

《證券及期貨(披露權益——除外情況)規例》
(第 571 章, 附屬法例 AG)

Securities and Futures (Disclosure of Interests—Exclusions) Regulation
(Cap. 571 sub. leg. AG)

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第 571AG 章

制定史

本為 2002 年第 229 號法律公告——2012 年第 28 號，2013 年第 162 號法律公告，2014 年第 2 號編輯修訂紀錄，2015 年第 19 號

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《證券及期貨(披露權益——除外情況)規例》

(第 571 章, 附屬法例 AG)

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(Cap. 571 sub. leg. AG)

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《證券及期貨(披露權益——除外情況)規例》

Securities and Futures (Disclosure of Interests—Exclusions) Regulation

(第 571 章第 376(1) 條)

(Cap. 571, section 376(1))

(略去制定語式條文——2014 年第 2 號編輯修訂紀錄)

(Enacting provision omitted—E.R. 2 of 2014)

[2003 年 4 月 1 日] 2003 年第 12 號法律公告
(格式變更——2014 年第 2 號編輯修訂紀錄)

[1 April 2003] L.N. 12 of 2003
(Format changes—E.R. 2 of 2014)

1. (已失時效而略去——2014 年第 2 號編輯修訂紀錄)

1. (Omitted as spent—E.R. 2 of 2014)

2. 釋義

在本規例中，除文意另有所指外——

上市法團 (listed corporation) 具有本條例第 308 條給予該詞的涵義；

交易日 (trading day) 指不屬以下任何日子的日子——

- (a) 公眾假日；
- (b) 星期六；
- (c) 《釋義及通則條例》(第 1 章) 第 71(2) 條界定的烈風警告日或黑色暴雨警告日；及
- (d) 全日或其中部分時間暫停於認可證券市場進行交易的日子；

交易所合約 (exchange contract) 指某中介人與另一中介人為買賣股票期貨合約或股票期權合約而訂立的合約，而該等買賣是透過有關交易所公司提供的交易設施進行並受該交易所公司的規章規限的；

2. Interpretation

In this Regulation, unless the context otherwise requires—

associated corporation (相聯法團) has the meaning assigned to it by section 308 of the Ordinance;

back-to-back contract (背對背合約) means a contract—

- (a) made between an intermediary and its client, pursuant to a previous agreement made between them, for the sale or purchase of a stock futures contract or a stock options contract;
- (b) the terms of which are identical to those of an exchange contract entered into by the intermediary pursuant to the instructions of the client; and
- (c) entered into by the intermediary—
 - (i) where the intermediary is a purchaser under the corresponding exchange contract, as a seller; and
 - (ii) where the intermediary is a seller under the corresponding exchange contract, as a purchaser;

有投票權股份 (voting shares) 具有本條例第 308 條給予該詞的涵義；(2012 年第 28 號第 912 及 920 條及 2013 年第 162 號法律公告)

有條件要約 (conditional offer) 指由要約人或其他人代要約人向某上市法團所有股份或所有某一類別股份的持有人提出的購買該法團股份的要約，但(在兩者任何一種情況下)該等所有股份不包括由以下的人持有或他人代以下的人持有的股份——

- (a) 要約人；
- (b) 要約人的控權公司、要約人的附屬公司，或要約人的控權公司的附屬公司；或(2012 年第 28 號第 912 及 920 條及 2013 年第 162 號法律公告)
- (c) 已同意無須就其所持股份作出該要約的人，

而該要約受以下條件所規限：要約須就要約條款中指明比例的約標的股份(或參照要約條款而確定的比例的約標的股份)而獲得接受；

有關交易所公司 (relevant exchange company) ——

- (a) 就股票期貨合約的交易而言，指期交所；或
- (b) 就股票期權合約的交易而言，指聯交所；

法定受託人 (Official Trustee) 指根據《受託人條例》(第 29 章)第 66 條委任的法定受託人，或憑藉該條以法定受託人身分行事的人；

股票期貨合約 (stock futures contract) 指在《證券及期貨(合約限量及須申報的持倉量)規則》(第 571 章，附屬法例 Y)附表 1 第 2 欄指明的股票期貨合約；

股票期權合約 (stock options contract) 指在《證券及期貨(合約限量及須申報的持倉量)規則》(第 571 章，附屬法例 Y)附表 2 第 2 欄指明的股票期權合約；

客戶 (client) 就向任何人提供構成受規管活動的服務的中介人而言，指該人；

client (客戶), in relation to an intermediary, means a person for whom the intermediary provides a service the provision of which constitutes a regulated activity;

conditional offer (有條件要約) means an offer to purchase shares in a listed corporation made by or on behalf of an offeror to the holders of all the shares or all the shares of a particular class in the listed corporation other than (in either case) shares held by or on behalf of—

