

中央銀行專著選譯叢書 NO. 8

# 各國中央銀行法選輯 (2019 年版)

( 中冊 )

*Collections of Central Bank*

*Acts of Selected Countries*

*(2019 Edition) (Volume 2)*

《中英對照本》

中央銀行法務室編印  
中華民國一〇八年十二月

## 序

中央銀行職掌一國貨幣政策，其決策影響國內經濟金融體系，國際間主要央行之貨幣政策甚至透過外溢效應，影響其他國家經濟金融情勢。而各國「中央銀行法」皆明訂該國中央銀行之組織架構、經營目標及業務運作等，對於央行政策施行與業務經營，至關重要。

綜觀各國「中央銀行法」，其中關於中央銀行於政府組織之定位、決策組織架構、職掌及管理制度等，因各國政治、經濟、金融及文化等因素有所差異，制度性安排亦不盡相同。部分國家（例如美國、加拿大、日本等國）之貨幣政策決策組織成員均為專任；另亦有部分國家（例如英國、紐西蘭及亞洲多數國家等）則是專、兼任並存。各國央行之制度結構，端視其國情及政府組織運作而定，並無優劣之分。

歷年來各國依其政治、經濟及金融環境之轉變，其「中央銀行法」亦迭有修正。例如 1997 年日本修正「日本銀行法」、英國修正「英格蘭銀行法」，均在提高彼等央行之獨立性，英格蘭銀行（BoE）並將金融監理權從 BoE 移轉至金融服務管理局（Financial Services Authority, FSA）。全球金融危機於 2008 年 9 月爆發後，凸顯央行除維持物價穩定目

標外，尚應兼負促進金融穩定之任務，因此，許多國家將「促進金融穩定」納入其「中央銀行法」，例如英國、馬來西亞、新加坡等國；此外，2012 年，英國裁撤 FSA，BoE 並修正「英格蘭銀行法」，將金融監理權回歸 BoE。相較之下，我國「中央銀行法」自 1979 年以來，即明定本行有「促進金融穩定」之職責；多年來，本行不僅致力於維持物價穩定，同時亦基於「促進金融穩定」之職責，對於可能危及金融穩定之各項風險，採行妥適之信用管制工具，包括調整特定房貸之房貸成數（LTV），促使銀行業落實對不動產市場風險控管等措施，堪為前瞻性之立法。

近年來，各國「中央銀行法」之修正，有旨在調整央行貨幣政策目標、變更貨幣政策決策方式，或優化央行治理等方向。例如印度準備銀行於 2016 年修正「印度準備銀行法」，俾為其彈性之通膨目標化架構（flexible inflation targeting framework）提供法律基礎，並成立貨幣政策委員會（Monetary Policy Committee, MPC）作為利率決策之組織；英國、澳洲、紐西蘭及新加坡則均有強化其央行治理之相關規定等。

就各國「中央銀行法」修訂沿革觀之，各有其不同之發展背景及特色，其中或有可供我國借鏡之處。為利各界對主要國家中央銀行制度進行比較參考，本行法務室於 2003 年、

2004 年、2009 年及 2013 年分別重行選譯出版歐、亞、美洲及大洋洲等各國中央銀行法之中文版及中英對照版；本次賡續編印「各國中央銀行法選輯（2019 年版）」（中英對照本），係審酌各主要國家之修法幅度、兼顧區域平衡等節，選編近年來法規內容變動較大及較受國際金融體系矚目國家之「中央銀行法」；其中「歐洲中央銀行體系及歐洲中央銀行條例」、「英格蘭銀行法」、「日本銀行法」、「澳大利亞準備銀行法」、「馬來西亞中央銀行法」及「中華民國中央銀行法」錄為「上冊」；「加拿大銀行法」及「新加坡貨幣管理局法」錄為「中冊」；「印度準備銀行法」及「紐西蘭準備銀行法」錄為「下冊」，並以「中央銀行專著選譯叢書」之系列方式出刊。敬祈各界先進續予指教。

中央銀行總裁

楊金龍 謹識

中華民國 108 年 10 月 25 日

各國中央銀行法選輯(2019年版)翻譯及審校人員

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# 一、BANK OF CANADA ACT 加拿大銀行法

## **Bank of Canada Act**

## **加拿大銀行法**

法務室 謝佳雯 譯

*Short Title*

標題

*Interpretation*

解釋

*Constitution of the Bank*

本行之組成

*Management*

管理

*Executive Committee*

執行委員會

*Government Directive*

政府指令

*Bank Staff*

本行員工

*Secrecy*

保密

*Capital and Shares*

資本與股份

*Business and Powers of the Bank*

本行業務與權限

*Note Issue and Removal*

鈔券之發行及收回

*Redemption of Notes Other than Those of the Bank*

非本行發行鈔券之收兌

*Reserve Funds*

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*SCHEDULES II AND III*

附表2及3

## Bank of Canada Act

R.S.C., 1985, c. B-2

An Act respecting the Bank of Canada

### Preamble

WHEREAS it is desirable to establish a central bank in Canada to regulate credit and currency in the best interests of the economic life of the nation, to control and protect the external value of the national monetary unit and to mitigate by its influence fluctuations in the general level of production, trade, prices and employment, so far as may be possible within the scope of monetary action, and generally to promote the economic and financial welfare of Canada;

THEREFORE, His Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:

### Short Title

#### Short title

1 This Act may be cited as the Bank of Canada Act.

### Interpretation

#### Definitions

2 In this Act,

## 加拿大銀行法

1985 年修正加拿大條例第 B-2 章\*

有關加拿大銀行之法律

### 前言

為調節信用與通貨，追求本國經濟生活之最佳利益，控管及維護國幣之對外價值，並藉以減緩生產、貿易、物價與就業等一般水準之波動，盡可能維持在貨幣操作之範圍內，以促進加拿大之經濟與金融福祉，實有於加拿大設立中央銀行之必要；

英皇陛下爰依加拿大參、眾兩議院之建議及同意，制定法律如下：

### 標題

#### 【標題】

#### 第 1 條

本法名稱為加拿大銀行法。

### 解釋

#### 【定義】

#### 第 2 條

本法所稱：

\* 本次翻譯內容為 2018 年 6 月 21 日修正之版本條文。

**authorized foreign bank** has the meaning assigned to that expression by section 2 of the *Bank Act*; (*banque étrangère autorisée*)

**Bank** means the Bank of Canada; (*Banque*)

**bank** means a bank listed in Schedule I or II to the *Bank Act*; (*banque*)

**Board or Board of Directors** means the Board of Directors of the Bank; (*conseil*)

**Deputy Governor** in sections 5, 6, 8, 13, 15, 30 and 31 means the Deputy Governor appointed under section 6; (*sous-gouverneur*)

**director** means a member of the Board of Directors other than the Governor or the Deputy Governor or the member acting by virtue of subsection 5(2); (*administrateur*)

**Governor** means the Governor of the Bank or the person acting for the Governor pursuant to this Act; (*gouverneur*)

**Minister** means the Minister of Finance; (*ministre*)

**notes** means notes intended for circulation in Canada. (*billets*)

## Constitution of the Bank

### Bank constituted

3 (1) There is hereby established a bank to be called the Bank of Canada.

### Body corporate

(2) The Bank is a body corporate.

### Head office

4 (1) The head office of the Bank shall be in the city of Ottawa.

### Branches and agencies

(2) The Bank may establish branches and agencies and appoint agents or mandataries in Canada and may also, with the approval of the Governor in Council, establish branches and appoint agents or mandataries elsewhere than in Canada.

「指定外商銀行」係指依銀行法第 2 條規定所指定者。

「本行」係指加拿大銀行。

「銀行」係指銀行法附表 1 或附表 2 所列之銀行。

「理事會」係指本行理事會。

第 5 條、第 6 條、第 8 條、第 13 條、第 15 條、第 30 條及第 31 條之「副總裁」係指依第 6 條規定指派之副總裁。

「理事」係指總裁或副總裁以外，或其他依第 5 條第(2)項規定充任之理事會成員。

「總裁」係指本行之總裁，或依本法規定代行總裁職務之人。

「部長」係指財政部長。

「鈔券」係指得在加拿大流通之本行鈔券。

## 本行之組成

### 第 3 條

#### 【本行組成】

(1) 依本法設立之銀行稱為加拿大銀行。

#### 【法人】

(2) 本行為法人。

### 第 4 條

#### 【總行】

(1) 本行總行設於渥太華。

#### 【分行及辦事處】

(2) 本行得於加拿大境內設立分行與辦事處及指派代理人，並得經樞密院總督之核可於加拿大以外地區設立分行與辦事處。



## Management

### Board of Directors

5 (1) The Bank shall be under the management of a Board of Directors composed of a Governor, a Deputy Governor and twelve directors appointed in accordance with this Act.

### Deputy Minister of Finance to be member of Board

(2) In addition to the members of the Board as constituted by subsection (1), the Deputy Minister of Finance or, if he or she is absent or unable to act or the office is vacant, such other officer of the Department of Finance as the Minister may nominate, is a member of the Board but does not have the right to vote.

### Governor and Deputy Governor

6 (1) The Governor and Deputy Governor shall be appointed by the directors with the approval of the Governor in Council.

### Qualifications

(2) The Governor and Deputy Governor shall be persons of proven financial experience and shall devote the whole of their time to the duties of their offices under this Act or any other Act of Parliament.

### Tenure and remuneration

(3) The Governor and Deputy Governor

- (a) shall each be appointed for a term of seven years during good behaviour;
- (b) are eligible for re-appointment on the expiration of their terms of office; and
- (c) subject to the approval of the Governor in Council, shall be paid such salaries as the directors determine, but no such remuneration shall be in the form of a commission or be computed by reference to the income or profits of the Bank.

## 管理

### 第 5 條

#### 【理事會】

(1) 本行由理事會經營管理。理事會由依本法規定指派之總裁 1 名、副總裁 1 名及 12 名理事組成。

#### 【財政部副部長為理事會成員】

(2) 除依第(1)項組成之理事會成員外，財政部副部長，或於其缺席、不能執行職務或出缺時，由部長指派之其他財政部官員亦為理事會成員，但無表決權。

### 第 6 條

#### 【總裁及副總裁】

(1) 總裁及副總裁經樞密院總督之核可，由理事指派擔任。

#### 【資格】

(2) 總裁及副總裁應為足證具有金融經驗之人，並依本法或其他國會法案，專任其職務。

#### 【任期及報酬】

(3) 總裁及副總裁：

(a) 期間品行端正者，任期各為 7 年。

(b) 任期屆滿得連任。

(c) 其薪資由理事訂定，經樞密院總督核可後支付，但該項報酬不得為佣金形式，亦不得依本行之營業收入或盈餘計算之。

**Disqualifications**

- (4) No person is eligible to be appointed or to continue as Governor or Deputy Governor who
- (a) is not a Canadian citizen;
  - (b) is a member of the Senate or House of Commons or a member of a provincial legislature;
  - (c) is employed in any capacity in the federal public administration or the public service of a province or holds any office or position for which any salary or other remuneration is payable out of public moneys; or
  - (d) except as authorized by or under any Act of Parliament, is a director, partner, officer, employee or shareholder of
    - (i) a member of the Canadian Payments Association,
    - (ii) a clearing house or participant, as defined in section 2 of the *Payment Clearing and Settlement Act*,
    - (iii) an investment dealer that acts as a primary distributor of new Government of Canada securities, or
    - (iv) an institution that controls or is controlled by an institution referred to in any of subparagraphs (i) to (iii).
  - (e) [Repealed, 2007, c. 6, s. 392]

**Prohibitions — federal credit union**

- (5) Neither the Governor nor the Deputy Governor shall
- (a) directly or indirectly hold any interest or right in membership shares of a federal credit union, within the meaning of section 2 of the *Bank Act*, in excess of the minimum number of membership shares of the federal credit union that is required for membership; or
  - (b) exercise any right he or she has as a member of such a federal credit union, except any right that he or she has as a customer of the federal credit union.

**Additional Deputy Governors**

- 7 (1) The Board may appoint one or more additional Deputy Governors who shall perform such duties as are assigned to them by the Board.

**Not members of Board****【消極資格】**

- (4) 下列人員不得指派為總裁或副總裁：
- (a) 非加拿大公民。
  - (b) 參議院或眾議院議員，或省議會議員。
  - (c) 受僱為加拿大聯邦政府或省之公務人員，或擔任任何由國庫給付薪資之職位者。
  - (d) 下列機構之董事、合夥人、職員、受僱人員或股東，但國會法律另有授權或規定者，不在此限：
    - (i) 加拿大支付協會之會員機構。
    - (ii) 支付結算與清算法第 2 條所指之結算所或參加機構。
    - (iii) 擔任新加拿大政府債券主要經銷商之投資交易商。
    - (iv) 控制前述第(i)目至第(iii)目之機構或受其控制之機構。
  - (e) (刪除)

**【禁令—聯邦信用協會】**

- (5) 總裁或副總裁均不得為下列行為：
- (a) 直接或間接保有超過依銀行法第 2 條所定之聯邦信用協會，對會員要求之最低數額持分以外之任何利益或權利。
  - (b) 行使任何聯邦信用協會會員之權利，但以該協會之客戶身分所取得權利不在此限。

**第 7 條****【增額副總裁】**

- (1) 理事會得指派 1 名以上之增額副總裁執行理事會所分配之職務。

**【非理事會成員】**

- (2) A Deputy Governor appointed under this section is not a member of the Board.

### **Powers of Governor**

- 8 (1) The Governor of the Bank is the chief executive officer of the Bank and on behalf of the Board has the direction and control of the business of the Bank with authority to act in connection with the conduct of the business of the Bank in all matters that are not by this Act or by the by-laws of the Bank specifically reserved to be done by the Board or by the Executive Committee.

### **Absence, etc., of Governor**

- (2) If the Governor is absent or unable to act or the office is vacant, the Deputy Governor has all the powers and functions of the Governor.

### **Absence, etc., of Governor and Deputy**

- (3) The Board may authorize one of the directors or one of the persons appointed under section 7 to act as the Governor in the event that the Governor and Deputy Governor are absent or unable to act or the offices are vacant, but no such person has authority to act as Governor for a period exceeding one month without the approval of the Governor in Council.

### **Directors**

- 9 (1) The Minister, with the approval of the Governor in Council, shall appoint directors to hold office, during good behaviour, subject to removal by the Governor in Council at any time for cause, to replace the directors whose terms of office have expired. The term of a director begins on the day he or she is appointed and ends immediately before March 1 of the year that is three years after the year in which the term of office of the director's predecessor expired.

### **Continuation in office**

- (1.1) If, on the expiry of a director's term of office, no new director is appointed, the director whose term of office expired may continue in office until a director is appointed under subsection (1).

- (2) 依本條指派之副總裁非屬理事會之成員。

### **第 8 條**

#### **【總裁權限】**

- (1) 本行總裁為本行之行政首長，代表理事會，綜理行務，並對本行業務之經營得為指示監督。但本法或本行內部規章另有特別保留由理事會或執行委員會執行之事項，不在此限。

#### **【總裁缺席等】**

- (2) 總裁缺席、不能執行職務或出缺時，副總裁具有總裁之一切權限與功能。

#### **【總裁及副總裁缺席等】**

- (3) 總裁及副總裁均缺席、不能執行職務或出缺時，理事會得授權理事會成員之一或依第 7 條指派之人員之一，代行總裁職務，但未經樞密院總督之核可，其代行期間不得超過 1 個月。

### **第 9 條**

#### **【理事】**

- (1) 部長經樞密院總督之核可，應指派理事接替任期屆滿之理事，以端正之品行執行職務，但樞密院總督得隨時因故解任其職務。理事任期自受指派之日起，至其前任理事職務任期屆滿年度後第 3 年 3 月 1 日為止。

#### **【續任職務】**

- (1.1) 理事任期屆滿，新任理事尚未指派時，該理事得續任職務至依前項規定替派新任理事為止。

**Vacancy**

- (2) If a person ceases to be a director during the term for which he or she was appointed, the Minister shall, with the approval of the Governor in Council, appoint a qualified person to hold office for the remainder of the term.

**Votes**

- (3) In the transaction of the business of the Bank, each director has one vote.

**Re-appointment**

- (4) A director on the expiration of the director's term of office is eligible for re-appointment.

**Selection of directors**

- 10(1) The directors shall be selected from various occupations.

**Ineligible persons**

- (2) No person is eligible to be appointed or to continue as a director if the person is a director, a partner, an officer or an employee of any of the following institutions:
- (a) a direct clearer as defined in the by-laws of the Canadian Payments Association;
  - (b) a clearing house of a clearing and settlement system designated under subsection 4(1) of the *Payment Clearing and Settlement Act*;
  - (c) a participant in the Large Value Transfer System, or its successor, operated by the Canadian Payments Association;
  - (d) an investment dealer that acts as a distributor of new Government of Canada securities; or
  - (e) an institution that controls, or is controlled by, an institution referred to in any of paragraphs (a) to (d).

**Control**

- (2.1) For the purpose of paragraph (2)(e),
- (a) an institution controls a body corporate if securities of the body corporate to which are attached more than fifty per cent of the votes that may be cast to elect directors of the body corporate are beneficially owned by the institution and the votes attached to those securities are sufficient, if exercised, to elect a majority of the directors of the body corporate;

**【出缺】**

- (2) 理事於任期屆滿前出缺時，部長經樞密院總督之核可，指派適格人員接任補足所餘任期。

**【表決權】**

- (3) 對於本行業務各項交易，每 1 名理事有 1 表決權。

**【續任】**

- (4) 理事任期屆滿時，得續任之。

**第 10 條****【選任理事】**

- (1) 理事應自各種行業選任之。

**【不合格者】**

- (2) 下列機構之董事、合夥人、職員、受僱人員不得指派或續任為理事：
- (a) 加拿大支付協會章程所界定之直接結算單位。
  - (b) 依支付結算與清算法第 4 條第(1)項規定所指定之結算清算系統之結算所。
  - (c) 加拿大支付協會經營之大額轉帳系統之參與者，或其繼受者。
  - (d) 擔任新加拿大政府債券經銷商之投資交易商。
  - (e) 控制前述第(a)款至第(d)款所列機構或其所控制之機構。

**【控制】**

- (2.1) 第(2)項第(e)款規定之控制關係，指下列情形：

- (a) 機構持有可投票選舉法人董事之法人證券，其選舉權超過 50%，足以選出該法人多數董事者，對該法人有控制關係。

- (b) an institution controls a trust, fund or partnership (other than a limited partnership) or an unincorporated association or organization, if more than fifty per cent of the ownership interests, however designated, into which the trust, fund, partnership, association or organization is divided are beneficially owned by the institution and the institution is able to direct the business and affairs of the trust, fund, partnership, association or organization; and
- (c) the general partner of a limited partnership controls the limited partnership.

#### **Restriction on share ownership**

- (3) Any person who beneficially owns a share in an institution referred to in any of paragraphs (2)(a) to (e) at the time of being appointed director of the Bank shall dispose of that beneficial ownership interest within three months after the appointment. A director of the Bank shall not otherwise beneficially own a share of an institution referred to in any of those paragraphs.

#### **Restriction — membership shares of federal credit union**

- (3.1) If a federal credit union is an institution referred to in any of paragraph (2)(a) to (e), any person who, at the time of being appointed director of the Bank, directly or indirectly holds any interest or right in more than the minimum number of membership shares of the federal credit union, within the meaning of section 2 of the *Bank Act*, that is required for membership shall, within three months after the appointment, dispose of all membership shares that exceed that minimum number.

#### **Restriction — rights of members**

- (3.2) If a federal credit union is an institution referred to in any of paragraph (2)(a) to (e), no director of the Bank who is a member of a federal credit union, within the meaning of section 2 of the *Bank Act*, shall exercise any right that the director has as a member of the federal credit union, except any right that the director has as a customer of the federal credit union.

#### **Disqualifications**

- (4) No person is eligible to be appointed or to continue as director who
  - (a) is not a Canadian citizen ordinarily resident in Canada; or
  - (b) is employed, on a full-time basis, in any capacity in the federal public administration or the public service of a province or holds any office or position, other than as a part-time member of any board or advisory body of an agency or department of the government of Canada or a province, for which any salary or other remuneration is payable out of public moneys, except that a director may perform temporary services for the government of Canada or a province for which that director may be reimbursed actual travel and living expenses.

- (b) 機構持有信託、基金、合夥（有限合夥除外）、非法人團體之協會或組織之所有者權益超過 50%，並得管理此信託、基金、合夥、協會或組織業務與事務者，對該信託、基金、合夥、協會或組織有控制關係。
- (c) 有限合夥之無限責任合夥人對該有限合夥有控制關係。

#### **【股份所有權之限制】**

- (3) 第(2)項第(a)款至第(e)款所列機構之股權受益人受指派擔任本行理事時，應於受指派後 3 個月內，處分該股份權益。本行理事不得以其他方法取得上述各款所指機構之股份權益。

#### **【限制—聯邦信用協會之會員持分】**

- (3.1) 聯邦信用協會如屬第(2)項第(a)款至第(e)款所列機構，則任何人於被任命為本行理事時，直接或間接保有超過依銀行法第 2 條所定之聯邦信用協會，對會員要求之最低數額持分以外之任何利益或權利者，應於接受任命後 3 個月內，處分超過該最低數額之持分。

#### **【限制—會員權利】**

- (3.2) 聯邦信用協會如屬第(2)項第(a)款至第(e)款所列機構，本行理事即使為依銀行法第 2 條所定該協會之會員，亦不得實行任何該協會會員之權利，但以該協會之客戶身分所取得權利不在此限。

#### **【消極資格】**

- (4) 下列人員不得受指派或繼續擔任理事：
  - (a) 非經常居住於加拿大之加拿大公民。
  - (b) 受僱擔任全職之加拿大聯邦政府或省公務員，或擔任兼職之加拿大或省政府之辦事處或部門的任何委員會或諮詢委員會成員以外之職位，其薪資或其他報酬係由國庫負擔者。但理事因履行加拿大或省政府之暫時性職務而受有實際旅費與生活費用之報酬者，不在此限。

(c) [Repealed, 2007, c. 6, s. 393]

(5) [Repealed, 2001, c. 9, s. 190]

### Disclosure of conflict

**10.1** (1) A director shall disclose to the Bank, in writing or by requesting to have it entered in the minutes of a meeting of the Board, the nature and extent of the director's interest if the director

- (a) is a party to a material contract or transaction, or proposed material contract or transaction, with the Bank;
- (b) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction, or proposed material contract or transaction, with the Bank;
- (c) is or is likely to be materially affected by any action taken or proposed to be taken by the Bank or the Governor under the *Payment Clearing and Settlement Act*; or
- (d) is a director or an officer of, or has a material interest in, any person who is or is likely to be materially affected by any action taken or proposed to be taken by the Bank or the Governor under the *Payment Clearing and Settlement Act*.

