

《證券及期貨(權益披露——證券借貸)規則》
(第 571 章, 附屬法例 X)

Securities and Futures (Disclosure of Interests—Securities Borrowing and Lending) Rules
(Cap. 571 sub. leg. X)

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經核證文本
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(《法例發布條例》(第 614 章) 第 5 條)
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制定史

本為 2002 年第 219 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，2018 年第 5 號編輯修訂紀錄

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《證券及期貨(權益披露——證券借貸)規則》

(第 571 章, 附屬法例 X)

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Securities and Futures (Disclosure of Interests—Securities Borrowing and Lending) Rules

(Cap. 571 sub. leg. X)

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《證券及期貨(權益披露——證券借貸)規則》

(第 571 章第 377 條)

(略去制定語式條文——2014 年第 2 號編輯修訂紀錄)

[2003 年 4 月 1 日] 2003 年第 12 號法律公告
(格式變更——2018 年第 5 號編輯修訂紀錄)

1. (已失時效而略去——2014 年第 2 號編輯修訂紀錄)
2. **釋義**
 - (1) 在本規則中，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；
合資格股份 (qualified shares) 指符合以下說明的股份——
 - (a) 有人擁有該等股份的權益；
 - (b) 該人已授權某核准借出代理人作為其代理人借出該等股份；及
 - (c) 該核准借出代理人獲授權只可根據有關協議借出該等股份，如任何該等股份已由該核准借出代理人根據有關協議借出，而該代理人根據有關協議要求交還該等借出的股份的權利須仍未終絕，則**合資格股份**僅在此情況下包括該等借出的股份；
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)

Securities and Futures (Disclosure of Interests— Securities Borrowing and Lending) Rules

(Cap. 571, section 377)

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

[1 April 2003] L.N. 12 of 2003
(Format changes—E.R. 5 of 2018)

1. (Omitted as spent—E.R. 2 of 2014)
2. **Interpretation**
 - (1) In these Rules, unless the context otherwise requires—
approved lending agent (核准借出代理人) means a corporation approved by the Commission in accordance with section 8, in so far as the approval has not been withdrawn under that section;
collateral (抵押品) means any money, securities, letter of credit or guarantee deposited with, or otherwise provided by or on behalf of a borrower of shares, to a lender of the shares (or deposited or provided in accordance with the lender's instructions) under a relevant agreement, which is so deposited or provided as security for the return of shares lent under the relevant agreement;
duty of disclosure (披露責任) has the meaning assigned to it by section 308 of the Ordinance;
equivalent shares (相等股份) means shares of an identical description, nominal value (if any) and amount to the particular shares lent by, or transferred or delivered to, an

有關事件 (relevant event) 就本規則以及依據本規則釐定本條例第 XV 部所指的披露責任及作出具報的責任而言，指在第 3(3)、5(4) 或 (5) 或 7(2)、(3) 或 (4) 條所指的個案中該等條文提述的情況；

有關協議 (relevant agreement) 指載有具有以下效力的條文的證券借貸協議——

- (a) 股份借用人須在借用的股份交付時將價值超過借出的股份的市值的抵押品交付股份借出人(或按照借出人的指示交付)，作為交還該等借出的股份的保證；
- (b) 抵押品的價值及借出的股份的價值須每日按照市值計算差額，如該抵押品的價值低於借出的股份的市值，則借用人須提供額外抵押品；及
- (c) 借出人可隨時向借用人發出通知要求交還借出的股份，而該借用人即有責任交還該等股份，

而該等條文是該項協議的要素；

有關時間 (relevant time) 指有關事件發生的時間；

受規管人士 (regulated person) 指——

- (a) 根據本條例第 V 部就第 1 類受規管活動獲發牌或獲註冊的中介人；或
- (b) 在證監會為施行本規則而認可的香港以外地方獲發牌、獲註冊或獲豁免領牌進行證監會認為相當於第 1 類受規管活動的活動的法團；