- (a) the offeror;
- (b) the offeror's holding company, the offeror's subsidiary or a subsidiary of the offeror's holding company; or
- (c) any person who has agreed that no such offer is to be made in respect of the shares he holds,

subject to the condition that acceptances have to be received in respect of such proportion of the shares for which the offer is made as specified in, or ascertained by reference to, the terms of the offer;

exchange contract (交易所合約) means a contract entered into by an intermediary and another intermediary for the sale or purchase of a stock futures contract or a stock options contract through the trading facilities provided by, and subject to the rules of, the relevant exchange company;

listed corporation (上市法團) has the meaning assigned to it by section 308 of the Ordinance;

Official Trustee (法定受託人) means the Official Trustee appointed under, or the person acting as the Official Trustee by virtue of, section 66 of the Trustee Ordinance (Cap. 29);

recognized occupational retirement scheme (認可職業退休計劃) has the meaning assigned to it by section 2(1) and (2A) of the Inland Revenue Ordinance (Cap. 112);

relevant exchange company (有關交易所公司), in relation to—

相聯法團 (associated corporation) 具有本條例第 308 條給予該詞的涵義；

背對背合約 (back-to-back contract) 指符合以下說明的合約——

- (a) 由某中介人與其客戶依據他們過往訂立的協議就買賣股票期貨合約或股票期權合約而訂立；
- (b) 合約條款與該中介人依據該客戶的指示訂立的交易所合約的條款相同；及
- (c) 在——
 - (i) 該中介人是該相關的交易所合約的買方的情況下，由該中介人以賣方身分訂立；及
 - (ii) 該中介人是該相關的交易所合約的賣方的情況下，由該中介人以買方身分訂立；

淡倉 (short position) 具有本條例第 308 條給予該詞的涵義；

認可職業退休計劃 (recognized occupational retirement scheme) 具有《稅務條例》(第 112 章) 第 2(1) 及 (2A) 條給予該詞的涵義。

(2012 年第 28 號第 912 及 920 條及 2013 年第 162 號法律公告；
2014 第 2 號編輯修訂記錄)

3. 就具報而言無須理會的訂明權益及淡倉

- (1) 為施行本條例第 323 條，現訂明以下的上市法團的有投票權股份的權益及淡倉—— (2012 年第 28 號第 912 及

- (a) dealings in stock futures contracts, means the Futures Exchange Company; or
- (b) dealings in stock options contracts, means the Stock Exchange Company;

short position (淡倉) has the meaning assigned to it by section 308 of the Ordinance;

stock futures contract (股票期貨合約) means a stock futures contract specified in column 2 of Schedule 1 to the Securities and Futures (Contracts Limits and Reportable Positions) Rules (Cap. 571 sub. leg. Y);

stock options contract (股票期權合約) means a stock options contract specified in column 2 of Schedule 2 to the Securities and Futures (Contracts Limits and Reportable Positions) Rules (Cap. 571 sub. leg. Y);

trading day (交易日) means a day other than—

- (a) a public holiday;
- (b) a Saturday;
- (c) a gale warning day or a black rainstorm warning day as defined in section 71(2) of the Interpretation and General Clauses Ordinance (Cap. 1); and
- (d) a day throughout or for part of which trading on a recognized stock market is suspended; (28 of 2012 ss. 912 & 920 and L.N. 162 of 2013)

voting shares (有投票權股份) has the meaning given by section 308 of the Ordinance. (28 of 2012 ss. 912 & 920 and L.N. 162 of 2013)

(28 of 2012 ss. 912 & 920 and L.N. 162 of 2013)

3. Prescribed interests and short positions to be disregarded for the purpose of notification

- (1) The following interests, and short positions, in voting shares

920 條及 2013 年第 162 號法律公告)

- (a) 任何人在純粹為認可職業退休計劃的目的而成立的信託下，以受益人身分擁有的權益或持有的淡倉；
 - (b) 法定受託人以其公務身分擁有的權益或持有的淡倉；
 - (c) 要約人因該上市法團的股東接受一項有條件要約而取得的權益，而該權益是在該要約的條件尚未獲符合時存在的；及
 - (d) 在符合第 (2) 款的規定下，就第 1 類或第 2 類受規管活動獲發牌或獲註冊的中介人憑藉它作出以下行動而擁有的權益或持有的淡倉——
 - (i) 在它作為中介人的日常業務運作過程中，依據其客戶(並非該中介人的有連繫法團者)的指示訂立交易所合約；並
 - (ii) 指定該交易所合約是為該客戶訂立的。
- (2) 為施行第 (1)(d) 款，除非有關的中介人在依據其客戶的指示訂立交易所合約的同日，亦與該客戶訂立背對背合約，否則某權益或淡倉不得視為為施行本條例第 323 條而訂明。

in a listed corporation are prescribed for the purposes of section 323 of the Ordinance— (28 of 2012 ss. 912 & 920 and L.N. 162 of 2013)

