against Far East Bank may be continued by or against First Pacific Bank.
- (i) Any judgement or award obtained by or against Far East Bank and not fully satisfied before the appointed day shall on that day, to the extent to which it is enforceable by or against Far East Bank, become enforceable by or against First Pacific Bank.

8. 遠東銀行及第一太平銀行的會計處理

- (1) 自指定日期起，不論其他條例有何規定，根據本條例——
- (a) 包括指定日期在內的會計期內，第一太平銀行及遠東銀行各自的資產負債表及損益表，編製時均須當為業務已於該等會計期的第一天按照第 5 條規定轉歸予第一太平銀行；
 - (b) 遠東銀行各項現有的儲備金，包括按照第 4(1)(b) 條成立的特別不可分配儲備金，均須移轉予第一太平銀行，並在任何情況下均成為該行儲備金；
 - (c) 第一太平銀行按照以上 (b) 段規定成立的各项儲備金的數額、名稱、性質，在各方面均須與緊接指定日期前相應的現有儲備金一樣，而各項成文法則及法律原則應用於第一太平銀行的上述各項儲備金的方式，在各方面均須與緊接指定日期前應用於相應的現有儲備金一樣；
 - (d) 就編製第一太平銀行的資產負債表而言，由屬於業務一部分的土地權益、樓宇權益組成的所有財產，均須視為已由第一太平銀行購得，收購價與遠東銀行在 1989 年 3 月 31 日對該等財產進行的獨立估價相同；而
 - (e) 遠東銀行在該等會計期第一天的任何留存盈利，第一太平銀行均可予以分配。
- (2) 第 (1) 款中凡提述一項現有儲備金時，均包括提述任何儲備金或同類的準備金，而不論其名稱如何（亦不管其數額是正是負）。在不影響前述條文的一般性原則下，凡提述

- (j) Nothing in this Ordinance shall terminate or prejudicially affect the appointment, authority, rights or powers of any receiver or of any receiver and manager appointed by Far East Bank, whether alone or with others, before the appointed day.

8. Accounting treatment of Far East Bank and First Pacific Bank

- (1) On and from the appointed day, by virtue of this Ordinance and notwithstanding the provisions of any other Ordinance—
- (a) the balance sheets and profit and loss accounts of First Pacific Bank and Far East Bank for the accounting period of each company in which the appointed day falls shall be prepared in all respects as if the undertaking had vested in First Pacific Bank pursuant to section 5 on the first day of such accounting periods;
 - (b) every existing reserve of Far East Bank, including the special non-distributable reserve created pursuant to section 4(1)(b), shall be transferred to and for all purposes be and become a reserve of First Pacific Bank;
 - (c) the amount, description and character of every reserve of First Pacific Bank which shall come into being pursuant to paragraph (b) shall be the same in all respects as those of the corresponding existing reserve immediately before such appointed day, and all enactments and rules of law shall apply to or in respect of every such reserve of First Pacific Bank in the same manner in all respects as they applied to or in respect of the corresponding existing reserve immediately before the appointed day;
 - (d) all property comprising interests in land and buildings forming part of the undertaking shall, for the purposes of preparing the balance sheet of First Pacific Bank, be deemed to have been acquired by First Pacific Bank at a value equal to the independent valuation of such

該等現有儲備金時，均包括提述任何損益表內貸方（或借方）所記任何數額。

- (3) 在不影響第 (1) 款的一般性原則下，遠東銀行在包括指定日期在內的財政年度開始後賺取的任何盈利或蒙受的任何虧損，自指定日期起，根據本條例，在任何情況下均須視為第一太平銀行的盈利或虧損。

9. 僱傭合約

- (1) 第 7(a) 條適用於遠東銀行聘用任何人士的僱傭合約；而根據該等合約受僱於遠東銀行及第一太平銀行，在任何情況下均須視為無中斷過地受僱於同一處。
- (2) 遠東銀行任何董事、核數師，不得僅因本條例之故，而成為第一太平銀行的董事、核數師。