披露責任 (duty of disclosure) 具有本條例第 308 條給予該詞的涵義；

抵押品 (collateral) 指根據有關協議存放於股份借出人或由股份借用人或他人代該借用人以其他方式向股份借出人提供(或按照借出人的指示存放或提供)的款項、證券、信用證或擔保，而該等款項、證券、信用證或擔保是為保證交還根據有關協議借出的股份而如此存放或提供的；

approved lending agent or a regulated person (as the case may be); (28 of 2012 ss. 912 & 920 and L.N. 162 of 2013)

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

mark to market (按照市值計算差額) means to adjust the valuation of shares lent or collateral, being the subject of a relevant agreement, to reflect their current market values;

prescribed purpose (訂明目的), in relation to shares lent or borrowed under a relevant agreement, means—

- (a) on-lending the shares, under the terms of another relevant agreement, to a third party; or
- (b) returning the shares, under the terms of the first-mentioned relevant agreement, to the same person from whom the shares were borrowed;

qualified shares (合資格股份) means shares—

- (a) in which a person is interested;
- (b) which the person has authorized an approved lending agent to lend as his agent; and
- (c) which the approved lending agent is authorized to lend only under a relevant agreement,

and, in the case where any of those shares have been lent by the approved lending agent under a relevant agreement, shall include the shares so lent, only if the right of the approved lending agent under the relevant agreement to require the return of the shares has not been extinguished;

regulated person (受規管人士) means—

- (a) an intermediary licensed or registered under Part V of the Ordinance for Type 1 regulated activity; or

股份 (shares) 指上市法團的有投票權股份，並包括 —— (2012 年第 28 號第 912 及 920 條及 2013 年第 162 號法律公告)

- (a) 上述有投票權股份的權益；及 (2012 年第 28 號第 912 及 920 條及 2013 年第 162 號法律公告)
- (b) 相等股份；

按照市值計算差額 (mark to market) 指調整屬有關協議標的之借出的股份或抵押品的估值，以反映其當時市值；

相等股份 (equivalent shares) 指名稱、面值 (如有的話) 及數目與核准借出代理人或受規管人士借出、或轉讓予或交付核准借出代理人或受規管人士 (視屬何情況而定) 的特定股份相同的股份； (2012 年第 28 號第 912 及 920 條及 2013 年第 162 號法律公告)

訂明目的 (prescribed purpose) 就根據有關協議借出或借用的股份而言，指 ——

- (a) 根據另一份有關協議的條款將股份轉借予第三者；或
- (b) 根據首述的有關協議的條款將從某人借用的股份交還該人；

核准借出代理人 (approved lending agent) 在證監會按照第 8 條給予某法團的核准並沒有根據該條被撤回的範圍內，指該法團；

淡倉 (short position) 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；
2018 年第 5 號編輯修訂紀錄)

- (2) 為施行本規則，凡提述借出的股份之處，須解釋為提述某人根據有關協議轉讓予或交付另一人的股份，而後者是須應要求交還該等股份予首述的人的；凡提述借用的股份之處，亦須據此解釋。

- (b) a corporation which is licensed, registered or exempt in a place outside Hong Kong recognized for the purposes of these Rules by the Commission for an activity which in the opinion of the Commission is equivalent to Type 1 regulated activity;

relevant agreement (有關協議) means a securities borrowing and lending agreement containing provisions under which—

- (a) on delivery of the shares borrowed, the borrower of shares is required to deliver to the lender of the shares (or in accordance with the lender's instructions), collateral of a value exceeding the market value of the shares lent, as security for the return of the shares lent;
- (b) the value of the collateral and the shares lent are marked to market on a daily basis, and the borrower is required to provide additional collateral if the value of the collateral is less than the market value of the shares lent; and
- (c) the lender can require the return of the shares lent, and the borrower is obliged to return the shares, at any time on giving notice to the borrower,

and such provisions are of the essence of the agreement;

relevant event (有關事件) for the purposes of these Rules, and for determining a duty of disclosure and a duty to give a notification under Part XV of the Ordinance pursuant to these Rules, means in a case under section 3(3), 5(4) or (5) or 7(2), (3) or (4), the circumstances referred to in such section;

relevant time (有關時間) means the time of the occurrence of the relevant event;

shares (股份) means voting shares in a listed corporation and includes— (28 of 2012 ss. 912 & 920 and L.N. 162 of 2013)