### Time of disclosure

- (2) The disclosure shall be made as soon as the director becomes aware of the contract, transaction or action.

### Restriction on voting

- (3) A director who is required to make a disclosure shall not vote on any resolution to approve the contract, transaction or action, unless it relates to directors' fees.

### Continuing disclosure

- (4) For the purpose of this section, a general notice to the Board by a director, declaring that he or she is a director or officer of or has a material interest in a person, and that he or she is to be regarded as interested in a contract or transaction entered into with that person or an action that affects that person, is a sufficient declaration of interest in relation to a contract or transaction with that person or action that affects that person.

(c) (刪除)

(5) (刪除)

## 第 10.1 條

### 【利益衝突揭露】

(1) 理事應就下列各款所涉利益之性質與程度，以書面或依要求記載於理事會議事錄，向本行揭露：

- (a) 係與本行所訂或擬訂重大契約或交易之當事人。
- (b) 係與本行所訂或擬訂重大契約或交易當事人之董事或職員，或對該當事人享有重大利益者。
- (c) 因本行或總裁依支付結算與清算法所採取或可能採取行動而受有或可能受重大影響者。
- (d) 因本行或總裁依支付結算與清算法所採取或可能採取行動而受有或可能受重大影響者之董事或職員，或對前述當事人享有重大利益者。

### 【揭露時點】

(2) 理事於知悉該等契約、交易或行動時，應即予揭露。

### 【表決權之限制】

(3) 負有揭露義務之理事，就該等契約、交易或行動之決議無表決權，但與各理事費用有關事項，不在此限。

### 【持續性揭露】

(4) 理事聲明其係某當事人之董事或職員或對該當事人享有重大利益，且對與該當事人訂立之契約、交易或影響該當事人之行動享有利益，向理事會為通知者，為本條規定之目的，視為已對與該當事人之契約或交易或影響該當事人行動之有關利益為充分聲明。

**Directors' fees**

- 11 The directors are entitled to receive for attendance at directors' meeting and Executive Committee meetings such fees as may be fixed by the by-laws of the Bank.

**Chair**

- 12 The Governor is Chair of the Board of Directors.

**Executive Committee****Constitution of Executive Committee**

- 13 (1) There shall be an Executive Committee of the Board consisting of the Governor, the Deputy Governor and not less than two or more than four directors selected by the Board.

**Deputy Minister of Finance to be member of Executive Committee**

- (2) In addition to the members of the Executive Committee as constituted by subsection (1), the person who is a member of the Board by virtue of subsection 5(2) is a member of the Executive Committee, but that person does not have the right to vote.

**Powers of Executive Committee**

- (3) The Executive Committee is competent to deal with any matter within the competence of the Board and shall keep minutes of its proceedings, which shall be submitted to the Board at its next meeting.

**Government Directive****Consultations**

- 14 (1) The Minister and the Governor shall consult regularly on monetary policy and on its relation to general economic policy.

**【理事費用】****第 11 條**

理事出席理事會會議及執行委員會會議，得領取本行內部規章所規定之費用。

**【主席】****第 12 條**

總裁為理事會之主席。

**執行委員會****第 13 條****【執行委員會之組成】**

- (1) 執行委員會由總裁、副總裁，以及理事會選出 2 至 4 名理事組成。

**【財政部副部長為執行委員會之成員】**

- (2) 除前項規定之執行委員會成員外，第 5 條第(2)項規定之理事會成員亦為執行委員會成員，但無表決權。

**【執行委員會權限】**

- (3) 執行委員會得從事理事會權限範圍內之任何事項，並應作成會議紀錄於下次理事會提出。

**政府指令****第 14 條****【諮商】**

- (1) 部長及總裁應就貨幣政策及其與總體經濟政策之相關議題，進行經常性之諮商。

**Minister's directive**

- (2) If, notwithstanding the consultations provided for in subsection (1), there should emerge a difference of opinion between the Minister and the Bank concerning the monetary policy to be followed, the Minister may, after consultation with the Governor and with the approval of the Governor in Council, give to the Governor a written directive concerning monetary policy, in specific terms and applicable for a specified period, and the Bank shall comply with that directive.

**Publication and report**

- (3) A directive given under this section shall be published forthwith in the *Canada Gazette* and shall be laid before Parliament within fifteen days after the giving thereof, or, if Parliament is not then sitting, on any of the first fifteen days next thereafter that either House of Parliament is sitting.

**Bank Staff****Officers and employees**

- 15 (1) Such officers and employees may be employed as in the opinion of the Executive Committee may be necessary.

**Pension fund**

- (2) The Board may by by-law establish a pension fund for the officers and employees of the Bank and their dependants and may contribute to it out of the funds of the Bank. The pension fund shall be invested in such manner as may be provided by the by-laws of the Bank.

**By-laws respecting Governor and Deputy Governor**

- (3) A by-law made under subsection (2) that provides for or relates to the payment of a pension in respect of the retirement of the Governor or Deputy Governor otherwise than by reason of age or disability does not take effect unless it is approved by the Governor in Council.

**Secrecy****Oath of directors and staff****【財政部指令】**

- (2) 經依第(1)項規定進行諮商後，部長與本行就應採之貨幣政策意見不同時，部長於洽商總裁，並經樞密院總督之核可後，得就特定項目、特定期間之貨幣政策對總裁發出書面指令，本行應遵從該項指令。

**【公布及報告】**

- (3) 依本條所發指令應公布於加拿大政府公報，並應於指令發布後 15 日內向國會提出；國會休會時，應於國會任一議院之下會期開議後起 15 日內提出。

**本行員工****第 15 條****【職員及受僱人員】**

- (1) 執行委員會認為有必要之職員及其他受僱人員，本行得予以進用。

**【退撫基金】**

- (2) 理事會得依本行內部規章設立本行職員與受僱人員及其扶養家屬之退撫基金，並得由本行資金提供之。該退撫基金應依本行內部規章規定之方式進行投資。

**【有關總裁及副總裁之內部規章】**

- (3) 依前項所定內部規章中作成有關總裁、副總裁退休給付之規定，非經樞密院總督之核可，不生效力，但因年齡或不能執行職務之原因而退休之情形，不在此限。

**保密****【理事及職員之宣誓】****第 16 條**



**16** Before a person starts to act as a director, an officer or an employee of the Bank, he or she shall take an oath, or make a solemn affirmation, of fidelity and secrecy, in the form set out in the schedule, before a commissioner for taking affidavits.

## Capital and Shares

### Capital

**17** (1) The capital of the Bank shall be five million dollars but may be increased from time to time pursuant to a resolution passed by the Board of Directors and approved by the Governor in Council and by Parliament.

### Shares

(2) The capital shall be divided into one hundred thousand shares of the par value of fifty dollars each, which shall be issued to the Minister to be held by the Minister on behalf of Her Majesty in right of Canada.

### Registration

(3) The shares issued to the Minister shall be registered by the Bank in the name of the Minister in the books of the Bank at Ottawa.

## Business and Powers of the Bank

### Powers and business

**18** The Bank may

- (a) buy and sell gold, silver, nickel and bronze coin or any other coin and gold and silver bullion;
- (b) buy and sell foreign currencies and maintain deposit accounts with banks or foreign banks, either in or outside Canada, to facilitate such operations;
- (c) buy and sell securities issued or guaranteed by Canada or any province;
- (d) buy and sell securities issued or guaranteed by the Government of the United States of America or Japan or the government of a country in the European Union;

本行理事、職員或受僱人員到任時，應依附表所定格式向該管人員宣誓或切結，鄭重確認其忠誠與保密義務。

## 資本與股份

### 第 17 條

#### 【資本】

(1) 本行資本額為加幣 500 萬元，但得隨時依理事會決議，並經樞密院總督與國會之核可而增資。

#### 【股份】

(2) 本行資本應分為 10 萬股，每股面額加幣 50 元，由部長代表加拿大持有。

#### 【登記】

(3) 部長之股份應以部長之名義登記於本行設置於渥太華之本行帳簿中。

## 本行業務與權限

### 【權限與業務】

### 第 18 條

本行得辦理下列業務：

- (a) 買賣黃金、白金、鎳幣、銅幣或其他貨幣，以及金銀條塊。
- (b) 買賣外幣，並於加拿大境內外之銀行或外商銀行開立存款帳戶，以利操作。
- (c) 買賣加拿大或任何省發行或擔保之有價證券。
- (d) 買賣美國或日本政府，或歐盟任何國家政府發行或擔保之有價證券。

- (e) [Repealed, 2001, c. 9, s. 194]
- (f) buy and sell special drawing rights issued by the International Monetary Fund;
- (g) for the purposes of conducting monetary policy or promoting the stability of the Canadian financial system,
  - (i) buy and sell from or to any person securities and any other financial instruments — other than instruments that evidence an ownership interest or right in or to an entity — that comply with the policy established by the Governor under subsection 18.1(1), and
  - (ii) if the Governor is of the opinion that there is a severe and unusual stress on a financial market or the financial system, buy and sell from or to any person any securities and any other financial instruments, to the extent determined necessary by the Governor;
- (g.1) [Repealed, 2008, c. 28, s. 146]
- (h) make loans or advances for periods of not more than six months to any member of the Canadian Payments Association on taking
  - (i) security in any property, including in any real property or immovable situated in Canada, or
  - (ii) an assignment or transfer of the member's right, title or interest in any real property or immovable situated in Canada, including any mortgage or hypothec on that real property or immovable;
- (i) make loans or advances for periods not exceeding six months to the Government of Canada or the government of a province on taking security in readily marketable securities issued or guaranteed by Canada or any province;
- (j) make loans to the Government of Canada or the government of any province, but such loans outstanding at any one time shall not, in the case of the Government of Canada, exceed one-third of the estimated revenue of the Government of Canada for its fiscal year, and shall not, in the case of a provincial government, exceed one-fourth of that government's estimated revenue for its fiscal year, and such loans shall be repaid before the end of the first quarter after the end of the fiscal year of the government that has contracted the loan;
- (k) [Repealed, 2008, c. 28, s. 146]
- (l) accept deposits from the Government of Canada and pay interest on those deposits;

- (e) (刪除)
- (f) 買賣國際貨幣基金發行之特別提款權。
- (g) 為執行貨幣政策或促進加拿大金融體系穩定之目的，
  - (i) 遵循總裁依第 18.1 條第(1)項所訂政策，向任何人買賣未明示所有者權益或請求對象之權利之有價證券及其他金融商品。
  - (ii) 當總裁認為金融市場或金融體系存有嚴重且異常之壓力時，於其認定之必要範圍內，向任何人買賣任何有價證券及其他金融商品。
- (g.1) (刪除)
- (h) 對加拿大支付協會會員機構為 6 個月以下之放款或墊款，且取得
  - (i) 以加拿大境內之財產，包括房地產或不動產作為擔保，或
  - (ii) 該會員機構之加拿大境內房地產或不動產之權利、所有權或權益之分配或轉讓，包括該等資產之抵押權及擔保權。
- (i) 對加拿大政府或省政府為 6 個月以下之放款或墊款，且須以加拿大或省所發行或保證具流通性之有價證券作為擔保。
- (j) 放款予加拿大政府或省政府。但其任一時點之未償還餘額，在加拿大政府部分，不得超過該會計年度加拿大政府預估盈收之 1/3；在省政府部分，不得超過該會計年度省政府預估盈收之 1/4。各該放款應於借款政府會計年度終了後第 1 季結束前清償之。
- (k) (刪除)
- (l) 接受加拿大政府之存款並支付利息。

- (l.1) accept deposits from any bank, authorized foreign bank that is not subject to the restrictions and requirements referred to in subsection 524(2) of the *Bank Act* or other member of the Canadian Payments Association;
- (l.2) pay interest on the deposits referred to in paragraph (l.1) if the money deposited is to be used for the purpose of making loans or advances referred to in paragraph (h);
- (l.3) accept deposits from the government of any province or from any corporation or agency of the Government of Canada;
- (m) open accounts in a central bank in any other country or in the Bank for International Settlements, accept deposits from central banks in other countries, the Bank for International Settlements, the International Monetary Fund, the International Bank for Reconstruction and Development and any other official international financial organization, act as agent or mandatary, or depository or correspondent for any of those banks or organizations, and pay interest on any of those deposits;
- (m.1) act as a custodian of the financial assets of the Canada Deposit Insurance Corporation and of those of the Canada Mortgage and Housing Corporation;
- (n) acquire, hold, lease or dispose of real property or immovables;
- (o) accept deposits of money that are authorized or required by an Act of Parliament to be transferred to the Bank, and, in accordance with that Act, pay interest on money so deposited and pay out money to any person entitled to it under that Act; and
- (p) carry on any business activity that is incidental to or consequential on something the Bank is allowed or required to do by this Act.

#### Policy established by Governor

**18.1** (1) The Governor shall establish a policy for the purposes of subparagraph 18(g)(i).

#### Publication

- (2) The Bank shall publish the policy and any amendment to it in the *Canada Gazette* and the policy or the amendment comes into force seven days after the day on which the Bank publishes it or on any later day specified by the Governor.

- (l.1) 接受非受銀行法第 524 條第(2)項限制之銀行或指定外商銀行，或其他加拿大支付協會會員機構之存款。
- (l.2) 第(l.1)款規定之存款如係用作第(h)款規定之放款或墊款者，應支付利息。
- (l.3) 接受各省政府，或加拿大政府之公司或機關之存款。
- (m) 於其他國家中央銀行或國際清算銀行開立帳戶，接受其他國家中央銀行或國際清算銀行、國際貨幣基金、國際復興開發銀行及其他正式國際金融組織之存款，以及擔任前述銀行或機構之代理人、存款行或聯行，並支付利息。
- (m.1) 作為加拿大存款保險公司及加拿大不動產及房屋抵押貸款公司所有金融資產之保管行。
- (n) 取得、持有、租賃或處分房地產或不動產。
- (o) 接受依國會法律授權或規定應移轉予本行金錢之存款，並依該法律支付存款利息予權利人。
- (p) 本法許可或應辦事項之附隨或衍生業務。

#### 第 18.1 條

##### 【總裁之決策】

- (1) 總裁應為第 18 條第(g)款(i)規定之目的，制訂政策。

##### 【決策之公告】

- (2) 該項政策及任何修正，應由本行公告於加拿大政府公報，並於刊登日期或其後由總裁指定日期之 7 日後生效。

**Publication**

**19** If the Bank takes any action under subparagraph 18(g)(ii), the Bank shall cause a notice to be published in the *Canada Gazette* that the Governor has formed an opinion that there is a severe and unusual stress on a financial market or the financial system. The notice is to be published as soon as the Governor is of the opinion that its publication will not materially contribute to the stress to which the notice relates.

**Acquisition of collateral securities**

**20** The Bank may

- (a) acquire from any bank or authorized foreign bank that is not subject to the restrictions and requirements referred to in subsection 524(2) of the *Bank Act* and hold any property held by the bank or authorized foreign bank as security under Part VIII of the *Bank Act*; and
- (b) exercise every right and remedy in respect of any security acquired under paragraph (a) that could have been exercised by the bank or authorized foreign bank.

**Publication of minimum interest rates on loans**

**21** The Bank shall at all times make public the minimum rate at which it is prepared to make loans or advances.

**Time limit for unpaid debts**

**22** (1) The Bank is not liable in respect of any unpaid debt in respect of which a federal financial institution has made a payment to the Bank under the relevant Act in respect of the federal financial institution if

- (a) the amount paid to the Bank was less than \$1,000; and
- (b) at least 40 years have gone by since the later of
  - (i) the last time a transaction took place on the books of the federal financial institution in respect of the unpaid debt, and
  - (ii) the last time a statement of account was requested of or acknowledged to the federal financial institution by the former creditor in respect of the unpaid debt.

**第 19 條【公告】**

本行依第 18 條第(g)款(ii)規定採取行動時，應於加拿大政府公報公告總裁已認定金融市場或金融體系存有嚴重且異常之壓力。該項公告應於總裁認為其公布將不至對該公告相關壓力造成嚴重影響時發布之。

**第 20 條【附加擔保之取得】**

本行得：

- (a) 向非受銀行法第 524 條第(2)項限制之銀行或指定外商銀行收取並持有該銀行或指定外商銀行依該法第 8 章規定持有供擔保之財產；且
- (b) 對於依(a)款取得之擔保物得行使該銀行或指定外商銀行所得行使之任何權利與救濟。

**【最低放款利率之公告】****第 21 條**

本行應隨時公告最低之放款或墊款利率。

**第 22 條****【未清償債務之時效】**

- (1) 對聯邦金融機構已依與該機構相關法律向本行為支付之任何未清償債務，本行於下列情形不負責任：
  - (a) 支付予本行之金額少於加幣 1000 元；且
  - (b) 自下列二目所列較晚之時間起算，已歷至少 40 年：
    - (i) 該聯邦金融機構帳簿記載最後一次發生與該項未清償債務相關交易之時間。
    - (ii) 由該項未清償債務之前債權人最後一次要求或告知該聯邦金融機構提供帳戶表報之時間。

**Time limit for instruments**

- (1.1) The Bank is not liable in respect of any instrument in respect of which a federal financial institution has made a payment to the Bank under the relevant Act in respect of the federal financial institution if
- (a) the amount paid to the Bank was less than \$1,000; and
  - (b) no payment has been made in respect of the instrument for at least 40 years after the day the instrument was issued or accepted.

**Time limit for liquidation claims**

- (1.2) The Bank is not liable in respect of any claim against a liquidator in respect of the winding-up of a federal financial institution if
- (a) the amount of the claim has been paid to the Minister and by the Minister to the Bank under the relevant Act in respect of the federal financial institution;
  - (b) the amount paid to the Bank was less than \$1,000; and
  - (c) at least 40 years have gone by since the later of
    - (i) the last time a transaction took place on the books of the federal financial institution in respect of the subject-matter of the claim, and
    - (ii) the last time a statement of account was requested of or acknowledged to the federal financial institution by the former creditor in respect of the subject-matter of the claim.

**Time limit for returned payments**

- (1.21) The Bank is not liable in respect of any returned payment as defined in section 2 of the *Canada Deposit Insurance Corporation Act* in respect of which the Canada Deposit Insurance Corporation has made a payment to the Bank under subsection 14.01(1) of that Act if
- (a) the amount paid to the Bank was less than \$1,000; and
  - (b) at least 40 years have gone by since the applicable date referred to in subsection 14(2.9) of that Act.

**Limitation of Bank's liability**

- (1.3) The Bank is not liable in respect of a debt referred to in subsection (1), an instrument referred to in subsection (1.1), a claim referred to in subsection (1.2) or a returned payment referred to in subsection (1.21) if the amount paid to the Bank in respect of the debt, instrument, claim or returned payment was \$1,000 or more and at least 100 years have gone by since the payment was made to the Bank.

**【金融工具之時效】**

- (1.1) 對聯邦金融機構已依與該機構相關法律向本行為支付之任何相關金融工具，本行於有下列情形不負責任：
- (a) 支付予本行之金額少於加幣 1000 元；且
  - (b) 自該金融工具發行或接受之日起，未為支付之時間至少 40 年。

**【清算請求權之時效】**

- (1.2) 對向清算人就聯邦金融機構之停業所主張之相關請求權，本行於下列情形不負責任：
- (a) 該請求權金額已依相關法律支付予部長，且由部長交付本行；
  - (b) 交付本行之金額少於加幣 1000 元；且
  - (c) 自下列二目所列較晚之時間起算，已歷至少 40 年：
    - (i) 聯邦金融機構帳簿記載最後一次發生與請求權主要事項相關交易之時間。
    - (ii) 請求權主要事項之前債權人最後一次要求或告知該聯邦金融機構提供帳戶表報之時間。

**【返還付款之時效】**

- (1.21) 對加拿大存款保險公司依加拿大存款保險公司法第 14.01 條第(1)項規定，向本行支付該法第 2 條所定之返還付款，本行於下列情形不負責任：
- (a) 支付予本行之金額少於加幣 1000 元；且
  - (b) 自該法第 14 條第(2.9)項所定適用日期起算已歷至少 40 年。

**【本行責任之限制】**

- (1.3) 對第(1)項所定債務、第(1.1)項所定工具、第(1.2)項所定請求權，或第(1.21)項所定返還付款，如已支付本行之債務、工具、請求權或返還付款之金額，等於或多於加幣 1000 元，且該項支付已歷至少 100 年者，本行均不負責任。

**Application**

(1.4) For greater certainty, subsections (1) to (1.3) also apply in respect of amounts paid to the Bank before the coming into force of this subsection.

**No liability where claims paid**

(2) The Bank is not liable in respect of

- (a) any unpaid debt or any instrument in respect of which a federal financial institution has paid an amount to the Bank in accordance with the relevant Act in respect of the federal financial institution, or
  - (b) any claim against a liquidator in respect of the winding-up of a federal financial institution the amount of which claim has been paid to the Minister and by the Minister to the Bank under the relevant Act in respect of the federal financial institution,
- where an amount equal to the amount so paid has been paid by the Bank to the creditor in accordance with the relevant Act in respect of the federal financial institution or to the Receiver General under subsection (3).

**No liability where claims paid — returned payments**

(2.1) The Bank is not liable in respect of any returned payment as defined in section 2 of the *Canada Deposit Insurance Corporation Act* in respect of which the Canada Deposit Insurance Corporation has paid an amount to the Bank under subsection 14.01(1) of that Act if an amount equal to the amount so paid has been paid by the Bank to a claimant under subsection 14.01(4) of that Act or to the Receiver General under subsection (3).

**Amounts to be paid to Receiver General**

(3) An amount equal to the amount paid to the Bank in respect of a debt referred to in subsection (1), an instrument referred to in subsection (1.1), a claim referred to in subsection (1.2) or a returned payment referred to in subsection (1.21) shall, within two months after the end of the calendar year in which the applicable 40-year period expired, be paid by the Bank without interest to the Receiver General and the Bank may destroy all records relating to the debt, instrument, claim or returned payment.

**Amounts part of C.R.F.**

(4) Any amount paid by the Bank to the Receiver General under subsection (3) shall form part of the Consolidated Revenue Fund.