- (a) an interest or short position of a person in his capacity as a beneficiary under a trust constituted exclusively for the purposes of a recognized occupational retirement scheme;
 - (b) an interest or short position of the Official Trustee held in his official capacity;
 - (c) an interest acquired by the offeror as a result of the acceptance of a conditional offer by the shareholders of the listed corporation, being an interest subsisting while the condition of the offer remains unfulfilled; and
 - (d) subject to subsection (2), an interest or short position which an intermediary licensed or registered for Type 1 or Type 2 regulated activity has by virtue of its—
 - (i) entering into an exchange contract in the ordinary course of its business as such an intermediary pursuant to the instructions of its client who is a person other than a related corporation of the intermediary; and
 - (ii) designating the exchange contract as being entered into for the account of the client.
- (2) For the purposes of subsection (1)(d), an interest or short position shall not be regarded as being prescribed for the purposes of section 323 of the Ordinance unless the intermediary concerned also enters into a back-to-back contract with its client on the same day as entering into an exchange contract pursuant to the instructions of the client.

4. 就董事及最高行政人員作出的具報而言無須理會的訂明權益及淡倉

為施行本條例第 346 條，現訂明以下的上市法團或其任何相聯法團的股份或債權證的權益以及該等法團的股份的淡倉——

- (a) 任何人在任何信託下以受託人身分或在任何遺產中以遺產代理人身分擁有的權益或持有的淡倉，而法定受託人亦為該信託的受託人(作為保管受託人則除外)或該遺產的遺產代理人(視屬何情況而定)；
- (b) 任何人在純粹為認可職業退休計劃的目的而成立的信託下，以受託人或受益人身分擁有的權益或持有的淡倉；及
- (c) 根據本條例第 344(3) 條視為由某人擁有的權益或持有的淡倉，而該權益或淡倉(視屬何情況而定)是有關法團以(b)段提述信託的受託人身分擁有或持有(視屬何情況而定)的。

5. 在某些權益的性質有所改變的情況下無須遵守作出具報的規定

凡因某人所擁有的有關上市法團的有投票權股份的權益的性質有所改變，以致有披露責任根據本條例第 310(1) 條在本條例第 313(1)(d) 條指明的情況下產生，如該改變是因為該人訂立合約出售他擁有權益的上述有投票權股份，而根據該合約他須在合約日期後 4 個交易日內向該合約的買方交付該等有投票權股份，則該人無須根據本條例第 324 條作出具報。

4. Prescribed interests and short positions to be disregarded for the purpose of notification by director and chief executive

The following interests in shares in or debentures of, and short positions in shares in, a listed corporation or any associated corporation of the listed corporation, are prescribed for the purposes of section 346 of the Ordinance—

- (a) an interest or short position of a person in his capacity as a trustee of any trust, or as a personal representative of any estate, of which the Official Trustee is also a trustee (otherwise than as a custodian trustee) or a personal representative (as the case may be);
- (b) an interest or short position of a person in his capacity as a trustee of, or as a beneficiary under, a trust constituted exclusively for the purposes of a recognized occupational retirement scheme; and
- (c) an interest or short position which a person is taken to have under section 344(3) of the Ordinance, where it is an interest or short position (as the case may be) of the corporation concerned in its capacity as a trustee of any such trust as is referred to in paragraph (b).

5. Exclusion from requirements for notification in certain circumstances of change in nature of interest

A person is not required to give notification under section 324 of the Ordinance, where a duty of disclosure arises under section 310(1) of the Ordinance in the circumstances specified in section 313(1)(d) of the Ordinance because of a change in the nature of the person's interest in voting shares in the listed corporation concerned, if the change is due to his entering into a contract for the sale of such voting shares in which he is interested, under which he is required to deliver the voting shares to the purchaser

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第 5 條

(2012 年第 28 號第 912 及 920 條及 2013 年第 162 號法律公告；
2015 年第 19 號第 2 條)

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Section 5

under the contract within 4 trading days after the date of the
contract.

(28 of 2012 ss. 912 & 920 and L.N. 162 of 2013; 19 of 2015 s. 2)