3. 經由核准借出代理人借出股份的人獲豁免

- (1) 在不抵觸第 (3) 款的條文下，凡任何人本應根據本條例第 310 條在本條例第 313(1)(d) 條指明的情況下負有披露責任，如他的股份權益的性質是在第 (2) 款指明的情況下發生改變的，則他不負有該責任。
- (2) 第 (1) 款在以下情況下適用——
 - (a) 有關股份由該人根據以下條件轉讓予或交付某核准借出代理人——
 - (i) 該等股份僅為借出的目的而非為其他目的，而由該核准借出代理人作為該人的代理人持有；及
 - (ii) 該等股份只可根據有關協議借出；

- (a) an interest in such voting shares; and (28 of 2012 ss. 912 & 920 and L.N. 162 of 2013)
- (b) equivalent shares;

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

- (2) For the purposes of these Rules, a reference to shares lent shall be construed as a reference to shares transferred or delivered by a person, under a relevant agreement, to another person who has to return the shares to the first-mentioned person, when required to do so, and a reference to shares borrowed shall be construed accordingly.

3. Exclusion for a person lending through an approved lending agent

- (1) Subject to subsection (3), a person who would otherwise come under a duty of disclosure under section 310 of the Ordinance in the circumstances specified in section 313(1)(d) of the Ordinance is not under such a duty if the change in the nature of his interest in shares occurs in the circumstances specified in subsection (2).
- (2) Subsection (1) applies where—
 - (a) the shares are transferred or delivered by the person to an approved lending agent on condition that the shares—

- (b) 某核准借出代理人根據有關協議，將合資格股份借出予某借用人；
 - (c) 某核准借出代理人將由他借出的合資格股份交還該人；或
 - (d) 某借用人根據有關協議，將某核准借出代理人借出的合資格股份交還該代理人。
- (3) 如該核准借出代理人在第 (2) 款指明的情況以外的其他情況下使用第 (1) 款提述的股份，則就本條例第 XV 部第 2 至 5 分部而言，該人被如此使用的股份權益的性質即視為在有關時間有所改變。

4. 核准借出代理人作出具報

凡任何人授權某核准借出代理人作為其代理人借出股份，但只可根據有關協議借出，而——

- (a) 該核准借出代理人根據有關協議的條款，將合資格股份借出予某借用人；或
- (b) 該借用人將合資格股份交還該核准借出代理人，

則該人無須根據本條例第 321 條確保該核准借出代理人就該合資格股份的借出或交還通知該人。

5. 核准借出代理人及控制核准借出代理人的人獲豁免

- (i) are held by the approved lending agent, as agent for the person, for lending only and for no other purpose; and
 - (ii) may only be lent under a relevant agreement;
- (b) qualified shares are lent by an approved lending agent to a borrower under a relevant agreement;
 - (c) qualified shares lent by an approved lending agent are returned to the person by the approved lending agent; or
 - (d) qualified shares lent by an approved lending agent are returned to the approved lending agent by a borrower under a relevant agreement.
- (3) If the shares referred to in subsection (1) are used by the approved lending agent in circumstances other than those specified in subsection (2), there shall be taken, for the purposes of Divisions 2 to 5 of Part XV of the Ordinance, to have been a change in the nature of the person's interest in the shares that were so used at the relevant time.

4. Notification by an approved lending agent

Where a person authorizes an approved lending agent to lend shares, only under a relevant agreement, as agent and—

- (a) the approved lending agent lends qualified shares to a borrower under the terms of a relevant agreement; or
- (b) qualified shares are returned to the approved lending agent by the borrower,

the person shall not be required to secure under section 321 of the Ordinance that the approved lending agent notifies him of the lending or return of the qualified shares.