**Definitions****【適用】**

(1.4) 為臻明確，於本項生效前支付予本行之款項，亦適用第(1)項至第(1.3)項規定。

**【對已支付之請求權不負責任】**

(2) 本行已將下列所支付款項之相當金額，依聯邦金融機構相關法律支付予債權人，或依第(3)項規定交付國庫署長者，即不負責任：

- (a) 聯邦金融機構已依聯邦金融機構相關法律，向本行支付款項之任何未清償債務或工具；或
- (b) 對向清算人就聯邦金融機構之停業所主張之相關請求權，其金額已依與該機構相關法律支付予部長，且由部長交付本行者。

**【對已支付之請求權不負責任—返還付款】**

(2.1) 就加拿大存款保險公司依加拿大存款保險公司法第14.01條第(1)項向本行支付同法第2條規定之任何返還付款，而本行已將其相當金額依同法第14.01條第(4)項支付請求權人，或依第(3)項交付國庫署長者，本行即不負責任。

**【交付國庫署長之數額】**

(3) 本行應於40年時效經過之曆年年度結束後2個月內，將第(1)項所定債務、第(1.1)項所定工具、第(1.2)項所定請求權，或第(1.21)項所定返還付款等之相當金額，無息交付國庫署長。本行並得銷毀所有與該債務、支付工具、請求權或返還付款相關之紀錄。

**【統一歲入基金（C.R.F.）數額】**

(4) 本行依前項規定交付國庫署長之數額，應歸入統一歲入基金。

**【定義】**

(5) For the purposes of this section,

**federal financial institution** means a bank, an authorized foreign bank, a company to which the *Trust and Loan Companies Act* applies or an association to which the *Cooperative Credit Associations Act* applies; (*institution financière fédérale*)

**relevant Act** in respect of a federal financial institution means

- (a) in the case of a bank or authorized foreign bank, the *Bank Act*,
- (b) [Repealed, 1999, c. 28, s. 97]
- (c) in the case of a company to which the *Trust and Loan Companies Act* applies, that Act, and
- (d) in the case of an association to which the *Cooperative Credit Associations Act* applies, that Act. (loi pertinente)

### Inspection

**22.1** (1) The Bank may require that the Superintendent of Financial Institutions perform, for a specified purpose, an inspection of any financial institution within the meaning of the *Office of the Superintendent of Financial Institutions Act*.

### Costs

- (2) Where an inspection is made under subsection (1), such costs incurred in relation thereto as in the opinion of the Superintendent of Financial Institutions are extraordinary shall be borne by the Bank.

### Prohibited business

**23** The Bank shall not, except as authorized by this Act,

- (a) engage or have a direct interest in any trade or business whatever;
- (b) purchase, or make loans on the security of, its own shares or the shares or membership shares of any bank, except the Bank for International Settlements;
- (c) lend or make advances on the security of any real property or immovable, except that, in the event of any claims of the Bank being in the opinion of the Board endangered, the Bank may secure itself on any real property, or obtain security on any immovable, of the debtor or any other person liable and may acquire that property, which shall be resold as practicable after the acquisition;

(5) 本條用語定義如下：

「聯邦金融機構」係指銀行、指定外商銀行、適用信託及貸款公司法之公司或適用信用合作社法之合作社。

「相關法律」，就聯邦金融機構而言：

- (a) 於銀行或指定外商銀行之情形，係指銀行法。
- (b) (刪除)
- (c) 於適用信託及貸款公司法之公司之情形，係指該法。
- (d) 於適用信用合作社法之合作社之情形，係指該法。

## 第 22.1 條

### 【檢查】

- (1) 本行得要求金融機構監管局長為特定目的，對於金融機構監管局法所指金融機構進行金融檢查。

### 【費用】

- (2) 依第(1)項規定進行檢查所生費用，經金融機構監管局長認屬特殊者，由本行負擔。

### 【禁止業務】

## 第 23 條

除經本法授權外，本行不得辦理下列事項：

- (a) 經營任何事業，或對之擁有直接利益。
- (b) 購買本行股份或國際清算銀行以外任何銀行之股份，或以之為擔保借款。
- (c) 以不動產為擔保之放款或墊款。但理事會認為危及本行債權時，得以該債務人或其他應負責任者之不動產為擔保，並得取得該不動產所有權，但其後應於可售時予以出售。

- (d) make loans or advances without security;
- (e) pay interest on any money deposited with the Bank; or
- (f) allow the renewal of maturing bills of exchange, promissory notes or other similar documents purchased or discounted by or pledged to the Bank, except that the Board may make regulations authorizing in special circumstances not more than one renewal of any such bill of exchange, promissory note or other document.

### **Fiscal agent of Canadian Government**

**24** (1) The Bank shall act as fiscal agent of the Government of Canada.

#### **Charge for acting**

- (1.1) With the consent of the Minister, the Bank may charge for acting as fiscal agent of the Government of Canada.

#### **To manage public debt**

- (2) The Bank, if and when required by the Minister to do so, shall act as agent for the Government of Canada in the payment of interest and principal and generally in respect of the management of the public debt of Canada.
- (2.1) If the Minister may, under any other Act of Parliament that expressly authorizes him or her to do so, lend, at the request of an **agent corporation** as defined in subsection 83(1) of the *Financial Administration Act*, money out of the Consolidated Revenue Fund to that corporation on any terms and conditions that he or she may fix, the Minister may authorize the Bank to manage the lending of money to that corporation on his or her behalf, on any terms and conditions that he or she may establish.

#### **Canadian Government cheques to be paid or negotiated at par**

- (3) The Bank shall not make any charge for cashing or negotiating a cheque drawn on the Receiver General or on the account of the Receiver General, or for cashing or negotiating any other instrument issued as authority for the payment of money out of the Consolidated Revenue Fund, or on a cheque drawn in favour of the Government of Canada or any of its departments and tendered for deposit in the Consolidated Revenue Fund.

- (d) 無擔保放款或墊款。

- (e) 就存放於本行之金錢支付利息。

- (f) 同意所購買或由銀行貼現或抵押之匯票、本票或類似票據之展期；惟理事會得訂定規範，於特殊情況下授權該等匯票、本票或類似票據之展期，並以展延一次為限。

## **第 24 條**

### **【加拿大政府之國庫經理人】**

- (1) 本行擔任加拿大政府之國庫經理人。

### **【經理費用】**

- (1.1) 經部長同意，本行擔任加拿大政府國庫經理人，得收取費用。

### **【經理公共債務】**

- (2) 本行依部長要求，就利息與本金之支付及加拿大公共債務之相關管理，擔任加拿大政府之經理人。
- (2.1) 部長得依有明確授權之其他國會法律，於財務行政法第 83 條第(1)項所定義之代理公司提出請求時，由統一歲入基金撥付款項貸放之，並得訂定貸放條件；此時部長得授權本行代表其管理該筆依其所訂之條件而為之貸放。

### **【加拿大政府支票以面額支付或議付】**

- (3) 本行支付或議付由國庫署長或國庫署長帳戶付款之支票，或由統一歲入基金付款而簽發之工具，或對於以加拿大政府或其任何部門為受款人並存入統一歲入基金之支票，不得收取費用。



**Definition of financial institution**

**24.1** (1) In this section, **financial institution** has the same meaning as in section 3 of the *Office of the Superintendent of Financial Institutions Act*.

**Information requirement**

(2) A financial institution shall provide the Bank with such information as the Bank may require, at such times and in such form as the Bank may require.

**Limitation**

(3) A financial institution shall not be required under subsection (2) to provide the Bank with information about the accounts or affairs of any particular person.

**Note Issue and Removal****Sole right of note issue**

**25** (1) The Bank has the sole right to issue notes and those notes shall be a first charge on the assets of the Bank.

**Arrangements for issue and removal**

- (2) It is the duty of the Bank to make adequate arrangements for
- (a) the issue of its notes in Canada and the supply of those notes as required for circulation in Canada; and
  - (b) the removal from circulation in Canada of
    - (i) its notes that are worn or mutilated, and
    - (ii) its notes that are the subject of an order made under paragraph 9 (1)(b) of the *Currency Act*, regardless of whether the order has come into force.

**Denominations**

(3) Notes of the Bank shall be in such denominations and shall be printed and signed or otherwise executed as the Governor in Council by regulation determines.

**Form and material**

(4) The form and material of the notes of the Bank shall be subject to approval by the Minister, but each note shall be printed in both the English and French languages.

**第 24.1 條****【「金融機構」定義】**

(1) 本條所稱「金融機構」與金融機構監管局法第 3 條之定義相同。

**【資訊要求】**

(2) 金融機構應依本行要求之次數及方式提供資訊。

**【限制】**

(3) 本行依第(2)項規定要求金融機構提供之資訊，不得包括任何特定人士之帳戶或事項。

**鈔券之發行及收回****第 25 條****【鈔券發行專屬權】**

(1) 本行具鈔券發行專屬權，各該鈔券應自本行資產優先受償。

**【發行及收回之安排】**

- (2) 本行有職責就下列事項妥為安排：
- (a) 於加拿大發行鈔券，並依加拿大流通需求供應鈔券；
  - (b) 收回下列鈔券於加拿大不再流通：
    - (i) 污損或破損之鈔券。
    - (ii) 依通貨法第 9 條第(1)項(b)款之命令所規範之鈔券，無論該命令是否已生效。

**【面額】**

(3) 本行鈔券之面額、印製、簽章及其他執行方式，由樞密院總督以法規規定之。

**【形式及成分】**

(4) 本行鈔券之形式及成分應經部長核准，每一鈔券並應同時以英文及法文雙語印行。

**Notes previously printed**

- (5) Notwithstanding anything contained in this section, each note of the Bank printed before June 23, 1936, whether issued before, on or after that date, is a valid and binding obligation of the Bank.

**Distinction**

- (6) Notes of the Bank are neither promissory notes nor bills of exchange within the meaning of the *Bills of Exchange Act*.

**Redemption of Notes Other than Those of the Bank****Liability for notes**

- 26 (1) The Bank is responsible for the redemption of notes payable to bearer on demand that were issued and outstanding on March 11, 1935 and immediately prior to that day constituted a direct liability of Canada, and such notes are and continue to be legal tender.

**Idem**

- (2) The Bank is responsible for the redemption of notes of the Canadian banks listed in Schedule R of the *Bank Act*, chapter B-1 of the Revised Statutes of Canada, 1970, that were issued prior to January 1, 1950 and intended for circulation in Canada.

**Reserve Funds****Reserve fund**

- 27 The Bank shall establish a reserve fund and, after making the provision that the Board thinks proper for bad and doubtful debts, depreciation in assets, pension funds and all other matters that are properly provided for by banks, the ascertained surplus available from the operations of the Bank during each financial year is to be applied by the Board as follows:

- (a) if the Bank's reserve fund is less than the paid-up capital, one third of the surplus is to be allocated to the reserve fund, and the residue is to be paid to the Receiver General and form part of the Consolidated Revenue Fund;

**【先前印製之鈔券】**

- (5) 1936 年 6 月 23 日前印製之本行鈔券，不論係於該日期之前、該日期或該日期之後發行，均屬有效拘束本行之債務，不受本條其他規定之限制。

**【區別】**

- (6) 本行鈔券（票）非屬匯票法所稱之期票或匯票。

**非本行發行鈔券之收兌****第 26 條****【鈔券償付責任】**

- (1) 本行有責任收兌 1935 年 3 月 11 日發行且尚未償付、見票即付之鈔券，各該鈔券於其發行日期之前即構成加拿大直接債務，係屬且將來續為法償貨幣。

**【同上】**

- (2) 本行有責任收兌 1970 年修正加拿大條例第 B-1 章之銀行法附表 R 所列，於 1950 年 1 月 1 日之前發行並於加拿大流通之鈔券。

**準備金****【準備金】****第 27 條**

本行應設立準備金。本行每會計年度營運盈餘於理事會就壞帳、疑為壞帳、資產折舊、退撫基金及各銀行就其他事項提存適當準備後，可動用之盈餘應由理事會依下列各款規定運用：

- (a) 本行準備金低於實收資本時，盈餘之 1/3 應提撥準備金；所餘者應交由國庫署長納入統一歲入基金。

- (b) if the reserve fund is not less than the paid-up capital, one fifth of the surplus is to be allocated to the reserve fund until the reserve fund reaches an amount five times the paid-up capital, and the residue is to be paid to the Receiver General and form part of the Consolidated Revenue Fund; and
- (c) if the reserve fund is not less than five times the paid-up capital, the whole of the surplus is to be paid to the Receiver General and form part of the Consolidated Revenue Fund.

#### **Special reserve fund — unrealized valuation losses**

**27.1** (1) Despite section 27, the Bank may establish a special reserve fund and may, pursuant to a resolution passed by the Board, allocate to the fund out of the ascertained surplus available from the operations of the Bank during each financial year an amount to offset unrealized valuation losses due to changes in the fair value of the investment portfolio of the Bank.

#### **Maximum**

- (2) The amount that may be held in the fund shall not be more than \$400,000,000 at any time.

### **Audit**

#### **Appointment of auditors**

**28** (1) The Governor in Council shall, on the recommendation of the Minister, appoint two firms of accountants eligible to be appointed as auditors of a bank to audit the affairs of the Bank.

#### **Term of office**

- (2) Every firm of accountants appointed after November 30, 1980 shall be appointed to perform annual audits for the five fiscal years following the year of its appointment except that one of the first two firms of accountants appointed after November 30, 1980 shall be appointed to perform annual audits for the three years following the year of its appointment.

- (b) 準備金高於實收資本時，盈餘之 1/5 應提撥準備金，直到準備金達到實收資本 5 倍之金額為止；所餘者應交由國庫署長納入統一歲入基金。
- (c) 準備金高於實收資本之至少 5 倍時，所有盈餘應交由國庫署長納入統一歲入基金。

### **第 27.1 條**

#### **【特別準備金—未實現評價損失】**

- (1) 除第 27 條規定者外，本行得另設立特別準備金，並經理事會決議，由本行每會計年度之可動用盈餘中提撥一筆金額，用以抵銷因本行投資組合公平價值變動所產生之未實現評價損失。

#### **【上限】**

- (2) 上述準備金之規模以不超過加幣 4 億元為限。

### **稽核**

### **第 28 條**

#### **【稽核人員之指派】**

- (1) 樞密院總督應依部長提名，指派得擔任銀行稽核之合格會計師事務所 2 家，稽核本行行務。

#### **【任期】**

- (2) 1980 年 11 月 30 日以後指派之會計師事務所，應辦理其派任後下年度起 5 個會計年度之年度稽核工作，但 1980 年 11 月 30 日以後首次指派的兩家會計師事務所之一應辦理其派任後下年度起 3 個會計年度之年度稽核工作。

**Vacancies**

- (3) Where any vacancy occurs in the office of auditor of the Bank, notice thereof shall forthwith be given by the Bank to the Minister who thereupon shall appoint some other firm of accountants eligible to be appointed under this section to audit the affairs of the Bank for the balance of the term of the firm of accountants so replaced.

**Persons who may not act**

- (4) No firm of accountants of which a director is a member is eligible for appointment as an auditor and no auditor of the Bank is eligible for appointment for a second successive term.

**Reports to Minister**

- (5) The Minister may from time to time require the auditors to report to the Minister on the adequacy of the procedure adopted by the Bank for the protection of its creditors or shareholders and the sufficiency of their own procedure in auditing the affairs of the Bank, and the Minister may, at his discretion, enlarge or extend the scope of the audit or direct that any other procedure be established or that any other examination be made by the auditors as the public interest may seem to require.

**Copies of reports to be sent to Minister**

- (6) A copy of every report made by the auditors to the Bank under this section shall be transmitted to the Minister by the auditors at the same time as that report is transmitted to the Bank.

**Returns****Weekly financial information**

- 29 (1) The Bank shall, as soon as practicable after the last business day of each week, post on its website financial information about its assets and liabilities.

**Monthly balance sheet**

- (2) The Bank shall, as soon as practicable after the last business day of each month, post on its website its balance sheet as at the close of business on that day. The balance sheet shall set out information regarding the Bank's investments in securities issued or guaranteed by the Government of Canada.

**【出缺】**

- (3) 本行稽核人員出缺時，本行應立即通知部長並由其依本條規定，指派其他合格會計師事務所，於原會計師事務所所餘任期稽核本行行務。

**【不得擔任者】**

- (4) 本行理事為其成員之會計師事務所，不得被指派為本行稽核人員。本行稽核人員不得受指派續任。

**【向部長報告】**

- (5) 部長得隨時要求本行稽核人員就本行保護債權人或股東程序之妥適性，以及對本行事務稽核程序之周延性向其報告。部長基於公共利益之考量，於必要時，得擴大稽核範圍，或指示本行稽核人員設定其他程序，或為其他檢查。

**【應遞送部長之報告副本】**

- (6) 本行稽核人員依本條規定對本行所作成之報告，應於遞送本行之同時遞送 1 份副本予部長。

**收益****第 29 條****【週財務資訊】**

- (1) 本行應於每週最後營業日後，立即於官網刊登有關其資產及負債情形之財務資訊。

**【月資產負債表】**

- (2) 本行應於每月最後營業日後，立即於官網刊登截至該日營業結束時之資產負債表；該表應包括有關本行投資於加拿大政府發行或保證證券之資訊。

**Fiscal year**

**30** (1) The fiscal year of the Bank shall be the calendar year.

**Financial statements to Minister**

- (2) Within two months after the end of each financial year, the Bank shall send to the Minister its audited financial statements for the financial year, in the form prescribed by the by-laws of the Bank.

**Signing of statements**

- (2.1) The financial statements must be signed by the Governor or the Deputy Governor and the Chief Accountant or Acting Chief Accountant of the Bank.

**Other information**

- (2.2) The financial statements must be accompanied by any summary or report by the Governor that the Governor considers desirable or that is required by the Minister. A copy of the signed and audited financial statements must without delay be published in the *Canada Gazette*.

**Report to Parliament**

- (3) The Minister shall lay the copy of the accounts and Governor's report mentioned in subsection (2) before Parliament on any of the first twenty-one days that either House of Parliament is sitting after the Minister receives it.

**Liability****No liability if in good faith**

**30.1** No action lies against Her Majesty, the Minister, any officer, employee or director of the Bank or any person acting under the direction of the Governor for anything done or omitted to be done in good faith in the administration or discharge of any powers or duties that under this Act are intended or authorized to be executed or performed.

**第 30 條****【會計年度】**

- (1) 本行之會計年度應為曆年制。

**【陳報部長之財務報表】**

- (2) 本行應於每會計年度結束後 2 個月內，將該會計年度經稽核之財務報表依本行內部規章規定之格式陳報部長。

**【報表簽署】**

- (2.1) 財務報表應經總裁或副總裁及本行會計長或代理會計長簽署。

**【其他資訊】**

- (2.2) 財務報表應檢附總裁認為有需要或部長要求必須提出之摘要或報告。經簽署及稽核之財務報表應立即公布於加拿大政府公報。

**【向國會報告】**

- (3) 部長收受第(2)項所指報表及總裁報告後，應於國會任一議院開議後起 21 日內，向國會提出各該資料。

**責任****【善意免責】****第 30.1 條**

英皇陛下、部長、本行之高級職員、受僱人員、理事，或依總裁指示而行為之人，依本法所預定或授權行使權力、履行任務時之善意作為或不作為，不得對之提起訴訟。

## Offences and Punishment

### Holding office when ineligible

**31** Every person who holds office or continues to hold office as the Governor or as a Deputy Governor or director of the Bank, knowing that he or she is not eligible for that office, is guilty of an offence and liable on summary conviction to a fine of not more than one hundred thousand dollars or to imprisonment for a term of not more than six months or to both.

### Verifying false statement, account or list

**32** Every director, officer or auditor of the Bank who verifies any statement, account or list required to be furnished to the Minister pursuant to this Act, or who has to do with the delivering or transmitting of that statement, account or list to the Minister, knowing it to be false in any material particular, is guilty of an offence and liable on summary conviction to a fine of not more than one hundred thousand dollars or to imprisonment for a term of not more than six months or to both.

### Contravention of Act

**33** Any officer of the Bank or any officer of a bank or any other person who fails or omits to comply with any provision of this Act is guilty of an offence and, unless otherwise provided by this Act, liable on summary conviction to a fine of not more than one hundred thousand dollars or to imprisonment for a term of not more than six months or to both.

## Liquidation or Winding-up

### Insolvency and winding-up

**34** No statute relating to the insolvency or winding-up of any corporation applies to the Bank and in no case shall the affairs of the Bank be wound up unless Parliament so provides, but if provision is made for winding up the Bank the notes of the Bank outstanding are the first charge on the assets.

## 違法及處罰

### 【不適格之任職】

#### 第 31 條

擔任本行總裁、副總裁或理事職務，明知其不適格而擔任或繼續擔任者，即構成犯罪；經依簡易程序定罪，可處加幣 10 萬元以下之罰金，或 6 個月以下有期徒刑，或併罰之。

### 【虛假報表、帳簿或清單之查對】

#### 第 32 條

本行理事、高級職員或稽核人員明知依本法應提供予部長之報表、帳簿或清單之重要內容有虛假情事，仍為簽證或遞送者，即構成犯罪；經依簡易程序定罪，處加幣 10 萬元以下罰金，或 6 個月以下有期徒刑，或併罰之。

### 【本法之違反】

#### 第 33 條

本行高級職員、任何銀行高級職員或其他任何人違反本法規定者，除本法另有規定外，即構成犯罪；經依簡易程序定罪，處加幣 10 萬元以下罰金，或 6 個月以下有期徒刑，或併罰之。

## 清算或停業清理

### 【破產及停業清理】

#### 第 34 條

有關公司破產或停業清理之法律，於本行不適用之。非經國會議定，本行不得停業。經議定本行停業時，本行已發行之鈔券應自本行資產中優先受償。

**By-laws****By-laws**

- 35** (1) The Board, with the approval of the Governor in Council, may make by-laws with respect to
- (a) the calling of meetings of the Board and of the Executive Committee and what number of persons shall constitute a quorum in each case, and how questions considered at those meetings shall be determined;
  - (b) the fees of directors;
  - (c) the duties and conduct of officers and employees of the Bank;
  - (d) the form of the annual statement of accounts; and
  - (e) generally, the management and disposition of the stock, property and undertakings of the Bank.

**Publication**

- (2) Every by-law and every amendment or repeal thereof shall take effect when published in the *Canada Gazette*.

**內部規章****第 35 條****【內部規章】**

- (1) 理事會經樞密院總督核可，得訂定有關下列各款事項之內部規章：
- (a) 理事會及執行委員會之召集程序及各種會議之法定人數，以及各該會議審議之議題如何作成決議。
  - (b) 理事費用。
  - (c) 本行高級職員及受僱人員之職責與行為規範。
  - (d) 年度報表之格式。
  - (e) 本行股票、財產與業務之管理與處分。

**【公告】**

- (2) 內部規章之訂定、修正及廢除應於刊載加拿大政府公報時生效。

**SCHEDULE**

(Section 16)

**Oath or Solemn Affirmation of Office**

I, \_\_\_\_\_ do solemnly swear (or affirm) that I will faithfully and to the best of my judgment and ability perform the duties that relate to any office or position in the Bank held by me.

I also solemnly swear (or affirm) that I will not

communicate or allow to be communicated, to any person not entitled to it, any confidential information that relates to the business or affairs of the Bank that I may learn in the course of performing those duties;

use any such information for any purpose other than to perform those duties; or

allow any person to inspect or have access to any books and records that belong to or that are in the possession of the Bank and that relate to the business or affairs of the Bank, unless the person is legally entitled to inspect them or to have access to them.