10. 證據：簿冊及文件

- (1) 指定日期前可就任何事情作為對遠東銀行有利（或不利用）

property as at 31 March 1989 obtained by Far East Bank; and

- (e) any retained profits of Far East Bank as at the first day of such accounting periods shall be distributable by First Pacific Bank.
- (2) Every reference in subsection (1) to an existing reserve shall include a reference to any reserve or similar provision, irrespective of its name or designation (and whether the amount thereof be positive or negative in nature) and, without prejudice to the generality of the foregoing, every such reference shall include a reference to any sums standing to the credit (or debit) of any profit and loss account.
- (3) Without prejudice to the generality of subsection (1), any profits or losses of Far East Bank earned or incurred after the beginning of the financial year of Far East Bank in which the appointed day shall occur, shall, on and from the appointed day, and by virtue of this Ordinance, be treated for all purposes as profits or, as the case may be, losses, of First Pacific Bank.

9. Contracts of employment

- (1) Section 7(a) shall apply to a contract for the employment of any person by Far East Bank; and employment with Far East Bank and First Pacific Bank under any such contract shall be deemed for all purposes to be a single continuing employment.
- (2) No director or auditor of Far East Bank shall by virtue only of this Ordinance become a director or, as the case may be, auditor of First Pacific Bank.

10. Evidence: books and documents

- (1) All books and other documents which would, before the

證據的一切簿冊及其他文件，就同一事情而言，可接受為對第一太平銀行的有利（或不利）證據。

- (2) 在本條中**文件** (documents) 一詞的意義，與《證據條例》(第 8 章) 第 46 條的**文件** (documents) 一詞意義相同。(由 1999 年第 2 號第 6 條修訂)

11. 《證據條例》(第 8 章) 第 III 部

- (1) 自指定日期起，《證據條例》(第 8 章) 第 III 部適用於根據本條例視為轉歸予第一太平銀行的遠東銀行的銀行記錄，並適用於指定日期前在該等記錄中所載的項目，如同該等記錄即為第一太平銀行的記錄一樣。
- (2) 就《證據條例》(第 8 章) 第 20 條而言，按照本條例規定視作已成為第一太平銀行銀行記錄的銀行記錄，當中如有項目看來是於指定日期前所記載者，則該等記錄須視為記載該項目時第一太平銀行的普通銀行記錄，而該項目須視為乃於慣常及普通營業程序所記載者。
- (3) 在本條中**銀行記錄** (banker's records) 一詞須按照《證據條例》(第 8 章) 第 2 條規定解釋。

12. 轉歸、移轉之證據

- (1) 在任何情況下，出示本條例的政府印務局文本，即為確證，證明遠東銀行任何財產及債務已按本條例規定轉歸及移轉予第一太平銀行。
- (2) 在不影響第 (1) 款的一般性原則下 ——

appointed day, have been evidence in respect of any matter for or against Far East Bank shall be admissible in evidence in respect of the same matter for or against First Pacific Bank.

- (2) In this section **documents** (文件) has the same meaning as in section 46 of the Evidence Ordinance (Cap. 8). (Amended 2 of 1999 s. 6)

11. Part III of Evidence Ordinance (Cap. 8)

- (1) On and from the appointed day Part III of the Evidence Ordinance (Cap. 8) shall apply to the banker's records of Far East Bank deemed to be vested in First Pacific Bank by virtue of this Ordinance, and to entries made in those records before the appointed day, as if such records were the records of First Pacific Bank.
- (2) For the purposes of section 20 of the Evidence Ordinance (Cap. 8), banker's records which are deemed to have become the banker's records of First Pacific Bank by virtue of this Ordinance shall be deemed to have been the ordinary banker's records of First Pacific Bank at the time of the making any entry therein which purports to have been made before the appointed day, and any such entry shall be deemed to have been made in the usual and ordinary course of business.
- (3) In this section **banker's records** (銀行記錄) shall be construed in accordance with section 2 of the Evidence Ordinance (Cap. 8).