5. Exclusion for an approved lending agent and a person controlling an approved lending agent

- (1) 在不抵觸第(5)款的條文下，本應根據本條例第310條在本條例第313(1)條指明的情況下負有披露責任的核准借出代理人，在第(3)款指明的情況下不負有該責任。
- (2) 在不抵觸第(5)款的條文下，凡任何核准借出代理人擁有任何股份的權益，根據本條例第316(2)條被視為擁有該等股份的權益並且本應根據本條例第310條在本條例第313(1)條指明的情況下負有披露責任的人，在第(3)款指明的情況下不負有該責任。
- (3) 第(1)及(2)款提述有關的核准借出代理人或有關的人(視屬何情況而定)不負有披露責任的情況如下——
 - (a) 該人將合資格股份轉讓予或交付該核准借出代理人；
 - (b) 由該核准借出代理人持有或由他人代其持有的股份在(a)段提述的人授權該代理人借出股份時，成為合資格股份；
 - (c) 該核准借出代理人根據有關協議，將合資格股份借出予某借用人；
 - (d) 該借用人根據有關協議，將該核准借出代理人借出的合資格股份交還該代理人；
 - (e) 由該核准借出代理人持有或由他人代其持有的合資格股份不再是合資格股份；或
 - (f) 該核准借出代理人將合資格股份交還(a)段提述的人。
- (4) 在——
 - (a) (i) 第(3)(a)或(b)款指明的情況下，該核准借出代理人及第(2)款提述的人(如有的話)就本條例第XV部第2至5分部而言，須視為已在有關時間取得股份的權益；或
 - (ii) 第(3)(e)或(f)款指明的情況下，該核准借出代理人及第(2)款提述的人(如有的話)就本條例第XV部第2至5分部而言，須視為已在有關時間不再擁有股份的權益；及

- (1) Subject to subsection (5), an approved lending agent who would otherwise come under a duty of disclosure under section 310 of the Ordinance in the circumstances specified in section 313(1) of the Ordinance is not under such a duty in the circumstances specified in subsection (3).
- (2) Subject to subsection (5), a person taken under section 316(2) of the Ordinance to be interested in shares in which an approved lending agent is interested who would otherwise come under a duty of disclosure under section 310 of the Ordinance in the circumstances specified in section 313(1) of the Ordinance is not under such a duty in the circumstances specified in subsection (3).
- (3) The circumstances referred to in subsections (1) and (2), in which the approved lending agent or person (as the case may be) is not under a duty of disclosure, are those where—
 - (a) qualified shares are transferred or delivered by the person to the approved lending agent;
 - (b) shares held by, or on behalf of, the approved lending agent become qualified shares when the person referred to in paragraph (a) authorizes the approved lending agent to lend the shares;
 - (c) qualified shares are lent by the approved lending agent to a borrower under a relevant agreement;
 - (d) qualified shares lent by the approved lending agent are returned to the approved lending agent by a borrower under a relevant agreement;
 - (e) qualified shares held by, or on behalf of, the approved lending agent cease to be qualified shares; or
 - (f) qualified shares are returned to the person referred to in paragraph (a) by the approved lending agent.

- (b) 該核准借出代理人不再根據借出合資格股份的有關協議具有要求交還該等股份的存續權利的情況下，該代理人及第(2)款提述的人(如有的話)就本條例第 XV 部第 2 至 5 分部而言，須視為已在有關時間不再擁有該等股份的權益，

而凡在該等情況下有披露責任根據本條例第 310 條產生，則該核准借出代理人及第(2)款提述的人(如有的話)即負有披露責任。

- (5) 如某核准借出代理人沒有遵從根據第 9 條施加的規定，則就本條例第 XV 部第 2 至 5 分部而言，該代理人及第(2)款提述的人(如有的話)須視為已於——

- (a) (在沒有遵從第 9(1)條的情況下)該代理人須作出紀錄的限期內的最後一日；
- (b) (在沒有遵從第 9(3)(a)條的情況下)該代理人沒有保留紀錄的首日；或
- (c) (在沒有遵從第 9(3)(b)條的情況下)該代理人須提供紀錄的限期內的最後一日，