**SCHEDULES II AND III**

[Repealed, 2001, c. 9, s. 202]

**附表**

(第 16 條)

**就職之宣誓書或確認書**

本人\_\_\_\_\_鄭重宣誓(或確認)，將以至誠及最佳判斷與能力執行本人於本行擔任職務之責任。

本人並鄭重宣誓(或確認)，本人絕不：

將執行職務所知悉與本行業務或事務有關之任何機密資訊，告知或允許告知無權知悉之人；

將各該資訊運用於履行職務以外之目的；或

允許依法有檢查或取得權限以外之人檢查或取得屬於本行或本行持有與本行業務或行務有關之任何帳簿或紀錄。

**附表 2 及 3**

(刪除)



二、MONETARY AUTHORITY  
OF SINGAPORE ACT  
新加坡貨幣管理局法

**MONETARY AUTHORITY OF SINGAPORE ACT****新加坡貨幣管理局法**

法務室 歐坤寧 譯

<i>PART I</i>	<i>PRELIMINARY</i>
<i>PART II</i>	<i>ESTABLISHMENT, CAPITAL AND ADMINISTRATION OF AUTHORITY</i>
<i>PART III</i>	<i>PROVISIONS RELATING TO STAFF, ETC.</i>
<i>PART IV</i>	<i>POWERS, DUTIES AND FUNCTIONS OF AUTHORITY</i>
<i>PART IVA</i>	<i>CONTROL OVER FINANCIAL INSTITUTIONS</i>
<i>Division 1</i>	<i>General provisions</i>
<i>Division 2</i>	<i>Recovery and resolution planning</i>
<i>PART IVB</i>	<i>RESOLUTION OF FINANCIAL INSTITUTIONS</i>
<i>Division 1</i>	<i>General provisions</i>
<i>Division 2</i>	<i>Compulsory transfer of business of pertinent financial institution</i>
<i>Division 2A</i>	<i>Reverse transfer of business and onward transfer of business</i>
<i>Division 3</i>	<i>Compulsory transfer of shares of pertinent financial institution</i>
<i>Division 4</i>	<i>Compulsory restructuring of share capital of pertinent financial institution</i>
<i>Division 4A</i>	<i>Bail-in powers</i>
<i>Division 4B</i>	<i>Termination rights</i>
<i>Division 5</i>	<i>Assistance to foreign resolution authorities and domestic authorities</i>
<i>Division 5A</i>	<i>Recognition of foreign resolutions</i>
<i>Division 5B</i>	<i>Resolution funding</i>
<i>Division 5C</i>	<i>Compensation</i>
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	附錄成文法

# MONETARY AUTHORITY OF SINGAPORE ACT

(Original Enactment: Act 42 of 1970)

REVISED EDITION 1999

(30th December 1999)

An Act to establish a corporation to be known as the Monetary Authority of Singapore, to provide for the exercise of control over and the resolution of financial institutions and their related entities by the Monetary Authority of Singapore and other authorities, and to establish a framework for the issue of securities by the Monetary Authority of Singapore and the regulation of primary dealers of such securities, and for matters incidental thereto and connected therewith.

[13/2007 wef 30/06/2007]

[Act 9 of 2013 wef 18/04/2013]

[26th December 1970: Parts I, II and VI ;

1st January 1971: Parts III and IV ;

8th October 1999: Part V ]

## PART I PRELIMINARY

### Short title

1. This Act may be cited as the Monetary Authority of Singapore Act.

### Interpretation

2. In this Act, unless the context otherwise requires —

"Authority" means the Monetary Authority of Singapore established under section 3;

"bank" means a bank licensed under the Banking Act (Cap. 19);

# 新加坡貨幣管理局法

(最初制定：1970 年第 42 號法案)

1999 年修正版<sup>譯註 1</sup>

(1999 年 12 月 30 日)

本法係設立稱為新加坡貨幣管理局之法人，規定有關新加坡貨幣管理局及其他主管當局對於金融機構及其相關實體執行監管及清理之事宜，建立新加坡貨幣管理局有關發行債券及管理該等債券主要交易商之框架，並規定其衍生及相關事項之法律。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]<sup>譯註 2</sup>  
[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

[1970 年 12 月 26 日：第 1 章、第 2 章及第 6 章；  
1971 年 1 月 1 日：第 3 章及第 4 章；  
1999 年 10 月 8 日：第 5 章]

## 第 1 章 總 則

### 簡稱

第 1 條 本法即指新加坡貨幣管理局法。

### 釋義

第 2 條 除上下文另有所指外，本法之—

「本局」指依第 3 條規定設立之新加坡貨幣管理局；

「銀行」指依銀行法（第 19 章）發給執照之銀行；

<sup>譯註 1</sup> 本修正版迄今歷經數次修正，最近一次修正為 2017 年第 31 號法案。

<sup>譯註 2</sup> 指該規範內容之修正沿革，以下同。

"board" means the board of directors of the Authority;

"corporation" has the same meaning as in section 4 (1) of the Companies Act (Cap. 50);

[Act 9 of 2013 wef 18/04/2013]

"director" means a director appointed under section 8 (1) and the chairman and the deputy chairman of the board;

"managing director" means a director appointed under section 9 (1);

[24/2003 wef 01/01/2004]

"money market operations" means any transaction undertaken by the Authority as the central bank to manage liquidity in the banking system;

[24/2003 wef 01/01/2004]

"officer", in relation to the Authority, includes any person employed by the Authority in an executive capacity;

[24/2003 wef 01/01/2004]

[Act 9 of 2013 wef 18/04/2013]

"primary dealer" means a person appointed under section 145 as a primary dealer for securities issued by the Authority.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

## PART II

### ESTABLISHMENT, CAPITAL AND ADMINISTRATION OF AUTHORITY

#### Establishment of Authority

- 3.—(1) There shall be established an Authority to be called the Monetary Authority of Singapore which shall be a body corporate and shall have perpetual succession and may sue and be sued in its own name.
- (2) The Authority shall have a common seal and the seal may, from time to time, be broken, changed, altered and made anew as to the Authority seems fit, and, until a seal is provided under this section, a stamp bearing the inscription "The Monetary Authority of Singapore" may be used as the common seal.

「理事會」指本局之理事會；

「法人」與公司法（第 50 章）第 4 條第(1)項規定所指者相同；

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

「理事」指依第 8 條第(1)項規定任命之理事、理事會主席及副主席；

「常務理事」指依第 9 條第(1)項規定任命之理事；

[2003 年第 24 號法案，自 2004 年 1 月 1 日生效]

「貨幣市場操作」指本局作為中央銀行，管理銀行體系流動性所從事之任何交易；

[2003 年第 24 號法案，自 2004 年 1 月 1 日生效]

「職員」指本局於行政職能內所僱用之任何人；

[2003 年第 24 號法案，自 2004 年 1 月 1 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

「主要交易商」指依第 145 條規定受指定擔任本局發行政府債券主要交易商之人。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

## 第 2 章 本局之設立、資本及行政管理

### 本局之設立

- 第 3 條(1)本局應予設立，並稱為新加坡貨幣管理局，且應為永久存續之法人，及得以其名義起訴與被訴。
- (2)本局應製備關防，並得依本局認為適宜之情形，隨時予以銷毀、變更及重製。依本條規定製備關防前，得以鐫刻「新加坡貨幣管理局」字樣之章戳代之。

(3) All deeds, documents and other instruments requiring the seal of the Authority shall be sealed with the common seal of the Authority, by the authority of the Authority, in the presence of the managing director and of some other person duly authorised by the Authority to act in that behalf and shall be signed by the managing director and by such duly authorised person.

(3A) The managing director may, subject to such terms and conditions as the managing director thinks fit, appoint an officer of the Authority who holds the appointment of deputy managing director or its equivalent, to exercise the power and perform the duty of the managing director under subsection (3), and that officer must exercise that power and perform that duty under the direction and control of the managing director.

*[Act 31 of 2017 wef 15/08/2017]*

(3B) To avoid doubt, the managing director —

- (a) remains responsible for the exercise of the power, and the performance of the duty, by the deputy managing director (or equivalent) delegated under subsection (3A); and
- (b) may continue to exercise the power and perform the duty, despite the delegation under subsection (3A).

*[Act 31 of 2017 wef 15/08/2017]*

(4) Such signing by the managing director or officer appointed by the managing director under subsection (3A) shall be sufficient evidence that the common seal of the Authority has been duly and properly affixed and that the seal is the lawful common seal of the Authority.

*[Act 31 of 2017 wef 15/08/2017]*

(5) The Authority may, by resolution or otherwise, appoint an officer of the Authority or any other agent either generally or in a particular case to execute or sign on behalf of the Authority any agreement or other instrument not under seal in relation to any matter coming within the powers of the Authority.

#### Principal objects and functions of Authority

4.—(1) The principal objects of the Authority shall be —

- (a) to maintain price stability conducive to sustainable growth of the economy;

(3) 凡須蓋用本局關防之契據、公文及其他文書，應由本局授權於常務理事及其他經本局正式授權之人在場時蓋用本局關防，並由常務理事及該被授權者簽署。

(3A) 常務理事得依其認為適當之期限及條件，授權本局職員擔任副常務理事或其相當職務，行使及履行第(3)項所定常務理事之權力及職責；該等被授權之職員，應依常務理事之指揮監督，行使權力及履行職責。

*[2017 年第 31 號法案，自 2017 年 8 月 15 日生效]*

(3B) 為免滋生疑義，常務理事—

- (a) 對於依第(3A)項規定授權之副常務理事（或相當職務）所行使之權力及履行之職責仍應負責；及
- (b) 仍得繼續行使其權力及履行其職責，不受其已依第(3A)項規定授權之影響。

*[2017 年第 31 號法案，自 2017 年 8 月 15 日生效]*

(4) 常務理事或其依第(3A)項規定授權之職員之各該簽署，應作為本局關防已妥予蓋用，且該關防即為本局合法關防之充分證明。

*[2017 年第 31 號法案，自 2017 年 8 月 15 日生效]*

(5) 本局得以決議或其他方式授權本局之職員或其他一般或特別代理人，於本局權力範圍內所涉事務，代表本局執行或簽署無須蓋用本局關防之契據或其他文書。

#### 本局之主要目標及職能

第 4 條(1)本局之主要目標為—

- (a) 維持物價穩定，以利經濟持續增長；

- (b) to foster a sound and reputable financial centre and to promote financial stability;

[Act 9 of 2013 wef 18/04/2013]

- (c) to ensure prudent and effective management of the official foreign reserves of Singapore; and  
(d) to grow Singapore as an internationally competitive financial centre.

[13/2007 wef 30/06/2007]

- (1A) The Authority, when giving effect to its objects under subsection (1), is to act on the basis that the object in paragraph (b) prevails over the object in paragraph (d) of that subsection.

[Act 31 of 2017 wef 15/08/2017]

- (2) The functions of the Authority shall be —

- (a) to act as the central bank of Singapore, conduct monetary policy, issue currency, oversee payment systems and serve as banker to and financial agent of the Government;

[Act 9 of 2013 wef 18/04/2013]

- (b) to conduct integrated supervision of the financial services sector and financial stability surveillance;

[Act 9 of 2013 wef 18/04/2013]

- (c) to manage the official foreign reserves of Singapore; and

- (d) to develop Singapore as an international financial centre.

[13/2007 wef 30/06/2007]

### **Paid-up capital**

- 5.—(1) The paid-up capital of the Authority shall be \$100 million.

- (2) The paid-up capital may be revised from time to time by such amount as the Government and the board may agree.

[Act 31 of 2017 wef 15/08/2017]

- (3) For the purpose of subsection (2), the board must consider the Authority's capital and reserves necessary for the Authority to carry out its principal objects and functions.

[Act 31 of 2017 wef 15/08/2017]

- (4) Any reduction of or increase in the paid-up capital may be effected by way of transfers to or from the General Reserve Fund, or by such other means as the Government and the board may from time to time agree.

[Act 31 of 2017 wef 15/08/2017]

- (b) 建立健全、信譽良好之金融中心，及促進金融穩定；

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

- (c) 確保穩健、有效管理新加坡之官方外匯存底；及

- (d) 發展新加坡成為具國際競爭力之金融中心。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

- (1A) 本局為有效執行第(1)項所定之目標，其行動基準係第(b)款所定目標應優先於第(d)款所定目標。

[2017 年第 31 號法案，自 2017 年 8 月 15 日生效]

- (2) 本局之職能為—

- (a) 擔任新加坡之中央銀行，執行貨幣政策、發行券幣、監管支付系統及充當政府之銀行與財務代理人；

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

- (b) 執行金融服務業之統合監理及金融穩定之監控；

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

- (c) 管理新加坡之官方外匯存底；及

- (d) 發展新加坡成為國際金融中心。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

### **實收資本**

- 第 5 條(1)本局之實收資本為 1 億新加坡元（以下簡稱元<sup>譯註3</sup>）。

- (2)實收資本得隨時按政府及理事會同意之數額予以調整。

[2017 年第 31 號法案，自 2017 年 8 月 15 日生效]

- (3)於第(2)項所定之情形，理事會應考量本局資本及達成本局主要目標與職能所需之外匯存底。

[2017 年第 31 號法案，自 2017 年 8 月 15 日生效]

- (4)實收資本之增減，得透過普通公積金或其他經政府及理事會隨時同意之方式予以完成。

[2017 年第 31 號法案，自 2017 年 8 月 15 日生效]

譯註3 為便於閱讀，本篇譯文之「新加坡元」一詞，簡稱為「元」。

**General Reserve Fund**

- 6.—(1) There shall be a General Reserve Fund of the Authority.
- (2) At the end of each financial year, the net profit of the Authority for that year shall be determined after allowing for the expenses of operation and after provision has been made for bad and doubtful debts, depreciation in assets, contributions to staff and pension funds and such other contingencies or purposes as the Authority may determine.

[24/2003 wef 01/01/2004]

- (3) Subject to subsection (4), such part of the net profit for each financial year as the Authority may determine shall be paid to the Government and the remainder of the net profit, if any, shall be credited to the General Reserve Fund.

[24/2003 wef 01/01/2004]

- (3A) Notwithstanding subsection (3), the Authority may pay to the Government such amount from the General Reserve Fund over and above the net profit, if any, as the Authority may determine.

[24/2003 wef 01/01/2004]

- (4) Where the General Reserve Fund is in deficit at the end of a financial year —
- (a) if the Authority's net profit for that financial year is larger than the deficit, an amount of not less than the net profit necessary to offset the deficit, as determined by the Authority, must be credited to the General Reserve Fund; and
- (b) if the Authority's net profit for that financial year is smaller than or equal to the deficit, the whole of the net profit must be credited to the General Reserve Fund.

[Act 31 of 2017 wef 15/08/2017]

**Transfer of Currency Fund to Authority's accounts**

- 6A.—(1) For the purposes of section 21 of the Currency Act (Cap. 69), the Authority must, starting from the date of commencement of section 6 of the Monetary Authority of Singapore (Amendment) Act 2017, commence transferring all of the assets (including external assets) and liabilities of the Currency Fund established under section 21 (1) of the Currency Act as in force immediately before that date, to such of the accounts holding the Authority's assets and liabilities as the Authority may determine.

**普通公積金****第 6 條**(1) 本局應設普通公積金。

- (2) 每一會計年度終了，本局應於認列營業支出，提列呆帳、壞帳、資產折舊、對職員、退休基金之補貼及其他本局認定之偶發狀況或事由等準備後，決定其當年純益。

[2003 年第 24 號法案，自 2004 年 1 月 1 日生效]

- (3) 除第(4)項另有規定外，每一會計年度純益經本局決定繳庫之數額，應繳交予政府；若有剩餘，應記入普通公積金之貸方。

[2003 年第 24 號法案，自 2004 年 1 月 1 日生效]

- (3A) 除第(3)項規定之純益外，若有餘額，本局並得自普通公積金中繳交超過該純益之一定數額予政府。

[2003 年第 24 號法案，自 2004 年 1 月 1 日生效]

- (4) 當會計年度終了，普通公積金短絀時—
- (a) 本局當年會計年度之純益多於該短絀者，應將該純益中不少於填補該短絀所需之數額記入普通公積金之貸方；及
- (b) 本局當年會計年度之純益少於或等於該短絀者，該純益應全數記入普通公積金之貸方。

[2017 年第 31 號法案，自 2017 年 8 月 15 日生效]

**將貨幣基金移轉至本局帳戶**

- 第 6A 條(1) 配合通貨法（第 69 章）第 21 條規定，本局應自 2017 年新加坡貨幣管理局（修訂）法第 6 條規定施行日起，將同日生效之通貨法第 21 條第(1)項所定貨幣基金之全部資產（包括外部資產）及負債，開始移轉至本局選定之資產負債帳戶。



- (2) Upon the completion of the transfer mentioned in subsection (1), the Authority must publish a notification in the *Gazette* of the completion and the date of the completion.

[Act 31 of 2017 wef 15/08/2017]

### Board of directors

- 7.—(1) There shall be a board of directors of the Authority which shall be responsible for the policy and general administration of the affairs and business of the Authority.
- (2) The board shall, from time to time, inform the Government of the regulatory, supervisory and monetary policies of the Authority.

[13/2007 wef 30/06/2007]

- (3) The board shall consist of —
- (a) a chairman who shall be appointed by the President on the recommendation of the Cabinet; and
  - (b) not less than 4 and not more than 13 other directors, one of whom shall be the deputy chairman, appointed in accordance with sections 8 and 9.

[Act 9 of 2013 wef 18/04/2013]

- (4) The board shall furnish the Minister with such information as the Minister may require in respect of the duties and functions of the Authority.

[13/2007 wef 30/06/2007]

### Appointment of directors

- 8.—(1) The directors referred to in section 7 (3) (b) shall be appointed by the President who shall, on the recommendation of the Minister, also appoint the deputy chairman.
- (2) The directors so appointed —
- (a) shall not act as delegates on the board from any commercial, financial, agricultural, industrial or other interests with which they may be connected;
  - (b) shall hold office for a term not exceeding 3 years and shall be eligible for reappointment; and
  - (c) may be paid by the Authority out of the funds of the Authority such remuneration and allowances as may be determined by the President.
- (3) Subsection (2) (b) and (c) shall not apply to a director who is appointed managing director under section 9.

- (2)第(1)項所定之移轉完成時，本局應將該完成情形及完成日登載於政府公報。

[2017年第31號法案，自2017年8月15日生效]

### 理事會

- 第 7 條(1)本局應設理事會，掌理本局之政策及業務、事務之一般管理。
- (2)理事會應隨時向政府報告其管理、監管及貨幣政策。

[2007年第13號法案，自2007年6月30日生效]

- (3)理事會由下列成員組成—
- (a) 理事會主席，由內閣提請總統任命之。
  - (b) 其他理事4人至13人，其中1人為副主席，依第8條及第9條規定任命之。

[2013年第9號法案，自2013年4月18日生效]

- (4)理事會應向主管部長提供其所要求關於本局職責及職能之資訊。

[2007年第13號法案，自2007年6月30日生效]

### 理事之任命

- 第 8 條(1)第7條第(3)項第(b)款規定所指理事，由主管部長提請總統任命之，副主席由總統一併任命之。
- (2)經任命之理事—
- (a) 不得在理事會充當與其相關之商業、金融、農業、工業或其他利益之代言人；
  - (b) 任期為3年，並得續予任命；及
  - (c) 得由本局自本局基金中支付其經總統決定之報酬及津貼。
- (3)第(2)項第(b)款及第(c)款規定不適用於依第9條規定任命為常務理事之理事。

**Appointment of managing director**

- 9.—(1) The President shall, if he concurs with the advice or recommendation of the Public Service Commission, appoint one of the directors appointed under section 8 to be the managing director.
- (2) The managing director shall be an employee of the Authority on such terms and conditions of service as the President may decide.
- (3) The managing director shall be entrusted with the day-to-day administration of the Authority, and may, subject to this Act, make decisions and exercise all powers and do all acts which may be exercised or done by the Authority under this Act or any other written law.

[24/2003 wef 01/01/2004]

- (4) The managing director shall be answerable to the board for his acts and decisions.
- (5) In the event of the absence or inability to act of the managing director, the Minister may appoint —
- a director; or
  - with the President's concurrence, an officer of the Authority who holds the appointment of assistant managing director or its equivalent or above,
- to discharge the duties of the managing director during the period of his absence or inability to act.

[13/2007 wef 30/06/2007]

- (6) The managing director may, subject to such terms and conditions as he thinks fit, appoint any officer or employee of the Authority, or form any committee comprising officers or employees of the Authority or both, to exercise any of his powers or perform any of his functions or duties conferred or imposed upon him by virtue of subsection (3), and that officer, employee or committee shall exercise those powers or perform those functions or duties under the direction and control of the managing director.
- (7) For the avoidance of doubt, the managing director —
- shall remain responsible for any exercise of his powers or any performance of his functions or duties by any officer or employee appointed or by any committee formed under subsection (6); and
  - may continue to exercise his powers or perform his functions or duties conferred or imposed upon him by virtue of subsection (3), notwithstanding the delegation of the power, function or duty under subsection (6).

[24/2003 wef 01/01/2004]

**常務理事之任命**

**第 9 條**(1)總統同意公共服務委員會之建議或提名時，應於依第 8 條規定任命之理事中，任命其中一人為常務理事。

- (2)常務理事為本局之聘僱人員，其任期及服務之條件由總統決定之。
- (3)常務理事綜理本局日常事務之管理，得依本法做成決定及行使一切權力，及實行本局依本法或其他成文法所得運用或從事之一切行為。

[2003 年第 24 號法案，自 2004 年 1 月 1 日生效]

- (4)常務理事應就其行為及決定對理事會負責。
- (5)常務理事缺位或不能行使權力時，主管部長得任命下列之人，於該常務理事缺位或不能行使權力之期間代行其職務—
- 其他理事一人；或
  - 擔任本局助理常務理事或相當或更高職位，並經總統同意之職員一人。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

- (6)常務理事得依其認為適當之期限及條件，授權本局職員或雇員，或由該等職員或雇員組成委員會，行使或履行第(3)項所定常務理事之權力、職能或職責；該等職員、雇員或委員會，應依常務理事之指揮監督，行使或履行權力、職能或職責。
- (7)為免滋生疑義，常務理事—
- 對於依第(6)項規定授權之職員或由該等職員組成之委員會所行使或履行之權力、職能或職責，仍應負責。
  - 仍得繼續行使或履行第(3)項所定常務理事之權力、職能或職責，不受其已依第(6)項規定予以授權之限制。

[2003 年第 24 號法案，自 2004 年 1 月 1 日生效]

**Disqualification of directors**

- 10.—(1) No person may be appointed as or remain a director of the Authority who is a director or salaried official of any financial institution licensed or approved by the Authority under any written law.
- (2) The President may terminate the appointment of any director appointed under section 8 (1) if the director —
- (a) resigns his office;
  - (b) becomes mentally disordered and incapable of managing himself or his affairs;
  - (c) becomes bankrupt or suspends payment to or compounds with his creditors;
  - (d) is convicted of an offence involving dishonesty or fraud or moral turpitude;
  - (e) is guilty of serious misconduct in relation to his duties;
  - (f) is absent, without leave, from 3 consecutive meetings of the board; or
  - (g) fails to comply with his obligations under section 13.