12. Evidence of vesting and transfer

- (1) The production of a Government Printer's copy of this Ordinance shall, for all purposes, be conclusive evidence of the vesting and transfer of any property and liabilities of Far East Bank in First Pacific Bank in accordance with the provisions of this Ordinance.

- (a) 就根據本條例移轉及轉歸予第一太平銀行的任何註冊證券而言，本條例的政府印務局文本連同刊登指定日期公告的證據，在任何情況下均須作為正式簽立之移轉文書，證明上述註冊證券由遠東銀行移轉予第一太平銀行；
- (b) 任何在指定日期當日或以後訂立或簽立的契據或其他文件，而第一太平銀行或遠東銀行運用該文件單獨或聯同他人轉讓、移轉或聲稱轉讓、移轉某項財產予任何人（無論是否有代價），或運用該文件單獨或聯同他人申請註冊為某項財產的持有人或所有人，而該項財產乃遠東銀行於緊接指定日期前所持有且是業務的組成部分，則上述契據或文件足以證明遠東銀行在該項財產的權益已根據本條例視為轉歸予第一太平銀行；
- (c) 指定日期當日或以後，第一太平銀行或遠東銀行如有任何其他交易或所聲稱之交易，涉及緊接該日前屬於遠東銀行所有並構成業務一部分的任何財產或債務，則為交易另一方或透過該方提出權利要求的人士的利益起見，須視第一太平銀行為有全權進行該項交易，猶如有關財產或債務已根據本條例轉歸予該行一樣；
- (d) 遠東銀行及第一太平銀行或兩行代表於任何時候發出的聯合證明書，證明當中所指明的任何財產或債務（該項財產或債務在緊接指定日期前屬於遠東銀行的財產或債務）視為或不視為已根據本條例轉歸予第一太平銀行者，在任何情況下均為所證明事實的確證。
- (3) 在第 (2) 款中——
- (a) **註冊證券** (registered securities) 指股份、股額、債券、貸款、債權證書、信託單位計劃中的單位或受該項計劃信託所規限的投資的其他股份、以及其他各類可轉讓而持有人已註冊在案（不論登記冊是否存於香港）的證券；而

- (2) Without prejudice to the generality of subsection (1)—
- (a) a Government Printer's copy of this Ordinance, together with such evidence of publication of notice of the appointed day, shall, in relation to any registered securities transferred to, and vested in, First Pacific Bank by virtue of this Ordinance, operate for all purposes as a duly executed instrument of transfer in respect of the transfer of such registered securities from Far East Bank to First Pacific Bank;
- (b) any deed or other document made or executed on or after the appointed day, whereby First Pacific Bank or Far East Bank, whether alone or jointly with any other person, conveys or transfers, or purports to convey or transfer, to any person (whether for consideration or not), or applies to be registered as the holder or proprietor of, any property held by Far East Bank immediately before the appointed day and forming part of the undertaking, whether alone or jointly with any other person, shall be sufficient evidence that the interest of Far East Bank in that property is deemed to be vested in First Pacific Bank under this Ordinance;
- (c) where there is any other transaction or purported transaction by First Pacific Bank or Far East Bank on or after the appointed day in connection with, or in relation to, any property or liabilities which are property or liabilities of Far East Bank immediately before that day and forming part of the undertaking, it shall be deemed in favour of any other party to the transaction, or any person claiming through or under him, that First Pacific Bank has full power and authority for that transaction as if the property or liabilities were deemed to be vested in it under this Ordinance;

- (b) **轉讓** (convey) 包括按揭、抵押、租賃、同意、藉轉歸聲明或轉歸文書而進行的轉歸、放棄、讓予或以其他方式作出保證。
- (4) 本條全部規定均不適用於在第 5(2) 條適用範圍內的任何財產。