取得該代理人根據有關協議的條款擁有權益的所有合資格股份的權益，而第(1)及(2)款在該日後即不適用於該代理人的合資格股份的權益。

- (4) (a) In the circumstances specified in—
- (i) subsection (3)(a) or (b), the approved lending agent and the person referred to in subsection (2)(if any) are taken, for the purposes of Divisions 2 to 5 of Part XV of the Ordinance, to have acquired an interest in the shares at the relevant time; or
- (ii) subsection (3)(e) or (f), the approved lending agent and the person referred to in subsection (2)(if any) are taken, for the purposes of Divisions 2 to 5 of Part XV of the Ordinance, to have ceased to have an interest in the shares at the relevant time; and

- (b) in the circumstances where the approved lending agent ceases to have a subsisting right, under the relevant agreement under which qualified shares were lent, to require the return of the shares, the approved lending agent and the person referred to in subsection (2)(if any) are taken, for the purposes of Divisions 2 to 5 of Part XV of the Ordinance, to have ceased to have an interest in the shares at the relevant time,

the approved lending agent and the person referred to in subsection (2)(if any) shall, where a duty of disclosure arises under section 310 of the Ordinance in such circumstances, come under a duty of disclosure.

- (5) If an approved lending agent fails to comply with any requirement imposed under section 9, the approved lending agent and the person referred to in subsection (2)(if any) are taken, for the purposes of Divisions 2 to 5 of Part XV of the Ordinance, to have acquired an interest in all qualified shares in which the approved lending agent was interested under the terms of a relevant agreement—

6. 豁免某些詳情在具報中指明

凡在第 5(4) 條指明的情況下，有披露責任根據本條例第 310 條產生，核准借出代理人或第 5(2) 條提述的人(如有的話)在履行該責任時，只須在根據本條例第 324 條作出的具報中指明其姓名或名稱及地址，以及(就它或他所知)——

- (a) (就核准借出代理人而言)本條例第 326(1)(a)、(b)、(d)、(e) 及 (k) 條指明的詳情；及
- (b) (就第 5(2) 條提述的人而言)本條例第 326(1)(a)、(b)、(d)、(e)、(g)、(i) 及 (k) 條指明的詳情。

7. 具報時無須理會的受規管人士的股份的訂明權益及淡倉

(1) 在不抵觸第 (2)、(3) 及 (4) 款的條文下，以下權益及淡倉及以下類別的權益及淡倉是為施行本條例第 323 條而訂明的權益及淡倉——

- (a) 某受規管人士的股份的權益或淡倉，而該股份——

- (a) in the case of a failure to comply with section 9(1), on the last day of the period within which the approved lending agent is required to make the record;
 - (b) in the case of a failure to comply with section 9(3)(a), on the first day that the approved lending agent fails to retain the record; or
 - (c) in the case of a failure to comply with section 9(3)(b), on the last day of the period within which the approved lending agent is required to provide the record,
- and subsections (1) and (2) shall not apply to any interest of the approved lending agent in qualified shares after that day.

6. Exclusion of certain particulars to be specified in notification

Where a duty of disclosure arises under section 310 of the Ordinance in the circumstances specified in section 5(4), an approved lending agent or a person referred to in section 5(2)(if any) shall, in performing the duty of disclosure, only specify in the notification given under section 324 of the Ordinance its or his name and address, and (so far as it or he is aware) the particulars specified—

- (a) (in the case of an approved lending agent) in section 326(1)(a), (b), (d), (e) and (k) of the Ordinance; and
- (b) (in the case of a person referred to in section 5(2)) in section 326(1)(a), (b), (d), (e), (g), (i) and (k) of the Ordinance.