[21/2008 wef 01/03/2010]

**Vacancies in office of director**

11. If any director appointed under section 8 (1) dies or resigns or otherwise vacates his office before the expiry of the term for which he has been appointed, another person may be appointed by the President for the unexpired period of the term of office of the director in whose place he is appointed.

**Presidential concurrence**

- 11A. The President, acting in his discretion, may refuse to appoint any person as chairman, deputy chairman, director or managing director or to revoke any such appointment if the President does not concur with the advice or recommendation of the Minister, the Cabinet, a Minister acting under the general authority of the Cabinet or the Public Service Commission, as the case may be, and may refuse to concur with an appointment by the Minister under section 9 (5) (b).

[13/2007 wef 30/06/2007]

**理事之不適任**

- 第 10 條**(1)本局依法核准或許可之金融機構，其董事或受薪之職員不得充任或續任本局理事。
- (2)依第 8 條第(1)項規定任命之理事，有下列情形之一者，總統得解任之—
- (a) 辭職；
  - (b) 精神錯亂或生活不能自理或不能執行其職務；
  - (c) 破產或停止向其債權人支付或與其債權人和解；
  - (d) 因違反誠信、詐欺或道德劣行被判有罪確定；
  - (e) 因職務上嚴重之不當行為構成犯罪；
  - (f) 連續 3 次理事會，未經請假而缺席；
  - (g) 未遵守第 13 條規定之義務。

[2008 年第 21 號法案，自 2010 年 3 月 1 日生效]

**理事之出缺**

- 第 11 條** 依第 8 條第(1)項規定任命之理事，於任期屆滿前死亡、辭職或其他原因出缺者，得由總統任命他人繼任出缺者剩餘之任期。

**總統之否決權**

- 第 11A 條** 總統不同意主管部長、內閣、經內閣概括授權之部長、公共服務委員會建議或提名之理事會主席、副主席、理事或常務理事人選者，得拒絕任命之；已任命者，得撤銷該任命（視情況而定）。總統亦得拒絕同意主管部長依第 9 條第(5)項第(b)款規定所為之任命。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

**Meetings and decisions of board**

- 12.—(1) The chairman of the board shall summon meetings as often as may be required but not less frequently than once in 3 months.
- (2) At every meeting of the board, a quorum shall consist of 4 directors or a simple majority of the directors, whichever is the larger, and decisions shall be adopted by a simple majority of the votes of the directors present and voting except that in the case of an equality of votes the chairman shall have a casting vote.
- (3) For the avoidance of doubt, a decision of the board may be made by way of a resolution passed by a simple majority of the directors by written or electronic means.

[24/2003 wef 01/01/2004]

**Director's interest in contract to be made known**

- 13.—(1) A director who is, directly or indirectly, interested in a contract made, or proposed to be made, by the Authority shall disclose the nature of his interest at the first meeting of the board at which he is present after the relevant facts have come to his knowledge.
- (2) A disclosure under subsection (1) shall be recorded in the minutes of the board and, after the disclosure, the director —
- (a) shall not take part in any deliberation or decision of the board with respect to that contract; and
- (b) shall be disregarded for the purpose of constituting a quorum of the board for any such deliberation or decision.
- (3) No act or proceeding of the board shall be questioned on the ground that a director has contravened this section.

**Appointment of committees and delegation of powers**

- 13A.—(1) The Authority may appoint from among its directors or other persons who are not directors such number of committees as it thinks fit for purposes which, in the opinion of the Authority, would be better regulated and managed by means of such committees.

[24/2003 wef 01/01/2004]

- (2) The Authority may, subject to such conditions or restrictions as it thinks fit, delegate to any such committee or any director any of the powers, functions or duties of the Authority under this Act or any other written law, except the power of delegation conferred by this subsection and the power to make subsidiary legislation unless expressly provided under any written law.

[24/2003 wef 01/01/2004]

**理事會會議及決議**

- 第 12 條(1)理事會主席於必要時應召集理事會；但每 3 個月應至少召集 1 次。
- (2)理事會會議應有 4 位理事或半數理事出席，並以兩者人數較多者為準，始足法定出席人數。理事會決議之作成，應有出席理事過半數之同意，可否同數時，取決於主席之投票。
- (3)為免滋生疑義，理事會之決定，得以書面或電子方式，並經理事簡單多數之決議為之。

[2003 年第 24 號法案，自 2004 年 1 月 1 日生效]

**理事契約上利益之揭露**

- 第 13 條(1)與本局擬簽訂或已簽訂之契約，有直接或間接利害關係之理事，應於其知悉有關事實後，出席之第 1 次理事會，揭露其利害關係之性質。
- (2)第(1)項規定之揭露，應記載於理事會議事錄；經揭露後，該理事—
- (a) 不得參加與該契約相關之審議及決定；且
- (b) 就該項審議及決定，不計入應出席理事之法定人數。
- (3)不得以理事違反本條規定，對理事會之行為及程序提出質疑。

**委員會之指派及授權**

- 第 13A 條(1)本局得從其理事當中或理事以外之人員，指派組成其認為合適之數委員會，俾助益其監管。

[2003 年第 24 號法案，自 2004 年 1 月 1 日生效]

- (2)本局得依其認為適當之條件或限制，將本法或其他成文法所定本局之權力、職能及職責，授予上開委員會或理事。但除其他成文法另有明定者外，不包括本項所定之授權及附屬法規之訂定權。

[2003 年第 24 號法案，自 2004 年 1 月 1 日生效]

- (3) Any power, function or duty delegated under subsection (2) may be exercised or performed by such committee or director, as the case may be, in the name and on behalf of the Authority.

[24/2003 wef 01/01/2004]

- (4) The Authority may continue to exercise a power conferred upon it, or perform a function or duty under this Act or any other written law, notwithstanding the delegation of the power, function or duty under this section.

[24/2003 wef 01/01/2004]

### Appointment of assistants

- 13B.—(1) The Authority may appoint any person to exercise any of its powers or perform any of its functions or duties under this Act, either generally or in any particular case, except the power of appointment conferred by this subsection, the power of delegation conferred by section 13A (2) and the power to make subsidiary legislation.
- (2) Any person appointed by the Authority under subsection (1) shall be deemed to be a public servant for the purposes of the Penal Code (Cap. 224).

[Act 9 of 2013 wef 18/04/2013]

### Preservation of secrecy

- 14.—(1) Except for the purpose of the performance of his duties or the exercise of his functions or when lawfully required to do so by any court or under the provisions of any written law, no person who is or has been a director, officer, employee, consultant or agent of the Authority shall disclose to any person any information relating to the affairs of the Authority or of any person which he has acquired in the performance of his duties or the exercise of his functions.

[25/2002 wef 01/10/2002]

- (2) Any person who contravenes subsection (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$20,000 or to imprisonment for a term not exceeding 3 years or to both.

- (3) 依第(2)項規定授予之權力、職能及職責，得以該委員會或理事之名義（視情況而定），代表本局行使或履行之。

[2003 年第 24 號法案，自 2004 年 1 月 1 日生效]

- (4) 本局仍得繼續行使或履行本法或其他成文法所定之權力、職能或職責，不受其已依本條規定予以授權之限制。

[2003 年第 24 號法案，自 2004 年 1 月 1 日生效]

### 助理之指派

- 第 13B 條(1) 本局得將本法所定本局之權力、職能及職責，以概括或特定授權方式，授予任何人。但不包括本項所定之授權、第 13A 條第(2)項規定之選派權及附屬法規之訂定權。
- (2) 本局依第(1)項規定授權之人，應視為刑法（第 224 章）所稱之公務員。

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

### 保密

- 第 14 條(1) 除為履行職責或執行職能，或經法院合法要求或依其他成文法明文規定外，本局現任或卸任之理事、職員、聘僱人員、顧問或代理人，不得對他人洩漏其於履行職責或執行職能時所取得之本局或關係人資訊。

[2002 年第 25 號法案，自 2002 年 10 月 1 日生效]

- (2) 違反第(1)項規定者，應構成犯罪；經定罪者，應科 2 萬元以下罰金或處或併處 3 年以下有期徒刑。

**Remuneration not to be related to profits**

15. No salary, fee, wage or other remuneration or allowance paid by the Authority shall be computed by reference to the profits of the Authority.

**Public servants and public officers**

16.—(1) The directors, including the managing director, and the officers and employees of the Authority of every description shall be deemed to be public servants within the meaning of the Penal Code (Cap. 224).

*[Act 9 of 2013 wef 18/04/2013]*

(2) The directors, including the managing director, and the officers and employees of the Authority shall, in relation to their administration, collection and enforcement of payment of any moneys to be paid to or into the Consolidated Fund under this Act or any of the written laws set out in the Schedule, be deemed to be public officers for the purposes of the Financial Procedure Act (Cap. 109), and section 20 of that Act shall apply to such persons notwithstanding that they are not or were not in the employment of the Government.

*[Act 9 of 2013 wef 18/04/2013]*

### **PART III PROVISIONS RELATING TO STAFF, ETC.**

*[13/2007 wef 30/06/2007]*

**Appointment of employees**

17.—(1) The Authority may appoint such employees as it thinks fit and determine all matters relating to their remuneration and terms and conditions of appointment and employment.

(2) The Authority may engage the services of advisers in such manner and on such terms and conditions as it thinks fit.

(3) The Authority may make rules, not inconsistent with this Act, for the appointment, promotion, conduct and discipline and terms and conditions of service of its employees.

**Transfer of employees**

18.—(1) On 1st January 1971, such persons, as the Minister may decide, who were employed by the Government immediately prior to that date and were exercising any of the powers or were discharging any of the functions or duties vested in the Authority by this Act, shall be deemed to be transferred to the service of the Authority on terms not less favourable than those they enjoyed immediately prior to their transfer.

**盈餘外之報酬**

**第 15 條** 本局支付之薪金、費用、工資或其他報酬或津貼，不得依本局盈餘核計。

**公務員及公職人員**

**第 16 條**(1)本局之理事，包括常務理事，及各種職員與雇員，應視為刑法（第 224 章）所稱之公務員。

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

(2)本局之理事，包括常務理事，及各種職員與雇員，依本法或附錄所列任何成文法而為關於統一公債基金出納之管理、收取及執行者，應視為財務程序法（第 109 章）所稱之公職人員，並應適用該法第 20 條規定；縱該等人員未受或未曾受政府僱用者，亦同。

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

**第 3 章 關於職員等事項之規定**

*[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]*

**雇員之聘用**

**第 17 條**(1)本局得聘用其認為適當之雇員，並決定其報酬及聘僱之期間與條件等有關事宜。

(2)本局得以其認為適當之方式、期間及條件聘用顧問。

(3)本局於不牴觸本法之情形下，得就其雇員之聘用、陞遷、管理、紀律、服務之期間及條件訂定規章。

**雇員之轉任**

**第 18 條**(1)1971 年 1 月 1 日本法施行時，主管部長得決定於本法施行前由政府僱用並行使或執行本法賦與本局之權力、職能或職責之人員，視為以不劣於其轉任前之僱用條件，轉任至本局服務。

- (2) Such terms (which shall be determined by the Authority) shall take into account the salaries and conditions of service including any accrued rights to leave enjoyed by them while in the employment of the Government.

**Pension schemes, provident fund, etc.**

- 19.—(1) The Authority may, with the approval of the President, make rules for the establishment of a scheme or schemes for the payment of pensions, gratuities, provident fund or other superannuation benefits to such employees or classes of employees of the Authority as it may determine, or to their legal personal representatives or dependants, on the death or retirement of those employees from the service of the Authority or on their otherwise leaving the service of the Authority.
- (2) The Authority in making under subsection (1) any pension, provident fund or other superannuation rules which affect any persons transferred to the service of the Authority under section 18 shall in those rules provide for the payment to those persons or their dependants of benefits not less in value than the amount of any pension, provident fund, gratuity or allowance for which those persons would have been eligible under the Pensions Act (Cap. 225) had they continued in the service of the Government.
- (3) Any such pension, provident fund or superannuation rules relating to length of service of persons shall provide for the recognition as service under the Authority by persons so transferred of service by them under the Government.
- (4) Nothing in the rules to be made under subsection (1) shall adversely affect any conditions that would have been applicable to persons transferred to the service of the Authority from their service with the Government as regards any pension, gratuity or allowance under the Pensions Act (Cap. 225).
- (5) Where any person in the service of the Authority whose case does not come within the scope and effect of any pension or other schemes established under this section retires or dies in the service of the Authority or is discharged from that service, the Authority may grant to him or to such other person or persons wholly or partly dependent on him, as the Authority may think fit, such allowance or gratuity as the Authority may determine.

**No entitlement in respect of abolition or reorganisation of office**

20. Notwithstanding the Pensions Act, no person who is transferred to the service of the Authority under section 18 shall be entitled to claim any benefits under this Act on the ground that he has been retired from the service of the Government on account of abolition or reorganisation of office.

- (2) 各該任用條件（由本局決定）應審酌包括薪金及受政府僱用時已享有之請假權利等服務條件。

**年金制度、養老基金等**

- 第 19 條**(1) 本局經總統之核可，得訂定辦法，建立有關本局職員死亡、退休或因其他原因離職時，對於該等職員、某類職員或其合法之個人代表或眷屬支付年金、退休金、福利金及其他退休給與之制度。
- (2) 依第(1)項規定訂定適用於依第 18 條規定轉任至本局各單位人員之年金、福利金或其他退休辦法，應規定對各該人員或眷屬支付之利益不少於其繼續於政府部門服務時，依年金法（第 225 章）可獲得之年金、福利金、退休加給或津貼等金額。
- (3) 該等年金、福利金或退休金辦法，應規定轉任人員於政府機關服務之期間應與在本局服務之期間合併計算。
- (4) 第(1)項所定辦法不得對於自政府機關轉任至本局服務之人員，訂定較其依年金法（第 225 章）已得適用之年金、退休金或津貼等條件，更為不利之規範。
- (5) 服務於本局而不在本條所定年金或其他方案範圍內，而自本局退休或於其任職中死亡或免職者，本局得對其或全部或部分賴其生活之人給予本局所定津貼或退休金。

**不因機關裁撤或改組而享有權利**

- 第 20 條** 依第 18 條規定轉任本局服務者，不得依年金法規定，以機關裁撤或改組，而自政府退休為由，請求本法所定之任何利益。

21. [Deleted by Act 13/2007 wef 30/06/2007]

### **Immunity of Authority, directors and employees, etc.**

22. No action, suit or other legal proceedings shall lie against —

- (a) the Authority;
  - (b) any director, officer or employee of the Authority;
  - (c) any public officer;
  - (d) any person who is on secondment or attachment to the Authority;  
or
  - (e) any person appointed, approved or directed by the Minister or the Authority to exercise the Authority's power, perform the Authority's functions or duties or to assist the Authority in the exercise of its powers or performance of its functions or duties under this Act or any other written law,
- for anything done (including any statement made) or omitted to be done in good faith in the course of or in connection with —
- (i) the exercise or purported exercise of any power under this Act or any other written law;
  - (ii) the performance or purported performance of any function or duty under this Act or any other written law; or
  - (iii) the compliance or purported compliance with this Act or any other written law.

[24/2003 wef 01/01/2004]

### **Indemnity for Authority's officers against cost of action to which section 22 applies**

- 22A.—(1) The Authority must indemnify a person mentioned in subsection (2) against all costs and expenses reasonably incurred by the person in connection with any action, suit or other legal proceedings to which the person is a party by reason of anything done (including any statement made) or omitted to be done in good faith in the course of or in connection with any of the matters mentioned in section 22 (i), (ii) or (iii).
- (2) Subsection (1) applies to a person who was a person mentioned in section 22 (b), (d) or (e) at the time of the alleged act or omission giving rise to the action, suit or proceeding.

[Act 31 of 2017 wef 15/08/2017]

## **第 21 條 (刪除)**

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

### **本局、理事及職員等之豁免權**

#### **第 22 條 對於—**

- (a) 本局；
  - (b) 本局之理事、職員、雇員；
  - (c) 公職人員；
  - (d) 臨時借調或附屬於本局之人員；或
  - (e) 主管部長或本局所任命、核可或指揮，依本法或其他成文法規定，行使或協助行使本局權力、履行或協助履行本局職能或職責之人員，就下列事項及其相關事項，本於忠實之作為（包括任何已作出之聲明）或不作為，不得進行法律行動、訴訟或其他法律程序—
- (i) 依本法或其他成文法行使或意圖行使任何權力；
  - (ii) 依本法或其他成文法執行或意圖執行任何職能或職責；或
  - (iii) 遵守或意圖遵守本法或其他成文法。

[2003 年第 24 號法案，自 2004 年 1 月 1 日生效]

### **對本局職員因第 22 條訴訟所生費用之補償**

- 第 22A 條**(1) 本局對第(2)項所定人員因第 22 條第(i)目、第(ii)目或第(iii)目所定事項及其相關事項，本於忠實之作為（包括作出任何聲明）或不作為，而成為法律行動、訴訟或法律程序當事人所產生之合理費用或支出，應予以補償。
- (2) 第(1)項規定，於招致法律行動、訴訟或法律程序之作為或不作為當時，曾為第 22 條第(b)款、第(d)款或第(e)款所定之人員，適用之。

[2017 年第 31 號法案，自 2017 年 8 月 15 日生效]



## PART IV POWERS, DUTIES AND FUNCTIONS OF AUTHORITY

### Powers, duties and functions of Authority

23.—(1) The Authority may, in addition to the functions referred to in section 4 (2), exercise and discharge the following powers, duties and functions:

- (a) accept deposits of money and pay interest on such deposits;
- (b) issue demand drafts and other kinds of remittances made payable at its own office or the offices of agencies or correspondents;
- (c) purchase, repurchase, accept on deposit and sell gold coin or bullion;

*[Act 9 of 2013 wef 18/04/2013]*

- (d) purchase, repurchase, sell, discount and re-discount Treasury bills of the Government;

*[Act 9 of 2013 wef 18/04/2013]*

- (e) purchase, repurchase and sell securities of the Government or of any public authority which have been publicly offered for sale or form part of an issue which is being made to the public at the time of acquisition;

*[Act 9 of 2013 wef 18/04/2013]*

- (ea) grant any loan, advance, overdraft or other credit facility to the Government on such terms and conditions as the Authority thinks fit;

*[13/2007 wef 30/06/2007]*

- (f) purchase, repurchase, sell, discount and re-discount bills of exchange and promissory notes arising out of bona fide commercial transactions bearing 2 or more good signatures and maturing within 3 months (exclusive of days of grace) from the date of acquisition;

*[Act 9 of 2013 wef 18/04/2013]*

- (g) grant loans, advances or other credit facilities for the purposes of money market operations, on such terms and conditions as the Authority thinks fit, to such financial institutions or class of financial institutions as the Authority may from time to time determine;

*[24/2003 wef 01/01/2004]*

- (ga) for the purposes of money market operations —

- (i) issue securities in the name of the Authority in accordance with Part VA;

## 第 4 章 本局之權力、職責及職能

### 本局之權力、職責及職能

第 23 條(1)除第 4 條第(2)項所定職能外，本局得行使或執行下列權力、職責及職能：

- (a) 收受存款並支付存款利息；
- (b) 發行於本局辦公處所或本局代理行或聯行之營業處所付款之即期匯票及其他匯票；
- (c) 購買、買回、承兌及出售金幣或金塊；

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

- (d) 國庫券之購買、買回、出售、貼現及重貼現；

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

- (e) 購買、買回、出售已公開銷售或於取得時係屬公開發行部分之政府債券或任何公共當局債券；

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

- (ea) 依本局認為適當之期限或條件，提供政府貸款、融通、透支或其他授信；

*[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]*

- (f) 購買、買回、出售、貼現及重貼現有兩位以上信用良好者簽名、自取得日起 3 個月內（寬限期不計入）到期，且因真實交易所產生之匯票及本票；

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

- (g) 依本局認為適當之期限或條件，得隨時提供金融機構或某類金融機構貸款、融通或其他授信，以進行貨幣市場操作；

*[2003 年第 24 號法案，自 2004 年 1 月 1 日生效]*

- (ga) 為進行貨幣市場操作，而—

- (i) 依第 5A 章發行本局債券；

- (ii) purchase, repurchase, sell, redeem, discount and re-discount such securities; and
- (iii) do all things which the Authority may do under Part VA in connection with such securities;

[Act 9 of 2013 wef 18/04/2013]

- (h) invest in securities of the Government or of any public authority for any amount, and to mature at any time on behalf of staff and pension funds and other internal funds of the Authority;
- (i) acquire, hold and sell shares of any corporation set up with the approval of, or under the authority of, the Government for the purpose of promoting the development of a money market or securities market in Singapore or for the financing of economic development in Singapore;
- (j) purchase, repurchase and sell currency, and purchase, repurchase, sell, discount and re-discount bills of exchange and Treasury bills drawn in or on places outside Singapore;

[Act 9 of 2013 wef 18/04/2013]

- (k) borrow money, establish credits and give guarantees in any currency, inside and outside Singapore, on such terms and conditions as the Authority may think fit;
- (l) maintain accounts with central banks outside Singapore and with other banks inside and outside Singapore;
- (m) purchase, repurchase and sell securities of, or guaranteed by, such guarantor, governments or international financial institutions as may be approved by the board, or purchase, repurchase and sell such other securities, financial instruments and investments as may be approved by the board;

[13/2007 wef 30/06/2007]

[Act 9 of 2013 wef 18/04/2013]

- (n) act as correspondent, banker or agent for any central bank or other monetary authority and for any international bank or international monetary authority established under governmental auspices;
- (o) open accounts for, and accept deposits from, the Government, public authorities, companies in which the Government or a public authority has a substantial interest, and companies which are deemed to be related to those companies by virtue of section 6 of the Companies Act (Cap. 50), banks and other credit institutions in Singapore;

- (ii) 購買、買回、出售、贖回、貼現及重貼現本局債券；及
- (iii) 辦理與本局債券相關且依第 5A 章所定得由本局辦理之任何事宜；

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

- (h) 代表本局之職員、年金基金及其他內部基金，以任何金額及任何到期日投資政府債券或公共當局之債券；
- (i) 取得、持有及出售任何政府為推動新加坡貨幣市場或證券市場之發展，或資助新加坡經濟發展所核可或授權設立之公司之股份；
- (j) 購買、買回、出售於新加坡境外發行之貨幣，及購買、貼現及重貼現於新加坡境外簽發之匯票及國庫券；

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

- (k) 依本局認為適當之期限及條件，於新加坡境內或境外，以任何貨幣辦理借款、授信及提供保證；
- (l) 於新加坡境外中央銀行及新加坡境內外銀行開立帳戶；
- (m) 購買、買回、出售經理事會核可之保證人、各國政府或國際金融機構所發行或保證之債券，或購買、買回、出售本局核可之其他債券、金融工具及投資；

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

- (n) 擔任任何中央銀行、其他貨幣當局或各國政府主導設立之國際性銀行或國際貨幣當局之聯行、銀行或代理行；
- (o) 為新加坡之政府、公共當局、新加坡政府或公共當局持有重大利益之公司，及設在新加坡被視為與公司法（第 50 章）第 6 條所定各該公司有關之公司、銀行及其他信用機構開立帳戶及收受其存款；

- (p) underwrite loans in which the Authority may invest;
- (q) undertake the issue and management of securities issued by the Government or by any public authority;

[31/2005 wef 18/10/2005]

- (qa) form or participate in the formation of any company or in any joint venture as a shareholder or partner or in any other capacity, for purposes that are necessary or expedient for the purpose of discharging its functions or achieving its objects; and

[31/2005 wef 18/10/2005]

- (r) do generally all such things as may be commonly done by bankers and are not inconsistent with the exercise of its powers or the discharge of its duties under this Act.