13. 土地權益

根據本條例將土地權益轉歸予第一太平銀行的作為，不得——

- (a) (由 2004 年第 16 號第 16 條廢除)
- (b) 構成與該項權益有關的任何文書所規定的該項權益的轉讓、移轉、移交、放棄管有、買賣或其他處置；及
- (c) 導致財產被沒收或喪失權利；及
- (d) 導致任何合約或抵押失效或撤銷；及

- (d) a joint certificate given by or on behalf of Far East Bank and First Pacific Bank at any time that any property or liability specified in the certificate (which property or liability immediately before the appointed day is the property or liability of Far East Bank) is or, as the case may be, is not, deemed to be vested in First Pacific Bank under this Ordinance, shall be conclusive evidence for all purposes of the fact so certified.
- (3) In subsection (2)—
- (a) **registered securities** (註冊證券) means shares, stocks, debentures, loans, bonds, units of a unit trust scheme or other shares of the investments subject to the trusts of such a scheme, and other securities of any description which are transferable and the holders of which are entered in a register (whether maintained in Hong Kong or not); and
- (b) **convey** (轉讓) includes mortgage, charge, lease, assent, vest by way of vesting declaration or vesting instrument, disclaim, release or otherwise assure.
- (4) Nothing in this section applies to any property falling within section 5(2).

13. Interests in land

The vesting in First Pacific Bank of an interest in land by virtue of this Ordinance shall not—

- (a) (*Repealed 16 of 2004 s. 16*)
- (b) constitute an assignment, transfer, devolution, parting with possession, dealing with or other disposition of that interest for the purposes of any provision contained in any instrument concerning that interest; or
- (c) give rise to any forfeiture; or

(e) 將任何租賃權益併入其餘下權益復歸權中。

14. 關於銀行的成文法則的保留條文

遠東銀行、第一太平銀行、遠東銀行其他附屬機構，均不得因本條例任何條文之故，而免受規管上述任何一所機構的經營的成文法則所限制。

15. 公司的保留條文

本條例任何條文均不得妨害第一太平銀行修改其組織細則、處置或買賣其財產、抵押或債務、繼續或停止任何一部分生意的權力；而本條例任何條文亦不得妨害遠東銀行在指定日期前處置或買賣其財產、抵押、債務的權力。

(由 2012 年第 28 號第 912 及 920 條修訂)

16. 保留條文

本條例任何條文均不得影響或視為影響中央或香港特別行政區政府根據《基本法》和其他法律的規定所享有的權利，或任何政治體或法團或其他人士的權利，但本條例述及的人士及透過彼等或向彼等提出要求的人士則除外。

(由 1999 年第 60 號第 3 條修訂)

(d) invalidate or discharge any contract or security; or

(e) operate so as to merge any leasehold interest in the reversion expectant on it.

14. Saving for enactments concerning banking institutions

Nothing in this Ordinance shall exempt Far East Bank or First Pacific Bank or any other subsidiary of Far East Bank from the provisions of any enactment regulating the carrying on of the business of any of them.

15. Saving for companies

Nothing in this Ordinance shall prejudice the powers of First Pacific Bank to alter its articles of association or to dispose of, or deal with, its property, security or liabilities or to carry on or discontinue any part of its business; and nothing in this Ordinance shall prejudice the powers of Far East Bank to dispose of, or deal with, its property, security or liabilities before the appointed day.

(Amended 28 of 2012 ss. 912 & 920)

16. Saving

Nothing in this Ordinance shall affect or be deemed to affect the rights of the Central Authorities or the Government of the Hong Kong Special Administrative Region under the Basic Law and other laws, or the rights of any body politic or corporate or of any other persons except such as are mentioned in this Ordinance and those claiming by, from or under them.

(Amended 60 of 1999 s. 3)