7. Prescribed interests and short positions in shares of a regulated person to be disregarded for the purpose of notification

(1) Subject to subsections (2), (3) and (4), the following interests or classes of interests, and short positions or classes of short

- (i) 是由該受規管人士根據有關協議借用；及
- (ii) 是由或擬由該受規管人士或其有連繫法團在該受規管人士取得的日期後 5 個營業日內用於訂明目的；及
- (b) 某受規管人士的股份的權益或淡倉，而該股份——
 - (i) (如該受規管人士根據有關協議將股份借出予某借用人)是該借用人根據有關協議交還該受規管人士的；及
 - (ii) 是由或擬由該受規管人士或其有連繫法團在交還該受規管人士的日期後 5 個營業日內用於訂明目的。
- (2) 如股份並沒有由該受規管人士或其有連繫法團在第(1)(a)(ii)或(b)(ii)款指明的 5 個營業日內用於訂明目的，則就本條例第 XV 部第 2 至 5 分部而言，該受規管人士須視為已在該期間的最後一日取得該股份的權益或持有該股份的淡倉(視屬何情況而定)。
- (3) 如股份由該受規管人士或其有連繫法團在第(1)(a)(ii)或(b)(ii)款指明的 5 個營業日內，用於訂明目的以外的其他目的，則就本條例第 XV 部第 2 至 5 分部而言，該受規管人士須視為已在該股份用於該目的當日取得該股份的權益或持有該股份的淡倉(視屬何情況而定)。
- (4) 如某受規管人士沒有遵從根據第 10 條施加的規定，該受規管人士的所有屬於第(1)款訂明的權益及淡倉的股份權益及淡倉，於——
 - (a) (在沒有遵從第 10(1)條的情況下)該受規管人士須作出紀錄的限期內的最後一日；
 - (b) (在沒有遵從第 10(3)(a)條的情況下)該受規管人士沒有保留紀錄的首日；或
 - (c) (在沒有遵從第 10(3)(b)條的情況下)該受規管人士須提供紀錄的限期內的最後一日，

- positions, are prescribed for the purposes of section 323 of the Ordinance—
- (a) an interest or short position in the shares of a regulated person where the shares—
 - (i) have been borrowed by the regulated person under a relevant agreement; and
 - (ii) are used, or are intended to be used, by the regulated person or by a related corporation of the regulated person within 5 business days after the date on which the shares were acquired by the regulated person for a prescribed purpose; and
 - (b) an interest or short position in the shares of a regulated person where the shares—
 - (i) in the case where shares have been lent by the regulated person under a relevant agreement to a borrower, are returned to the regulated person under the relevant agreement by the borrower; and
 - (ii) are used, or are intended to be used, by the regulated person or by a related corporation of the regulated person within 5 business days after the date on which the shares were returned to the regulated person for a prescribed purpose.
 - (2) Where the shares are not used for a prescribed purpose by the regulated person, or by a related corporation of the regulated person, within the period of 5 business days as specified in subsection (1)(a)(ii) or (b)(ii), the regulated person is taken to have acquired an interest or come to have a short position (as the case may be) in the shares for the purposes of Divisions 2 to 5 of Part XV of the Ordinance on the last day of that period.

不再屬於如此訂明的權益及淡倉，而就本條例第 XV 部第 2 至 5 分部而言，該受規管人士須視為已於上述有關的日期取得該股份的權益及持有該股份的淡倉，而第 (1) 款在該日後即不適用於該受規管人士的股份權益或淡倉。

8. 核准借出代理人

- (1) 證監會可應任何法團提出的申請，以書面核准該法團為

- (3) Where the shares are used for a purpose, other than a prescribed purpose, by the regulated person, or by a related corporation of the regulated person, within the period of 5 business days as specified in subsection (1)(a)(ii) or (b)(ii), the regulated person is taken to have acquired an interest or come to have a short position (as the case may be) in the shares for the purposes of Divisions 2 to 5 of Part XV of the Ordinance on the day that the shares are used for that purpose.
- (4) If a regulated person fails to comply with any requirement imposed under section 10, all interests and short positions of the regulated person in shares that are interests and short positions prescribed under subsection (1) shall cease to be such prescribed interests and short positions and the regulated person is taken, for the purposes of Divisions 2 to 5 of Part XV of the Ordinance, to have acquired an interest and come to have a short position in the shares—
- (a) in the case of a failure to comply with section 10(1), on the last day of the period within which the regulated person is required to make the record;
- (b) in the case of a failure to comply with section 10(3)(a), on the first day that the regulated person fails to retain the record; or
- (c) in the case of a failure to comply with section 10(3)(b), on the last day of the period within which the regulated person is required to provide the record,
- and subsection (1) shall not apply to any interest or short position in shares of the regulated person after that day.