[13/2007 wef 30/06/2007]

- (2) For the purposes of subsection (1)(o) and section 30 (d), the Government or a public authority shall have a substantial interest in a company if it, either by itself or together with any other public authority, has an interest or interests in one or more voting shares in the company and the vote or votes attached to that share, or the total votes attached to those shares either held by itself or together with any other public authority, is not less than 20% of the total votes attached to all the voting shares in the company.

[21/2005 wef 30/01/2006]

- (3) In subsection (1), a reference to the purchase of any securities or Treasury bills includes subscribing for such securities or Treasury bills.

[13/2007 wef 30/06/2007]

- (4) Notwithstanding subsection (1), the Authority shall not grant any loan, advance, overdraft or other credit facility to the Government, or underwrite any loan to the Government, unless the Authority is satisfied that such loan, advance, overdraft or credit facility is required by the Government to meet unexpected and temporary shortfall in the Government's revenue relative to its expenditure.

[13/2007 wef 30/06/2007]

- (5) Notwithstanding subsection (1), the Authority shall not directly subscribe for any securities issued by the Government or any public authority.

[13/2007 wef 30/06/2007]

- (6) Subsection (5) shall not apply to any subscription for debt securities issued by the Government or any public authority that is made in connection with —

- (p) 審核本局可投資之貸款；
- (q) 承擔政府或公共當局債券之發行及管理；

[2005 年第 31 號法案，自 2005 年 10 月 18 日生效]

- (qa) 為執行職能或達成目標，於必要或適當時，設立或參與公司或合資企業，擔任其股東、合夥人或任何其他身分；及

[2005 年第 31 號法案，自 2005 年 10 月 18 日生效]

- (r) 辦理銀行業一般得辦理之所有事項，但以不牴觸其行使或履行本法之權力或職責者為限。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

- (2) 第(1)項第(o)款及第 30 條第(d)款規定所指之新加坡政府或公共當局持有重大利益之公司，指其本身持有或與其他公共當局共同持有該公司有表決權股份之利益，且其本身持有或與其他公共當局共同持有附隨該等股份之表決權數，不少於該公司有表決權股份之總表決權數之 20%。

[2005 年第 21 號法案，自 2006 年 1 月 30 日生效]

- (3) 第(1)項規定所指任何債券或國庫券之購買，包括該等債券或國庫券之認購。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

- (4) 縱有第(1)項規定，本局不得提供政府貸款、融通、透支或其他授信，或承諾提供政府貸款，除非本局確信該等貸款、融通、透支或其他授信係政府因應其收支非預期或暫時性短絀之需求。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

- (5) 縱有第(1)項規定，本局不得直接認購政府或任何公共當局發行之債券。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

- (6) 第(5)項規定，於認購下列政府或任何公共當局所發行之債券時，不適用之；但以該認購不損及第 4 條第(1)項第(a)款所定之本局目標者為限—

- (a) in the case of debt securities (including Treasury bills) issued by the Government, the conduct of monetary policy or the development of the bond market in Singapore; or
  - (b) in the case of debt securities issued by any public authority, the development of the bond market in Singapore,
- but only insofar as the subscription does not compromise the object of the Authority referred to in section 4 (1) (a).

[13/2007 wef 30/06/2007]

- (7) Nothing in this section shall be construed as authorising the Authority to —
- (a) grant any loan, advance, overdraft or other credit facility to any public authority; or
  - (b) underwrite any loan to any public authority.

[13/2007 wef 30/06/2007]

- (7A) For the purposes of Part IVB, the Authority may (in addition to its other powers) —
- (a) grant a loan to a trustee of a resolution fund within the meaning of Division 5B of that Part; and
  - (b) do all such things as are necessary or expedient to be done for the orderly resolution of a financial institution.

[Act 31 of 2017 wef 29/10/2018]

- (8) The Authority may, in addition to the powers, duties and functions set out in this Part, exercise all powers and perform all functions and duties conferred or imposed on the Authority under this Act, the written laws set out in the Schedule, and any other written law.

[13/2007 wef 30/06/2007]

- (9) The Minister may, from time to time, by order published in the *Gazette*, amend the Schedule.

[13/2007 wef 30/06/2007]

- (10) Notwithstanding section 56 of the Corruption, Drug Trafficking and Other Serious Crimes (Confiscation of Benefits) Act (Cap. 65A), the Authority may, for the purposes of performing the Authority's functions and duties under this Act, the written laws set out in the Schedule and any other written law, require a relevant Suspicious Transaction Reporting Officer to disclose to the Authority any information or matter which he has obtained in the performance of his duties or the exercise of his functions under the Corruption, Drug Trafficking and Other Serious Crimes (Confiscation of Benefits) Act.

[Act 9 of 2013 wef 18/04/2013]

- (a) 政府為執行貨幣政策或發展新加坡債券市場所發行之債券（包括國庫券）；或
- (b) 任何公共當局為發展新加坡債券市場所發行之債券。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

- (7) 本條規定不得解釋為授權本局得—

- (a) 提供任何貸款、融通、透支或其他授信予任何公共當局；或
- (b) 承諾提供貸款予任何公共當局。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

- (7A) 基於第 4B 章之目的，本局得（除其他權力外）—
- (a) 提供貸款予該章第 5B 節所定之清理基金受託人；及
  - (b) 為金融機構之有序清理，作出任何必要或有利之事項。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

- (8) 除本章所定權力、職責及職能外，本局並得行使及執行本法、附錄所列任何成文法及其他成文法授予本局之職能及職責。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

- (9) 主管部長得隨時以命令修正附錄，並登載於政府公報。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

- (10) 縱有貪污、販毒及其他重大犯罪（沒收利益）法（第 65A 章）第 56 條規定，本局為執行本法、附錄所列任何成文法及其他成文法授予本局之職能及職責，得要求相關可疑交易報告官員向本局揭露其在執行或行使貪污、販毒及其他重大犯罪（沒收利益）法所定職責或職能時所取得之任何資訊或事物。

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

(1) In this section —

"relevant Suspicious Transaction Reporting Officer" means a Suspicious Transaction Reporting Officer who is an officer or employee of the Authority;

"Suspicious Transaction Reporting Officer" has the same meaning as in section 2 (1) of the Corruption, Drug Trafficking and Other Serious Crimes (Confiscation of Benefits) Act.

[Act 9 of 2013 wef 18/04/2013]

#### Investment of funds

24. The funds of the Authority may be invested in all or any of the following:

- (a) gold coin or bullion;
- (b) notes, coins, money at call and deposits in such country or countries as may be approved by the board;
- (c) Treasury bills of such government or governments as may be approved by the board;
- (d) securities of, or guaranteed by, such government or governments or international financial institutions as may be approved by the board;
- (e) such other securities, financial instruments and investments as may be approved by the board.

[13/2007 wef 30/06/2007]

#### Authority as a banker to, and financial agent of, Government and manager of its external assets

- 25.—(1) The Authority shall act as a banker to, and a financial agent of, the Government.
- (2) Whenever the Authority receives and disburses Government moneys, the Authority shall keep account thereof and may be paid an agency fee for its services.
  - (3) The Authority may act generally as agent for the Government on such terms and conditions as may be agreed between the Authority and the Government where the Authority can do so appropriately and consistently with the provisions of this Act and with its duties and functions as a monetary authority.
  - (4) The Authority shall, subject to the Financial Procedure Act (Cap. 109) and any other written law, manage the external assets of the Government.

(1) 本條之一

「相關可疑交易報告官員」指具有本局職員或雇員身分之可疑交易報告官員；

「可疑交易報告官員」與貪污、販毒及其他重大犯罪（沒收利益）法第 2 條第(1)項規定所指者相同。

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

#### 基金之投資

第 24 條 本局資金得投資於下列各款：

- (a) 金幣或黃金條塊；
- (b) 理事會核可之國家紙幣、硬幣、活期資金及存款；
- (c) 理事會核可之政府國庫券；
- (d) 理事會核可之各國政府或國際金融機構所發行或保證之債券；
- (e) 理事會核可之其他債券、金融工具及投資。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

#### 本局為政府之銀行及財務代理人與其國外資產之管理人

第 25 條(1)本局應擔任政府之銀行及財務代理人。

- (2)本局收付政府款項時，應記入相關帳戶，並得因其服務收受代理費用。
- (3)本局於符合本法規定及貨幣當局之職責與職能下，得依本局與政府協議之期間及條件擔任政府之代理人。
- (4)本局應依財務程序法（第 109 章）及其他成文法規定管理政府之國外資產。

**Special loans to banks, financial institutions, etc.**

26. The Authority may, if it thinks such action is necessary to safeguard —
- (a) the stability of the financial system; or
  - (b) public confidence in the financial system,
- make any loan or advance to any bank carrying on business under the Banking Act (Cap. 19) or to such financial institutions or class of financial institutions or such other persons as the Authority may from time to time determine, on such terms and conditions as the Authority thinks fit.

[24/2003 wef 01/01/2004]

**Power to issue directions to financial institutions**

- 27.—(1) The Authority may, if it thinks it necessary in the public interest, request information from and make recommendations to such financial institutions as the Authority may, from time to time, determine and may issue directions for the purpose of securing that effect is given to any such request or recommendation.
- (2) Before issuing any direction under subsection (1), the financial institution or financial institutions concerned shall, unless the Authority in respect of any particular direction decides that it is not practicable or desirable, be given an opportunity to make representations with regard to the proposed direction within such time as the Authority shall specify.
- (3) Upon receipt of any representations referred to in subsection (2), the Authority shall consider them and may —
- (a) reject the representations; or
  - (b) amend or modify the proposed direction in accordance with the representations, or otherwise,
- and in either event, the Authority shall thereupon issue a direction in writing to such financial institution or financial institutions, as the case may be, requiring that effect be given to the proposed direction or to the proposed direction as subsequently amended or modified by it within a reasonable time, and the financial institution or financial institutions, as the case may be, shall comply with that direction.
- (4) Any financial institution that fails or refuses to comply with a direction given under this section shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$20,000.
- (5) It shall not be necessary to publish any direction issued under this section or section 27A, 27B or 28 in the *Gazette*.

[Act 9 of 2013 wef 18/04/2013]

**對銀行及金融機構等之特別貸款**

- 第 26 條** 本局為確保下列事項，於認為有行動之必要，及適當之期間或條件下，得隨時決定貸款或融通予依銀行法（第 19 章）經營業務之銀行、金融機構、某類金融機構或其他人—
- (a) 金融體系之穩定；或
  - (b) 金融體系之公眾信賴。

[2003 年第 24 號法案，自 2004 年 1 月 1 日生效]

**對金融機構發出指令之權力**

- 第 27 條**(1)本局得為公益之必要，隨時要求指定之金融機構提供資訊或對各該金融機構提供建議，且為確保各該要求或建議之效力，並得以發出指令為之。
- (2)在依第(1)項規定發出指令之前，應給予該金融機構或有關金融機構於本局所定期限內就本局所擬發出之指令提出申訴之機會。但本局就特定指令認為給予申訴係不可行或不合宜者，不在此限。
- (3)本局於收到第(2)項規定所指之申訴時，應加以審酌，並為下列處置；處置後，並應即對各該金融機構（視情況而定）發出書面指令，要求在合理時間內依原擬指令辦理或依其後修正或調整之指令辦理，各該金融機構（視情況而定）應即照辦—
- (a) 駁回其申訴；或
  - (b) 依該申訴之意見，修正或調整所擬之指令，或為其他處理。
- (4)金融機構未能或拒絕遵循依本條規定所發之指令者，應構成犯罪；經定罪者，應科 2 萬元以下罰金。
- (5)依本條或第 27A 條、第 27B 條或第 28 條規定所發之指令，無須登載於政府公報。

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

**Directions or regulations to discharge Government's international obligations**

27A—(1) The Authority may, from time to time —

- (a) issue such directions to a financial institution or class of financial institutions; and
- (b) make such regulations concerning any financial institution or class of financial institutions or relating to the activities of any financial institution or class of financial institutions,

as the Authority considers necessary in order to discharge or facilitate the discharge of any obligation binding on Singapore by virtue of a decision of the Security Council of the United Nations.

[16/2002 wef 30/09/2002]

- (2) A financial institution to which a direction is issued under subsection (1) (a) or which is bound by any regulations made under subsection (1) (b) shall comply with the direction or regulations notwithstanding any other duty imposed on the financial institution by any rule of law, written law or contract.

[16/2002 wef 30/09/2002]

- (3) A financial institution shall not in carrying out any act in compliance with any direction or regulations made under subsection (1) be treated as being in breach of any such rule of law, written law or contract.

[16/2002 wef 30/09/2002]

- (4) A financial institution shall not disclose any direction issued under subsection (1) (a) if the Authority notifies the financial institution that the Authority is of the opinion that the disclosure of the direction is against the public interest.

[16/2002 wef 30/09/2002]

- (5) A financial institution which —

- (a) fails or refuses to comply with a direction issued to it;
- (b) contravenes any regulations made under subsection (1) (b); or
- (c) discloses a direction issued to it in contravention of subsection (4), shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$1 million.

[16/2002 wef 30/09/2002]

[13/2007 wef 30/06/2007]

[42/2007 wef 01/11/2007]

- (6) In this section, "financial institution" means —

- (a) any bank licensed under the Banking Act (Cap. 19);
- (b) any finance company licensed under the Finance Companies Act (Cap. 108);
- (c) any person that is approved as a financial institution under section 28;

[13/2007 wef 30/06/2007]

**為履行政府國際義務之指令或規範**

第 27A 條(1) 本局為履行或協助履行新加坡依聯合國安理會決議應遵循之義務，於必要時，得隨時—

- (a) 向某一金融機構或某類金融機構發出指令；及
- (b) 對任何金融機構、任一類金融機構或任何金融機構或任一類金融機構之活動訂定有關規範。

[2002 年第 16 號法案，自 2002 年 9 月 30 日生效]

- (2) 金融機構應遵循依第(1)項第(a)款規定所發之指令或依第(1)項第(b)款所定之規範；即使金融機構依任何法律原則、成文法或契約負有其他義務者，亦同。

[2002 年第 16 號法案，自 2002 年 9 月 30 日生效]

- (3) 金融機構依第(1)項規定所發之指令或規範所執行之任何行為，不得視為違反任何法律原則、成文法或契約。

[2002 年第 16 號法案，自 2002 年 9 月 30 日生效]

- (4) 金融機構經本局告知揭露依第(1)項第(a)款規定發出之指令有違公共利益者，即不得揭露之。

[2002 年第 16 號法案，自 2002 年 9 月 30 日生效]

- (5) 金融機構有下列行為之一者，應構成犯罪；經定罪者，應科 1 百萬元以下罰金—

- (a) 未能或拒絕遵循向其發出之指令；
- (b) 違反依第(1)項第(b)款訂定之規範；或
- (c) 違反第(4)項規定，揭露向其發出之指令。

[2002 年第 16 號法案，自 2002 年 9 月 30 日生效]

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

[2007 年第 42 號法案，自 2007 年 11 月 1 日生效]

- (6) 本條規定所稱「金融機構」指—

- (a) 依銀行法（第 19 章）核給執照之任一銀行；
- (b) 依融資公司法（第 108 章）核給執照之任一融資公司；
- (c) 依第 28 條規定許可為金融機構之任何人；

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

- (d) any money-changer licensed to conduct money-changing business, or any remitter licensed to conduct remittance business, under the Money-changing and Remittance Businesses Act (Cap. 187);
- (e) any insurer licensed or regulated under the Insurance Act (Cap. 142);

*[Act 11 of 2013 wef 18/04/2013]*

- (f) any insurance intermediary registered or regulated under the Insurance Act;
- (g) any licensed financial adviser under the Financial Advisers Act (Cap. 110);
- (h) any approved holding company, approved exchange, recognised market operator, licensed trade repository, licensed foreign trade repository, approved clearing house, recognised clearing house or holder of a capital markets services licence under the Securities and Futures Act (Cap. 289);

*[Act 4 of 2017 wef 08/10/2018]*

*[Act 34 of 2012 wef 01/08/2013]*

- (i) any trustee for a collective investment scheme authorised under section 286 of the Securities and Futures Act, that is approved under that Act;
- (j) any trustee-manager of a business trust that is registered under the Business Trusts Act (Cap. 31A);
- (k) any licensed trust company under the Trust Companies Act (Cap. 336);
- (ka) any holder of a stored value facility under the Payment Systems (Oversight) Act (Cap. 222A);

*[42/2007 wef 01/11/2007]*

*[Act 14 of 2015 wef 26/06/2015]*

- (kb) any designated financial holding company under the Financial Holding Companies Act 2013 (Act 13 of 2013);

*[Act 14 of 2015 wef 26/06/2015]*

- (kc) any person licensed under the Banking Act (Cap. 19) to carry on the business of issuing credit cards or charge cards in Singapore; and

*[Act 14 of 2015 wef 26/06/2015]*

- (d) 依貨幣兌換及匯款業法（第 187 章）核給執照，經營貨幣兌換之任一貨幣兌換商或經營匯款業務之任一匯款商；
- (e) 依保險法（第 142 章）核給執照或監管之任一保險人；

*[2013 年第 11 號法案，自 2013 年 4 月 18 日生效]*

- (f) 依保險法登記或監管之任一保險中介；
- (g) 依財務顧問法（第 110 章）核給執照之任一財務顧問；
- (h) 依證券及期貨法（第 289 章）許可之任一控股公司、交易所、認可之市場操作商、核給執照之交易資訊存儲機構、核給執照之外國交易資訊存儲機構、許可之結算所、認可之結算所或資本市場服務執照持有者；

*[2017 年第 4 號法案，自 2018 年 10 月 8 日生效]*

*[2012 年第 34 號法案，自 2013 年 8 月 1 日生效]*

- (i) 依證券及期貨法許可，並依該法第 286 條規定授權集合投資計畫之任一受託人；
- (j) 依商業信託法（第 31A 章）登記之任一商業信託受託經理人；
- (k) 依信託公司法（第 336 章）核給執照之信託公司；
- (ka) 依支付系統（監督）法（第 222A 章）持有儲值支付工具者；

*[2007 年第 42 號法案，自 2007 年 11 月 1 日生效]*

*[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]*

- (kb) 依 2013 年金融控股公司法指定之金融控股公司（2013 年第 13 號法案）；

*[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]*

- (kc) 依銀行法（第 19 章）核給執照在新加坡經營信用卡或現金卡發行業務之任何人；

*[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]*



- (1) any other person licensed, approved, registered or regulated by the Authority under any written law, but does not include such person or class of persons as the Authority may, by regulations made under this section, prescribe.

[16/2002 wef 30/09/2002]

[13/2007 wef 30/06/2007]

- (7) For the purpose of subsection (6), a reference to a person being licensed, approved, registered or regulated under any of the laws referred to in that subsection includes a person who is exempted under the relevant law from being licensed, approved, registered or regulated, but does not include such person or class of persons as the Authority may, by regulations made under this section, prescribe.

[16/2002 wef 30/09/2002]

[13/2007 wef 30/06/2007]

#### Requirements for prevention of money laundering and terrorism financing

- 27B.—(1) The Authority may, from time to time, issue such directions or make such regulations concerning any financial institution or class of financial institutions as the Authority considers necessary for the prevention of money laundering or for the prevention of the financing of terrorism.

[13/2007 wef 30/06/2007]

- (1A) In particular, the directions and regulations under subsection (1) may provide for —
- (a) customer due diligence measures to be conducted by financial institutions to prevent money laundering and the financing of terrorism; and
  - (b) the records to be kept for that purpose.

[Act 14 of 2015 wef 26/06/2015]

- (1B) A financial institution must —
- (a) conduct such customer due diligence measures as may be specified by the directions referred to in subsection (1A) that are issued to it, or as may be prescribed by the regulations referred to in that subsection that are applicable to it; and
  - (b) maintain records on transactions and information obtained through the conduct of those measures for such period and in such manner as may be specified by the directions referred to in subsection (1A) that are issued to it, or as may be prescribed by the regulations referred to in that subsection that are applicable to it.

[Act 14 of 2015 wef 26/06/2015]

- (1) 依任何成文法經本局核給執照、許可、登記或監管之任何人。但不包括本局依本條規定予以定明之個人或某類人。

[2002 年第 16 號法案，自 2002 年 9 月 30 日生效]

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

- (7) 第(6)項各款規定所稱依法核給執照、許可、登記或監管之人，包括依相關法律豁免核給執照、許可、登記或監管之人。但不包括本局依本條規定予以定明之個人或某類人。

[2002 年第 16 號法案，自 2002 年 9 月 30 日生效]

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

#### 防制洗錢及資恐之要求

- 第 27B 條(1)本局為防制洗錢或打擊資恐之必要，得向某一金融機構或某類金融機構發出有關指令或訂定有關規範。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

- (1A) 依第(1)項規定發出之指令或訂定之規範得規定—
- (a) 金融機構應執行客戶盡職審查措施，以防制洗錢及打擊資恐；及
  - (b) 為該等目的而保存紀錄。

[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]

- (1B) 金融機構應—
- (a) 依向其發出之第(1A)項指令，或其應適用之規範，執行其所定明之客戶盡職審查措施；且
  - (b) 依向其發出之第(1A)項指令，或其應適用之規範所定明之期限及方式，保存有關交易紀錄及執行客戶盡職審查措施所取得之資訊。

[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]

- (2) A financial institution which —  
 (a) fails to comply with a direction issued to it under subsection (1);  
 (b) contravenes any regulation made under subsection (1); or  
 (c) contravenes subsection (1B),  
 shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$1 million and, in the case of a continuing offence, to a further fine of \$100,000 for every day or part of a day during which the offence continues after conviction.

[Act 14 of 2015 wef 26/06/2015]

- (3) In this section, "financial institution" has the same meaning as in section 27A (6) read with section 27A (7).

[13/2007 wef 30/06/2007]

[Act 14 of 2015 wef 26/06/2015]

#### **Inspection of financial institutions for compliance with directions and regulations under sections 27A and 27B**

- 27C.—(1) The Authority may, from time to time, inspect under conditions of secrecy the books of —  
 (a) a financial institution; or  
 (b) any subsidiary, branch, agency or office outside Singapore of a financial institution incorporated or established in Singapore,  
 for the purpose of determining the extent of compliance by the financial institution with the directions issued and the regulations made under sections 27A and 27B.
- (2) The Authority may appoint any person, including an auditor (not being an auditor of the financial institution), to carry out an inspection under this section.
- (3) If the inspection is carried out on the ground that the Authority has reason to believe that the financial institution has contravened or is contravening any direction issued or regulation made under section 27A or 27B, and if the Authority so directs, then the financial institution is liable to pay for the remuneration and expenses of any person appointed under subsection (2) for the inspection.
- (4) The Authority may recover from the financial institution the remuneration and expenses referred to in subsection (3) as a civil debt due to the Authority.
- (5) The Authority may, in its discretion, waive the payment of all or any part of the remuneration and expenses referred to in subsection (3).

- (2) 金融機構有下列行為之一者，應構成犯罪；經定罪者，應科 1 百萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 10 萬元罰金—  
 (a) 未遵守依第(1)項規定向其發出之指令；  
 (b) 違反依第(1)項所定之規範；或  
 (c) 違反第(1B)項規定。

[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]

- (3) 本條所稱「金融機構」與第 27A 條第(6)項及第 27A 條第(7)項規定所指者相同。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]

#### **檢查金融機構遵循第 27A 條及第 27B 條所定指令或規範之情形 第 27C 條**

- (1) 本局得隨時對下列對象之簿冊進行秘密檢查，以決定金融機構遵循第 27A 條及第 27B 條規定所發指令及所定規範之情形—  
 (a) 金融機構；或  
 (b) 在新加坡境內組成或設立之金融機構，於新加坡境外之任何子行、分行、代理行或辦事處。
- (2) 本局得指派任何人，包括稽核人員（非該金融機構之稽核人員），執行本條規定之檢查。
- (3) 倘檢查之執行係基於本局合理相信金融機構已經違反或刻正違反任何依第 27A 條或第 27B 條規定所發指令或所定規範，且經本局指明者，該金融機構應負責支付依第(2)項規定指派之任何人員之檢查報酬及費用。
- (4) 本局得將第(3)項規定所指之酬勞及費用，列為金融機構對本局所負之民事債務，並向其求償。
- (5) 本局得酌情免除第(3)項規定所指酬勞及費用之全部或部分之支付義務。

- (6) Where, in the course of an inspection under subsection (1), the Authority obtains any protected information as defined in section 152 (1), and that information is not necessary for taking any action regarding non-compliance with any direction issued or regulation made under section 27A or 27B, then the Authority must treat that information as secret.

*[Act 31 of 2017 wef 04/06/2018]*

- (7) Subsection (6) does not prevent the transmission under section 27F, 155, 157 or 160 by the Authority of any information to any authority referred to in the applicable section.

*[Act 31 of 2017 wef 04/06/2018]*

- (8) In this section and section 27D, "book" has the same meaning as in section 152 (1).

*[Act 31 of 2017 wef 04/06/2018]*

- (9) In this section and sections 27D, 27E and 27F, "financial institution" has the same meaning as in section 27A (6) read with section 27A (7).

*[Act 14 of 2015 wef 26/06/2015]*

#### **Obligation of financial institution under inspection**

27D.—(1) For the purposes of an inspection under section 27C (1), the financial institution must —

- (a) give the Authority access to such of the books of the financial institution as the Authority may reasonably require to conduct the inspection;
- (b) procure a person who is in possession of such of the books of the financial institution as the Authority may reasonably require to conduct the inspection, to give the Authority access to the books;
- (c) provide such information (including information relating to the internal control systems of the financial institution) and facilities as the Authority may reasonably require to conduct the inspection; and
- (d) procure a person who is in possession of such information (including information relating to the internal control systems of the financial institution) and facilities as the Authority may reasonably require to conduct the inspection, to provide the information and facilities to the Authority.

- (6) 本局於依第(1)項規定進行檢查之過程中所取得，符合第 152 條第(1)項所定義之任何應受保護之資訊，且該資訊非屬對違反第 27A 條或第 27B 條規定所發指令或所定規範採取之任何行動所必需者，本局應將該資訊視為機密。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

- (7) 本局依第 27F 條、第 155 條、第 157 條或第 160 條規定向任何有關規定所稱之主管當局提供資訊者，不受第(6)項規定之限制。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

- (8) 本條及第 27D 條規定所稱「簿冊」，與第 152 條第(1)項規定所指者相同。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

- (9) 本條、第 27D 條、第 27E 條及第 27F 條規定所稱「金融機構」，與第 27A 條第(6)項及第 27A 條第(7)項規定所指者相同。

*[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]*

#### **受檢金融機構之義務**

第 27D 條(1)為配合第 27C 條第(1)項規定之檢查，金融機構應—

- (a) 於本局執行檢查所提出之合理要求時，使本局得以查閱該金融機構簿冊；
- (b) 於本局執行檢查所提出之合理要求時，促請持有人向本局提供該金融機構簿冊；
- (c) 於本局為執行檢查提出合理要求時，提供相關資訊（包括與該金融機構內控制度相關之資訊）及設備；
- (d) 於本局執行檢查所提出之合理要求時，促請持有人向本局提供資訊（包括與該金融機構內控制度相關之資訊）及設備；

- (2) Subsection (1) has effect despite any obligation of confidentiality or other restrictions on the disclosure of information imposed on the financial institution or any of its officers, or on any person referred to in subsection (1) (b) or (d), by any prescribed written law as defined in section 152 (1) or any requirement imposed under any such written law, any rule of law, any contract or any rule of professional conduct.

*[Act 31 of 2017 wef 04/06/2018]*

- (3) A financial institution which refuses or neglects, without reasonable excuse, to comply with subsection (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$100,000 and, in the case of a continuing offence, to a further fine not exceeding \$10,000 for every day or part of a day during which the offence continues after conviction.
- (4) No civil or criminal liability is incurred by a financial institution or any of its officers, or by any person referred to in subsection (1) (b) or (d), in respect of any obligation or restriction referred to in subsection (2), for doing or omitting to do any act, if the act is done or omitted to be done with reasonable care and in good faith and for the purpose of complying with subsection (1).
- (5) A financial institution or any of its officers, or any person referred to in subsection (1) (b) or (d), that, with reasonable care and in good faith, does or omits to do any act for the purpose of complying with subsection (1) is not to be treated as being in breach of any obligation or restriction referred to in subsection (2).

*[Act 14 of 2015 wef 26/06/2015]*

### Confidentiality of inspection reports

- 27E.—(1) Except as provided in subsection (2), where a written report has been produced in respect of a financial institution by the Authority following an inspection under section 27C, the report must not be disclosed to any person by —
- the financial institution; or
  - any officer or auditor of the financial institution.
- (2) Disclosure of the report may be made —
- by the financial institution to any officer or auditor of that financial institution solely in connection with the performance of the duties of the officer or auditor, as the case may be, in that financial institution;

- (2) 第 152 條第(1)項所定義之制定成文法、依該等成文法另予施加之任何要求、法律原則、契約或職業行為準則對於金融機構、其任何職員或第(1)項第(b)款或第(d)款規定所指之任何人所施加之保密義務或資訊揭露之限制，均不影響第(1)項規定之效力。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

- (3) 金融機構無正當理由拒絕或怠於遵守第(1)項規定者，應構成犯罪；經定罪者，應科 10 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 1 萬元以下罰金。
- (4) 金融機構、其任何職員或第(1)項第(b)款或第(d)款規定所稱之任何人，就第(2)項規定所指之義務或限制所作之行為或不行為，若係本於合理注意、忠實及為遵守第(1)項規定者，均不應負擔民事或刑事責任。
- (5) 金融機構、其任何職員或第(1)項第(b)款或第(d)款規定所指之人，為遵循第(1)項規定且本於合理注意及忠實所作之行為或不行為，不應視為違反第(2)項規定所指之任何義務或限制。

*[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]*

### 檢查報告之保密

- 第 27E 條(1)除第(2)項另有規定外，凡本局依第 27C 條規定檢查金融機構後所作成之書面報告，下列對象不得向任何人揭露—
- 該金融機構；或
  - 該金融機構之任何職員或稽核人員。
- (2) 檢查報告之揭露得—
- 由該金融機構向其職員或稽核人員為之，惟僅供該職員或稽核人員（視情況而定）於該金融機構內部執行其職責；

- (b) by any officer or auditor of the financial institution to any other officer or auditor of that financial institution, solely in connection with the performance of their respective duties in that financial institution; or
- (c) to such other person as the Authority may approve in writing.
- (3) In granting approval for any disclosure under subsection (2) (c), the Authority may impose such conditions or restrictions as it thinks fit on the financial institution, any officer or auditor of that financial institution or the person to whom disclosure is approved, and that financial institution, officer, auditor or person (as the case may be) must comply with those conditions or restrictions.
- (4) The obligations of an officer or auditor under subsections (1) and (3) continue after the termination or cessation of the employment or appointment of the officer or auditor by the financial institution.
- (5) Any person who contravenes subsection (1), or fails to comply with any condition or restriction imposed by the Authority under subsection (3), shall be guilty of an offence and shall be liable on conviction —
  - (a) in any case where the person is an individual, to a fine not exceeding \$125,000 or to imprisonment for a term not exceeding 3 years or to both; or
  - (b) in any other case, to a fine not exceeding \$250,000.
- (6) Any person to whom the report is disclosed and who knows or has reasonable grounds for believing, at the time of the disclosure, that the report was disclosed to the person in contravention of subsection (1) shall be guilty of an offence and shall be liable on conviction —
  - (a) in any case where the person is an individual, to a fine not exceeding \$125,000 or to imprisonment for a term not exceeding 3 years or to both; or
  - (b) in any other case, to a fine not exceeding \$250,000.
- (7) Where a person is charged with an offence under subsection (6), it is a defence for the person to prove that —
  - (a) the disclosure was made contrary to the person's desire;
  - (b) where the disclosure was made in any written or printed form, the person had as soon as practicable after receiving the report surrendered, or taken all reasonable steps to surrender, the report and all copies of the report to the Authority; and

- (b) 由該金融機構之職員或稽核人員向該金融機構之其他職員或稽核人員為之，惟僅供該等人員於該金融機構執行各自之職責；或
- (c) 經本局書面同意向其他人為之。
- (3) 於認可第(2)項第(c)款所定之任何揭露時，本局得對該金融機構、該金融機構之職員或稽核人員或經本局書面同意之其他人，規範本局認為適當之條件或限制，且該等金融機構、職員、稽核人員或其他人（視情況而定）應遵守該等條件或限制。
- (4) 第(1)項及第(3)項所定職員或稽核人員之義務，於該職員或稽核人員經所屬金融機構終止或中斷聘僱關係後，仍應繼續遵守。
- (5) 任何人違反第(1)項或未遵守第(3)項所定之任何條件或限制，應構成犯罪；經定罪者，處罰如下—
  - (a) 如係個人，應科 12 萬 5 千元以下罰金或處或併處 3 年以下有期徒刑；或
  - (b) 如係其他情形，應科 25 萬元以下罰金。
- (6) 任何被揭露檢查報告之人，於被揭露當時知悉或合理相信該報告之揭露係違反第(1)項規定者，應構成犯罪；經定罪者，處罰如下—
  - (a) 如係個人，應科 12 萬 5 千元以下罰金或處或併處 3 年以下有期徒刑；或
  - (b) 如係其他情形，應科 25 萬元以下罰金。
- (7) 涉及犯第(6)項規定罪行之被告，得提出下列證明，以資防禦—
  - (a) 該揭露違背該被告之意願；
  - (b) 該揭露若以任何書面或印刷形式為之者，該被告於收到該報告後，已在切實可行之範圍內，儘速採取一切合理步驟，將該報告及其所有複本交回本局；且

- (c) where the disclosure was made in an electronic form, the person had, as soon as practicable after receiving the report, taken all reasonable steps to ensure the deletion of all electronic copies of the report and the surrender of the report and all copies of the report in other forms to the Authority.

[Act 14 of 2015 wef 26/06/2015]

#### **Authority may transmit information from inspection to corresponding authority**

27F.—(1) The Authority or any person authorised by the Authority may, on the Authority's own motion, and subject to the satisfaction of such conditions as the Authority may determine, transmit any information obtained by the Authority from an inspection under section 27C to a corresponding authority as defined in section 152 (1) of a foreign country that exercises consolidated supervision authority (whether or not for compliance with any AML/CFT requirement as defined in section 30X (1)) over the financial institution to which the inspection relates.

[Act 31 of 2017 wef 04/06/2018]

- (2) Subsection (1) applies despite the provisions of any prescribed written law as defined in section 152 (1) or any requirement imposed under any such written law, any rule of law, any contract or any rule of professional conduct, and is without prejudice to section 160 or any other written law or rule of law authorising the Authority, or a person authorised by the Authority, to disclose information in the Authority's or the person's possession to another person.

[Act 31 of 2017 wef 04/06/2018]

[Act 14 of 2015 wef 26/06/2015]

#### **Power to approve financial institutions and control their operations**

28.—(1) The Authority may require any financial institution or class or classes of financial institutions whose operations are considered by the Authority to affect —

- (a) monetary stability and credit and exchange conditions in Singapore;
- (b) the development of Singapore as a financial centre; or
- (c) the financial situation of Singapore generally, to be approved by the Authority for the purpose of carrying on business in Singapore.

- (2) On an application in writing for approval under subsection (1), the Authority may —

- (c) 該揭露若以電子形式為之，該被告於收到該報告後，已在切實可行之範圍內，儘速採取一切合理步驟，確保刪除該報告之所有電子版本，且將該報告其他形式之所有複本交回本局。

[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]

#### **本局得傳送檢查資訊予對口當局**

第 27F 條(1)本局或本局授權之任何人，基於本局之提議及符合本局所定條件者，得向符合第 152 條第(1)項規定之定義，且對該受檢金融機構可執行合併監理權力之外國對口當局（無論是否係為遵循第 30X 條第(1)項規定所定義之任何防制洗錢或打擊資恐規定），傳送本局執行第 27C 條規定之檢查所取得之資訊。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (2)第(1)項規定之適用，不受第 152 條第(1)項規定所指之任何成文法、依該等成文法所施加之任何要求、法律原則、契約或職業行為準則之影響，且不損及第 160 條規定、其他成文法或法律原則授權本局或本局授權之人，向第三人揭露本局或該本局授權之人所持有資訊之權力。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]

#### **核准金融機構及監管其經營之權力**

第 28 條(1)凡本局認為金融機構或某類別金融機構之經營影響下列事項之一者，本局得要求其在新加坡之營業，應經本局核准—

- (a) 新加坡之貨幣穩定、信用及外匯狀況；
- (b) 新加坡發展成為金融中心；或
- (c) 新加坡一般金融情勢。

- (2)以書面申請第(1)項規定之核准者，本局得—

- (a) grant approval;
  - (b) refuse to grant approval and shall not be obliged to give reasons for its refusal; or
  - (c) grant approval subject to such conditions as it sees fit to impose.
- (3) Without prejudice to the generality of section 27, the Authority may, if it thinks it necessary or expedient in the public interest, give directions either of a general or special nature, to approved financial institutions or any class or classes of approved financial institutions in relation to —
- (a) the range of activities that they may engage in or the range of services that they may provide;
  - (b) the terms and conditions under which they may carry on a particular activity or provide a particular service; and
  - (c) all matters in which it appears to the Authority that the activities that they engage in or the services that they provide affect or are likely to affect monetary or economic policy or credit conditions or the development of Singapore as a financial centre,
- and the financial institutions concerned shall comply with such directions.
- (4) The Authority may, from time to time, issue guidelines to and impose conditions of operation on such financial institutions as it thinks fit and may amend or revise those guidelines and conditions.
- (5) The Authority may withdraw approval of a financial institution if it appears to the Authority that —
- (a) any information required to be furnished in connection with an application for approval was false or misleading in a material particular;
  - (b) the financial institution has failed to comply with any direction or guideline issued or condition attached to an approval or conditions of operation imposed under this section;
  - (c) the financial institution has conducted its affairs so as to threaten the interests of its depositors or customers; or
  - (d) it is in the public interest to do so.
- (6) Any financial institution, which is aggrieved by a decision of the Authority to withdraw approval, may appeal against the decision to the Minister whose decision shall be final.
- (7) A financial institution, required under subsection (1) to obtain the Authority's approval, that carries on its business without first obtaining that approval shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$50,000 and, in the case of a continuing offence, to a further fine of \$3,000 for every day during which the offence continues after conviction.

- (a) 予以核准；
  - (b) 不予核准，且得不附理由；或
  - (c) 予以核准，但附帶其認為適當之條件。
- (3) 本局為公共利益之必要或益處，於不損及第 27 條規定普遍性之前提下，得就下列事項，對核准之金融機構或任一類別或多種類別之金融機構發出概括或特定之指令，有關金融機構應予照辦—
- (a) 得從事活動或提供服務之範圍；
  - (b) 得從事特定活動或提供特定服務之期限及條件；及
  - (c) 本局認為所從事之活動或所提供之服務，對新加坡之貨幣政策、經濟政策、信用狀況或與發展新加坡成為金融中心有關之一切事項有影響或有影響之虞。
- (4) 本局得隨時對其認為合適之金融機構發出指令或施加經營之條件，並得修訂之。
- (5) 本局發現有下列情形之一者，得撤回其對金融機構之核准—
- (a) 於申請核准時，就重要事項向本局提供虛假或誤導性之任何資訊；
  - (b) 該金融機構未遵守依本條規定所為指令、核准所附條件或對經營所施加之條件；
  - (c) 金融機構經營業務危及存戶或客戶利益；或
  - (d) 因公共利益之必要。
- (6) 金融機構對本局撤回核准之決定不服者，得向主管部長申訴，並由其作出最終裁決。
- (7) 依第(1)項規定應經本局核准之金融機構於未經核准前即經營業務者，應構成犯罪；經定罪者，應科 5 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日加科 3 千元罰金。

- (8) An approved financial institution that fails to comply with any direction given under subsection (3) or any condition subject to which an approval is granted under subsection (2) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$20,000 and, in the case of a continuing offence, to a further fine of \$2,000 for every day during which the offence continues after conviction.

#### Power of Authority in relation to dispute resolution schemes

28A—(1) The Authority may approve any dispute resolution scheme for the resolution of disputes arising from or relating to the provision of financial services by financial institutions.

[13/2007 wef 30/06/2007]

- (2) The Authority may by regulations require a financial institution registered, licensed, approved or regulated by the Authority under any written law to be a member of such approved dispute resolution scheme and to comply with such terms of membership of the scheme as may be prescribed.

[13/2007 wef 30/06/2007]

- (3) Any financial institution which, without reasonable excuse, contravenes any regulations made under subsection (2) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$50,000.

[13/2007 wef 30/06/2007]

- (4) Where the Authority is satisfied that a financial institution has contravened any regulations made under subsection (2), the Authority may do one or both of the following:

- (a) if it thinks it necessary in the public interest or for the protection of consumers, reprimand the financial institution;
- (b) impose on the financial institution under the written law under which the financial institution was registered, licensed or approved, such conditions or restrictions of registration, licence or approval as the Authority thinks fit, including restricting the scope of the activities which the financial institution is allowed to conduct under the written law; and the financial institution shall comply with such conditions or restrictions.

[13/2007 wef 30/06/2007]

- (8)經核准之金融機構未遵守依第(3)項規定所發之指令或依第(2)項規定所附條件者，應構成犯罪；經定罪者，應科2萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日加科2千元罰金。

#### 本局有關紛爭解決方案之權力

第 28A 條(1)本局得同意任何為解決金融機構提供金融服務所涉或所生糾紛之紛爭解決方案。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

- (2)本局得訂定法規要求由本局依任何成文法予以登記、核給執照、同意或監管之金融機構，成為經本局同意之紛爭解決方案成員，並遵守該方案所定之成員條款。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

- (3)任何金融機構無正當理由違反依第(2)項所定之任何法規，應構成犯罪；經定罪者，應科5萬元以下罰金。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

- (4)本局確認金融機構已違反依第(2)項所定之任何法規者，得採行下列事項：

- (a)若本局認屬公共利益或保護消費者所必要，得譴責該金融機構；
- (b)依該金融機構登記、核給執照或同意之成文法，就該金融機構之登記、核給執照或同意等事項，增訂本局認為適當之條件或限制，包括限制該金融機構依法得營業之活動範圍；該金融機構並應遵守該等條件或限制。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]



- (5) Any power of the Authority under the written law referred to in subsection (4) (b) to impose conditions or restrictions of registration, licence or approval shall, notwithstanding anything to the contrary in that written law, be deemed to include the power to impose the conditions or restrictions referred to in subsection (4) (b).

[13/2007 wef 30/06/2007]

- (6) The Authority may make regulations —

- (a) to provide for the matters that the Authority may have regard to in determining whether to approve a dispute resolution scheme under subsection (1);
- (b) to prescribe a list of dispute resolution schemes approved under subsection (1);
- (c) to provide for suspension or cancellation of approvals under subsection (1);
- (d) to provide for matters relating to the operations of an operator of an approved dispute resolution scheme, including the standards or requirements of its operations, the fees that may be charged for its dispute resolution services, the records that must be kept, the period of retention of the records, the reports that are to be submitted to the Authority, the time for such submission, the terms of membership with the scheme, the procedure for dispute resolution and other matters relating to the administration of the scheme; and
- (e) generally to give effect to or for carrying out the purposes of this section.

[13/2007 wef 30/06/2007]

- (7) Regulations made under this section may provide that any contravention thereof shall be an offence punishable with a fine not exceeding \$50,000.

[13/2007 wef 30/06/2007]

- (8) The Authority may issue, and in its discretion publish by notification in the *Gazette* or in such other manner as it considers appropriate, such guidelines as it considers appropriate for providing guidance in relation to the operation of this section or any regulations made under this section.