8. Approved lending agents

- (1) The Commission may, upon application by a corporation,

本規則所指的核准借出代理人。

- (2) 第 (1) 款所指的申請須採用證監會指明的表格提出，並須附有——
 - (a) 證監會合理地要求的資料及詳情；及
 - (b) 根據本條例第 395 條為本條的施行而訂立的規則所訂明的申請費用。
- (3) 證監會可拒絕核准申請法團作為核准借出代理人。
- (4) 根據第 (1) 款給予的核准受以下規定限制：申請法團須遵從第 9 條以及證監會不時施加的合理條件。
- (5) 證監會如根據第 (3) 款拒絕某申請法團提出的申請，須將該項決定及拒絕申請的理由以書面通知該申請法團。
- (6) 證監會如信納撤回根據第 (1) 款獲核准的法團的核准是適當的，可藉向該法團送達的書面通知，自該通知指明的日期起撤回其核准。

9. 核准借出代理人須備存紀錄

- (1) 凡——
 - (a) 某人如第 5(3)(a) 條提述般將合資格股份轉讓予或交付某核准借出代理人；
 - (b) 有股份如第 5(3)(b) 條提述般成為合資格股份；

approve in writing, the corporation as an approved lending agent for the purposes of these Rules.

- (2) An application under subsection (1) shall be made in a form specified by the Commission and be accompanied by—
 - (a) such information and particulars as the Commission may reasonably require; and
 - (b) an application fee prescribed by rules made under section 395 of the Ordinance for the purposes of this section.
- (3) The Commission may refuse to approve an applicant corporation as an approved lending agent.
- (4) An approval under subsection (1) shall be subject to compliance by the applicant corporation with section 9 and such reasonable conditions as the Commission may impose from time to time.
- (5) Where the Commission refuses an application of an applicant corporation under subsection (3), the Commission shall notify the applicant corporation in writing of the decision and the reasons for refusal.
- (6) Where the Commission is satisfied that it is appropriate to do so the Commission may, by notice in writing serve on the corporation approved under subsection (1), withdraw its approval with effect from the date specified in the notice.

9. Records to be kept by an approved lending agent

- (1) Where—
 - (a) qualified shares are transferred or delivered by a person to an approved lending agent, as referred to in section 5(3)(a);

- (c) 某核准借出代理人如第 5(3)(c) 條提述般借出合資格股份；
 - (d) 有合資格股份如第 5(3)(d) 條提述般交還該核准借出代理人；
 - (e) 由某核准借出代理人持有或由他人代其持有的合資格股份如第 5(3)(e) 條提述般不再是合資格股份；
 - (f) 有合資格股份如第 5(3)(f) 條提述般交還某人；或
 - (g) 某核准借出代理人如第 5(4)(b) 條提述般不再擁有要求交還合資格股份的存續權利，
- 則該核准借出代理人須在上述事件發生後的 3 個營業日內就該事件作出紀錄。
- (2) 根據第 (1) 款作出的紀錄須載有以下詳情——
 - (a) 事件發生的日期；
 - (b) 屬該事件標的之股份或合資格股份的名稱及數量；及
 - (c) (就第 (1)(c)、(d) 及 (g) 款提述的事件而言) 在該事件中給予、取去、交還或放棄(視屬何情況而定)的抵押品的價值。
 - (3) 核准借出代理人——
 - (a) 須將根據第 (1) 款作出的紀錄保留不少於 3 年，自須作出該紀錄的限期最後一日後起計；及
 - (b) (如證監會在自須作出有關紀錄的限期最後一日後起計的 3 年內的任何時間提出要求) 須在要求提出的日期後 5 個營業日內，向證監會提供該紀錄。

- (b) shares become qualified shares, as referred to in section 5(3)(b);
 - (c) an approved lending agent lends qualified shares, as referred to in section 5(3)(c);
 - (d) qualified shares are returned to the approved lending agent, as referred to in section 5(3)(d);
 - (e) qualified shares held by, or on behalf of, an approved lending agent cease to be qualified shares, as referred to in section 5(3)(e);
 - (f) qualified shares are returned to a person, as referred to in section 5(3)(f); or
 - (g) an approved lending agent ceases to have a subsisting right to require the return of qualified shares, as referred to in section 5(4)(b),
- the approved lending agent shall, within 3 business days after the occurrence of the event, make a record of the event.
- (2) A record made under subsection (1) shall contain the following particulars—
 - (a) the date of the occurrence of the event;
 - (b) the description and quantity of the shares or qualified shares which are the subject of the event; and
 - (c) (in the case of an event referred to in subsection (1)(c), (d), and (g)) the value of any collateral given, taken, returned or given up (as the case may be) in the event.
 - (3) An approved lending agent shall—
 - (a) retain the record made under subsection (1) for not less than 3 years after the last day of the period within which the record is required to be made; and

10. 受規管人士須備存紀錄

- (1) 凡 ——
- (a) 某受規管人士如第 7(1)(a)(i) 條提述般借用股份；
 - (b) 有股份如第 7(1)(b)(i) 條提述般交還某受規管人士；
 - (c) 有股份在取得或交還(視屬何情況而定)的日期後 5 個營業日內如第 7(1)(a)(ii) 或 (b)(ii) 條提述般由某受規管人士或其有連繫法團用於訂明目的；或
 - (d) (i) 某受規管人士如第 7(1)(a)(i) 條提述般借用股份；或
 - (ii) 某受規管人士如第 7(1)(b)(i) 條提述般獲交還股份，

而該股份並沒有由該受規管人士或其有連繫法團在取得或交還(視屬何情況而定)的日期後 5 個營業日內用於訂明目的，

則該受規管人士須在上述事件發生後的 3 個營業日內就該事件作出紀錄。

- (2) 根據第 (1) 款作出的紀錄須載有以下詳情 ——
- (a) 事件發生的日期；
 - (b) 屬該事件標的之股份的名稱及數量；及
 - (c) 在該事件中給予、取去、交還或放棄(視屬何情況而定)的抵押品的價值。
- (3) 受規管人士 ——

- (b) if requested by the Commission at any time within 3 years after the last day of the period within which the relevant record is required to be made, provide such record to the Commission within 5 business days after the date of the request.

10. Records to be kept by a regulated person

- (1) Where—
- (a) shares are borrowed by a regulated person, as referred to in section 7(1)(a)(i);
 - (b) shares are returned to a regulated person, as referred to in section 7(1)(b)(i);
 - (c) shares are used for a prescribed purpose by a regulated person, or by a related corporation of the regulated person, within 5 business days after the date on which the shares are acquired or returned (as the case may be), as referred to in section 7(1)(a)(ii) or (b)(ii); or
 - (d) shares—
 - (i) borrowed by a regulated person, as referred to in section 7(1)(a)(i); or
 - (ii) returned to a regulated person, as referred to in section 7(1)(b)(i),
 are not used for a prescribed purpose by the regulated person, or by a related corporation of the regulated person, within 5 business days after the date on which the shares are acquired or returned (as the case may be),
- the regulated person shall, within 3 business days after the occurrence of the event, make a record of the event.

- (2) A record made under subsection (1) shall contain the following particulars—

- (a) 須將根據第(1)款作出的紀錄保留不少於3年，自須作出該紀錄的限期最後一日後起計；及
- (b) (如證監會在自須作出有關紀錄的限期最後一日後起計的3年內的任何時間提出要求)須在要求提出的日期後5個營業日內，向證監會提供該紀錄。

- (a) the date of the occurrence of the event;
 - (b) the description and quantity of the shares which are the subject of the event; and
 - (c) the value of any collateral given, taken, returned or given up (as the case may be) in the event.
- (3) A regulated person shall—
- (a) retain the record made under subsection (1) for not less than 3 years after the last day of the period within which the record is required to be made; and
 - (b) if requested by the Commission at any time within 3 years after the last day of the period within which the relevant record is required to be made, provide such record to the Commission within 5 business days after the date of the request.