[13/2007 wef 30/06/2007]

- (5) 第(4)項第(b)款規定所指本局依成文法就登記、核給執照或同意等事項，增訂條件或限制之權力，儘管該成文法另有相反之規定，仍應視為包括增訂第(4)項第(b)款規定所指條件或限制之權力。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

- (6) 本局得訂定法規 —

- (a) 規範本局依第(1)項規定決定是否同意紛爭解決方案所得審酌之事項；
- (b) 定明依第(1)項規定獲准之紛爭解決方案清單；
- (c) 規範依第(1)項規定所為同意之停止或廢止；
- (d) 規範有關紛爭解決方案獲准後之執行事項，包括其執行標準或規範、提供紛爭解決服務得收取之費用、應予保存之紀錄、紀錄之保存期限、應提交本局之報告與提交時間、該方案成員之資格條件、紛爭解決程序，及與該方案管理有關之其他事項；以及
- (e) 一般性地實行或完成本條之目的。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

- (7) 依本條所定之法規，得規定任何違反該法規者，應構成犯罪，並應科 5 萬元以下罰金。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

- (8) 本局得發出與本條所定之任何法規或本條之執行相關之適當指引，並得酌情登載於政府公報或以其認為適當之其他方式公布之。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

**Corporate offenders and unincorporated associations**

28B.—(1) Where an offence under this Act committed by a body corporate is proved to have been committed with the consent or connivance of, or to be attributable to any neglect on the part of, an officer of the body corporate, the officer as well as the body corporate shall be guilty of that offence and shall be liable to be proceeded against and punished accordingly.

[42/2007 wef 01/11/2007]

(2) Where the affairs of the body corporate are managed by its members, subsection (1) shall apply in relation to the acts and defaults of a member in connection with his functions of management as if he were a director of the body corporate.

[42/2007 wef 01/11/2007]

(3) Where an offence under this Act committed by a partnership is proved to have been committed with the consent or connivance of, or to be attributable to any neglect on the part of, a partner, the partner as well as the partnership shall be guilty of that offence and shall be liable to be proceeded against and punished accordingly.

[42/2007 wef 01/11/2007]

(4) Where an offence under this Act committed by a limited liability partnership is proved to have been committed with the consent or connivance of, or to be attributable to any neglect on the part of, a partner or manager of the limited liability partnership, the partner or manager (as the case may be) as well as the partnership shall be guilty of that offence and shall be liable to be proceeded against and punished accordingly.

[42/2007 wef 01/11/2007]

(5) Where an offence under this Act committed by an unincorporated association (other than a partnership) is proved to have been committed with the consent or connivance of, or to be attributable to any neglect on the part of, an officer of the unincorporated association or a member of its governing body, the officer or member (as the case may be) as well as the unincorporated association shall be guilty of that offence and shall be liable to be proceeded against and punished accordingly.

[42/2007 wef 01/11/2007]

(6) In this section —  
 "body corporate" and "partnership" exclude a limited liability partnership within the meaning of the Limited Liability Partnerships Act (Cap. 163A);  
 "officer" —

**法人犯罪及非法人團體**

第 28B 條(1)凡法人犯本法之罪，經證明係獲該法人之職員同意、默許，或可歸責於該職員之過失者，該職員及法人均構成犯罪，並據以訴追及處罰。

[2007 年第 42 號法案，自 2007 年 11 月 1 日生效]

(2)凡法人之事務係由其成員管理者，則第(1)項規定應適用於成員從事與其管理職能相關之行為或違背職務之行為，並視同法人之董事。

[2007 年第 42 號法案，自 2007 年 11 月 1 日生效]

(3)凡合夥犯本法之罪，經證明係獲該合夥之合夥人同意、默許，或可歸責於該合夥人之過失者，該合夥人及合夥均屬犯罪，並據以訴追及處罰。

[2007 年第 42 號法案，自 2007 年 11 月 1 日生效]

(4)凡有限責任合夥犯本法之罪，經證明係獲該有限責任合夥之合夥人或管理人同意、默許，或可歸責於該合夥人或管理人之過失者，該合夥人、管理人（視情況而定）及有限責任合夥均屬犯罪，並據以訴追及處罰。

[2007 年第 42 號法案，自 2007 年 11 月 1 日生效]

(5)凡非法人團體（不包括合夥）犯本法之罪，經證明係獲該非法人團體之職員或其管理組織之成員同意、默許，或可歸責於該職員或成員之過失者，該職員或成員（視情況而定）及非法人團體均屬犯罪，並據以訴追及處罰。

[2007 年第 42 號法案，自 2007 年 11 月 1 日生效]

(6)本條之—

「法人」及「合夥」不包括有限責任合夥法（第 163A 章）所稱之有限責任合夥；

「職員」—

- (a) in relation to a body corporate, means a director, member of the committee of management, chief executive, manager, secretary or other similar officer of the body corporate, and includes a person purporting to act in any such capacity; or
- (b) in relation to an unincorporated association (other than a partnership), means the president, the secretary or a member of the committee of the unincorporated association or a person holding a position analogous to that of president, secretary or member of a committee, and includes a person purporting to act in any such capacity;
- "partner", in relation to a partnership, includes a person purporting to act as a partner.

[42/2007 wef 01/11/2007]

- (7) The Authority may make regulations to provide for the application of any provision of this section, with such modifications as the Authority considers appropriate, to any body corporate or unincorporated association formed or recognised under the law of a territory outside Singapore.

[42/2007 wef 01/11/2007]

## Fees

- 29.—(1) Every financial institution approved by the Authority under section 28 may be required to pay such fees in respect of anything done under or by virtue of that section as the Authority may by notification in the *Gazette* prescribe.
- (2) The Authority may prescribe different fees in respect of different classes of financial institutions and such fees shall apply uniformly to such classes.
- (3) The manner of payment shall be as specified by the Authority.

## Real-time gross settlement system

- 29A.—(1) The Authority may establish and operate one or more real-time gross settlement systems for the transfer of funds, settlement of payment obligations and the transfer and settlement of book-entry securities and instruments between or among participants approved by the Authority.

[39/2002 wef 09/12/2002]

- (a) 就法人而言，指法人之董事、管理委員會成員、執行長、經理、秘書或其他類似之職員，且包括表明以該等職員身分行事之人；或
- (b) 就非法人團體（不包括合夥）而言，指非法人團體之主席、秘書或委員會成員，或擔任類似主席、秘書或委員會成員職位之人，且包括表明以該等職員身分行事之人；
- 「合夥人」，就合夥而言，包括表明以合夥人身分行事之人。

[2007 年第 42 號法案，自 2007 年 11 月 1 日生效]

- (7) 本局得訂定法規，規範本條規定適用於依新加坡境外法律設立或認可之任何法人或非法人團體，並得於本局認為適當時，予以修正。

[2007 年第 42 號法案，自 2007 年 11 月 1 日生效]

## 費用

- 第 29 條(1)本局得規定依第 28 條規定核准之金融機構應繳納依該條規定所為事項之費用，並登載於政府公報。
- (2)本局得依各類金融機構分別規定其費用並分別適用之。
- (3)繳納費用之方式由本局定之。

## 即時總額清算系統

- 第 29A 條(1)本局得建立或營運一個以上之即時總額清算系統，用於移轉資金、清算支付義務，及經本局同意之參加人間有關登錄債券及金融工具之移轉與清算。

[2002 年第 39 號法案，自 2002 年 12 月 9 日生效]

- (2) A settlement system may be linked to another system in Singapore or elsewhere for the clearing or settlement of payment obligations, securities or instruments and whether or not such system is operated on a real-time gross settlement basis.

[39/2002 wef 09/12/2002]

- (3) The Authority may enter into agreements with participants of a settlement system and issue to the participants in writing rules for the operation of the settlement system and such rules shall not be deemed to be subsidiary legislation.

[39/2002 wef 09/12/2002]

- (4) Without prejudice to the generality of subsection (3), such rules may provide —

- (a) for the appointment of the Authority as a certification authority for the purpose of issuing certificates for participants;
- (b) for the conduct of participants;
- (c) for the authentication of transactions carried out electronically;
- (d) for the Authority, if it considers it necessary in the interests of the system, to stop or suspend the operation of the system or to stop or suspend the privileges or rights of any participant or class of participants;
- (e) for the appointment of auditors or inspectors for the auditing or inspection of the operating systems of participants in respect of the settlement system; and
- (f) for the payment of fees to the Authority.

[39/2002 wef 09/12/2002]

- (5) The Authority, any officer or employee of the Authority, or any person acting under the direction of the Authority, shall not be liable for any loss or damage suffered by any person or participant arising from, directly or indirectly, the use of a settlement system by any participant unless such loss or damage results from a reckless act or omission or any intentional misconduct of any officer or employee of the Authority or any person acting under the direction of the Authority.

[39/2002 wef 09/12/2002]

- (6) The Payment and Settlement Systems (Finality and Netting) Act 2002 shall have effect in relation to a settlement system established and operated by the Authority under this section if the settlement system is designated under section 3 of that Act.

[39/2002 wef 09/12/2002]

- (2) 清算系統可與新加坡境內或境外之其他系統連線，以結算或清算支付義務、債券或金融工具，無論該系統是否採即時總額清算方式運作。

[2002 年第 39 號法案，自 2002 年 12 月 9 日生效]

- (3) 本局得與清算系統參加人簽訂協議，並向參加人發布清算系統運作之書面規則；該等規則不應視為附屬法規。

[2002 年第 39 號法案，自 2002 年 12 月 9 日生效]

- (4) 於不損及第(3)項規定普遍性之前提下，該等規則得規定—

- (a) 指派本局擔任憑證機構，向參加人核發憑證；
- (b) 參加人之行為；
- (c) 電子交易之認證；
- (d) 為本系統之利益，於本局認為必要時，得終止或暫停該系統之運作，或任何參加人或某類參加人之特權或權利；
- (e) 指派稽核人員或檢查人員，稽核或檢查參加人所管與清算系統相關之營運系統；及
- (f) 向本局繳付費用。

[2002 年第 39 號法案，自 2002 年 12 月 9 日生效]

- (5) 本局、本局之任何職員或雇員，或依本局指令行事之任何人，對於任何人或參加人因任何參加人使用清算系統而直接或間接遭受之任何損失或損害，概不負責。但該等損失或損害係因本局之任何職員、雇員或依本局指令行事之任何人之恣意行為、疏失或任何故意不當行為所造成者，不在此限。

[2002 年第 39 號法案，自 2002 年 12 月 9 日生效]

- (6) 2002 年支付及清算系統（最終性及淨額結算法），於本局依本條規定建立及營運之清算系統經依該法第 3 條規定指定為被指定系統者，適用之。

[2002 年第 39 號法案，自 2002 年 12 月 9 日生效]

- (7) A settlement system established and operated by the Authority under section 59A of the Banking Act (Cap. 19) before the date of commencement of the Payment and Settlement Systems (Finality and Netting) Act 2002 shall continue and be deemed to have been established and operated by the Authority under this section.

[39/2002 wef 09/12/2002]

- (8) In this section —

"book-entry securities and instruments" means any securities and instruments that are transferable by a book-entry on a register or otherwise, and are —

- (a) issued by the Government under any written law; or
- (b) approved by the Authority for clearing, settlement or transfer through or under a settlement system;

"certificate" has the same meaning as in the Third Schedule to the Electronic Transactions Act 2010 (Act 16 of 2010);

[Act 2 of 2012 wef 01/07/2010]

"certification authority" has the same meaning as in the Third Schedule to the Electronic Transactions Act 2010;

[Act 2 of 2012 wef 01/07/2010]

"participant" means a person approved by the Authority to be a participant of a settlement system and shall include the Authority where it participates in the settlement system;

[Act 2 of 2012 wef 01/07/2010]

"real-time gross settlement system" means a system which can effect final settlement of funds, payment obligations and book-entry securities and instruments on a continuous basis during such operating hours of a processing day as the Authority may determine and on a transaction-by-transaction basis;

"settlement system" means any real-time gross settlement system established under subsection (1).

[39/2002 wef 09/12/2002]

## Agents

30. In the exercise of its powers and the performance of its functions under this Act, the Authority may —

- (7) 本局於 2002 年支付及清算系統（最終性及淨額結算）法施行前，依銀行法（第 19 章）第 59A 條規定所建立及營運之清算系統，應予以維持，並視為已由本局依本條規定建立及營運。

[2002 年第 39 號法案，自 2002 年 12 月 9 日生效]

- (8) 本條之—

「登錄債券及金融工具」指可透過登記機構帳簿登記或其他方式轉讓之任何債券及金融工具，且—

- (a) 係政府依任何成文法發行；或
- (b) 經本局同意透過或利用清算系統進行結算、清算或移轉者；

「憑證」與 2010 年電子交易法（2010 年第 16 號法案）附錄 3 所指者相同；

[2012 年第 2 號法案，自 2010 年 7 月 1 日生效]

「憑證機構」與 2010 年電子交易法附錄 3 所指者相同；

[2012 年第 2 號法案，自 2010 年 7 月 1 日生效]

「參加人」指經本局同意參加清算系統之人，並應包括參加清算系統之本局；

[2012 年第 2 號法案，自 2010 年 7 月 1 日生效]

「即時總額清算系統」指在本局所定交易日之營業時間內，以連續、逐筆交易之方式，執行資金、支付義務、登錄債券及金融工具最終清算之系統；

「清算系統」指依第(1)項規定建立之任何即時總額清算系統。

[2002 年第 39 號法案，自 2002 年 12 月 9 日生效]

## 代理

- 第 30 條 本局依本法行使權力及履行職務時，得—

- (a) establish agencies at such places outside Singapore as it thinks fit;
- (b) arrange with and authorise a person to act as agent of the Authority outside Singapore;
- (c) act as agent of a bank carrying on business inside or outside Singapore; and
- (d) act as agent of any public authority or any company in which the Government or a public authority has a substantial interest or any company which is deemed to be related to that company by virtue of section 6 of the Companies Act (Cap. 50) either generally or for a particular purpose inside or outside Singapore.

## PART IVA CONTROL OVER FINANCIAL INSTITUTIONS

*[Act 9 of 2013 wef 18/04/2013]*

### Division 1 — General provisions

#### Application and interpretation of this Part

- 31.—(1) This Part shall apply to, and in relation to, every relevant financial institution.
- (2) In this Part, unless the context otherwise requires —
- "chief executive", in relation to a relevant financial institution, means any person, by whatever name described, who —
- (a) is in the direct employment of, or acting for or by arrangement with, the relevant financial institution; and
  - (b) is principally responsible for the management and conduct of the business of the relevant financial institution;
- "Court" means the High Court or a Judge thereof;
- "director", in relation to a relevant financial institution, includes —
- (a) any person, by whatever name described, occupying the position of director of the relevant financial institution;
  - (b) a person in accordance with whose directions or instructions the directors of the relevant financial institution are accustomed to act; and
  - (c) an alternate director, or a substitute director, of the relevant financial institution;

- (a) 於新加坡境外之適當地點設立機構；
- (b) 洽商並授權人員於新加坡境外擔任本局之代理人；
- (c) 擔任在新加坡境內或境外營業之銀行之代理人；及
- (d) 擔任公共當局、新加坡政府或公共當局持有重大利益之公司，及被視為與公司法（第 50 章）第 6 條所定各該公司有關公司之代理人。

## 第 4A 章 金融機構之監管

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

### 第 1 節 通則

#### 本章之適用及釋義

**第 31 條**(1)本章適用於所有金融機構及與其相關者。

(2)除上下文另有所指外，本章之—

「執行長」，就相關金融機構而言，無論其名稱為何，指下列之任何人—

- (a) 直接受僱於該相關金融機構、擔任其代表或與其訂定協議行事之人；且
- (b) 主要負責該相關金融機構業務之管理及營運者。

「法院」指高等法院或其法官。

「董事」，就相關金融機構而言，包括—

- (a) 擔任該相關金融機構董事職務之人，無論其名稱為何；
- (b) 依例遵照該相關金融機構董事指令或指揮辦事之人；及
- (c) 該相關金融機構代理董事或候補董事；

"executive officer", in relation to a relevant financial institution, means any person, by whatever name described, who —

- (a) is in the direct employment of, or acting for or by arrangement with, the relevant financial institution; and
- (b) is concerned with or takes part in the management of the relevant financial institution on a day-to-day basis;

"pertinent financial institution" has the same meaning as in section 49;

[Act 31 of 2017 wef 05/06/2018]

"relevant financial institution" means a financial institution that —

- (a) is approved by the Authority under section 28; and
- (b) belongs to a class of financial institutions that is prescribed by regulations made under section 41 for the purposes of this definition.

[Act 31 of 2017 wef 04/06/2018]

- (3) In this subsection and sections 33 to 37, unless the context otherwise requires —

"business" includes affairs and property;

"office holder", in relation to a relevant financial institution, means any person acting as the liquidator, the provisional liquidator, the receiver or the receiver and manager of the relevant financial institution, or acting in an equivalent capacity in relation to the relevant financial institution;

"relevant business" means any business of a relevant financial institution —

- (a) which the Authority has assumed control of under section 33; or

[Act 31 of 2017 wef 04/06/2018]

- (b) in relation to which a statutory adviser or a statutory manager has been appointed under section 33;

[Act 31 of 2017 wef 04/06/2018]

"statutory adviser" means a statutory adviser appointed under section 33;

[Act 31 of 2017 wef 04/06/2018]

"statutory manager" means a statutory manager appointed under section 33.

[Act 31 of 2017 wef 04/06/2018]

「執事人員」，就相關金融機構而言，無論其名稱為何，指下列之任何人—

- (a) 直接受僱於該相關金融機構、擔任其代表或與其訂定協議行事之人；且
  - (b) 涉及或參與該相關金融機構業務之日常管理者。
- 「有關金融機構」與第 49 條規定所指者相同；

[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]

「相關金融機構」指—

- (a) 本局依第 28 條規定核准之金融機構；及
- (b) 屬於依第 41 條訂定之法規，就相關金融機構之定義所定某類金融機構範疇之金融機構。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (3) 除上下文另有所指外，本項及第 33 條至第 37 條規定之—

「業務」包括事務及財產；

「辦公室主持人」，就相關金融機構而言，指擔任該相關金融機構之清算人、臨時清算人、接管人、接管人兼管理人或相當職務之人；

「相關業務」指下列相關金融機構之任何業務—

- (a) 業經本局依第 33 條規定接管；或

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (b) 業依第 33 條規定指派相關之法定顧問或法定管理人者；

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

「法定顧問」指依第 33 條規定指派之法定顧問；

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

「法定管理人」指依第 33 條規定指派之法定管理人。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

(4) In this subsection and sections 38 and 39, unless the context otherwise requires —

"business" includes affairs, property, right, obligation and liability;

"debenture" has the same meaning as in section 4 (1) of the Companies Act (Cap. 50);

"property" includes property, right and power of every description;

"Registrar of Companies" means the Registrar of Companies appointed under the Companies Act and includes any Deputy or Assistant Registrar of Companies appointed under that Act;

"significant business", in relation to a relevant financial institution, means the usual business of a financial institution belonging to the same class of financial institutions as that relevant financial institution;

"transferee" means any person (being a person who is, or who has applied or will be applying to be, approved, authorised, designated, recognised, registered, licensed or otherwise regulated, under this Act or any of the written laws set out in the Schedule, to carry on the significant business of the transferor) to which the whole or any part of a transferor's business is, is to be, or is proposed to be transferred under section 38 (1);

*[Act 31 of 2017 wef 04/06/2018]*

"transferor" means a relevant financial institution the whole or any part of the business of which is, is to be, or is proposed to be transferred under section 38 (1).

*[Act 31 of 2017 wef 04/06/2018]*

*[Act 9 of 2013 wef 18/04/2013]*

#### Information of insolvency, etc.

32.—(1) Any relevant financial institution which is or is likely to become insolvent, which is or is likely to become unable to meet its obligations, or which has suspended or is about to suspend payments, shall immediately inform the Authority of that fact.

(2) Any relevant financial institution which contravenes subsection (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$100,000 and, in the case of a continuing offence, to a further fine not exceeding \$10,000 for every day or part thereof during which the offence continues after conviction.

*[Act 31 of 2017 wef 04/06/2018]*

*[Act 9 of 2013 wef 18/04/2013]*

(4)除上下文另有所指外，本項、第 38 條及第 39 條規定之—

「業務」包括事務、財產、權利、義務及責任；

「公司債」與公司法（第 50 章）第 4 條第(1)項規定所指者相同；

「財產」包括財物、權利及各種權能；

「公司登記官」指依公司法指派之公司登記官（第 50 章），並包括依該法指派之任何公司副登記官或公司助理登記官；

「重要業務」，就相關金融機構而言，指該相關金融機構所屬同類金融機構之一般業務；

「受讓人」指讓與人依第 38 條第(1)項規定將其全部或部分業務讓與或擬讓與之任何人（即依本法或附錄所列任何成文法，業經或已提出申請或即將提出申請同意、授權、指定、核准、登記、核給執照或其他認可，承受讓與人重要業務之任何人）；

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

「讓與人」指依第 38 條第(1)項規定轉讓或擬轉讓其全部或部分業務之相關金融機構。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

#### 無力清償之資訊等

第 32 條(1)任何相關金融機構發生無力清償或可能無力清償，無法履行債務或可能無法履行債務，已停止付款或即將停止付款等情事者，應將該等情事立即通知本局。

(2)任何相關金融機構違反第(1)項規定者，應構成犯罪；經定罪者，應科 10 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 1 萬元以下罰金。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*



**Action by Authority if relevant financial institution unable to meet obligations, etc.**

33.—(1) The Authority may exercise any one or more of the powers specified in subsection (2) as appears to it to be necessary, where —

- (a) a relevant financial institution informs the Authority that it is or is likely to become insolvent, or that it is or is likely to become unable to meet its obligations, or that it has suspended or is about to suspend payments;
- (b) a relevant financial institution becomes unable to meet its obligations, or is insolvent, or suspends payments;
- (c) the Authority is of the opinion that a relevant financial institution —
  - (i) is carrying on its business in a manner likely to be detrimental to the interests of such persons as may be prescribed by regulations made under section 41 in relation to the relevant financial institution;

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- (ii) is or is likely to become insolvent, or is or is likely to become unable to meet its obligations, or is about to suspend payments;
    - (iii) has contravened any of the provisions of this Act; or
    - (iv) has failed to comply with any condition attached to its approval under section 28; or
  - (d) the Authority considers it in the public interest to do so.
- (2) Subject to subsections (1) and (3), the Authority may —
- (a) require the relevant financial institution immediately to take any action or to do or not to do any act or thing whatsoever in relation to its business as the Authority may consider necessary;
  - (b) appoint one or more persons as statutory adviser, on such terms and conditions as the Authority may specify, to advise the relevant financial institution on the proper management of such of the business of the relevant financial institution as the Authority may determine; or
  - (c) assume control of and manage such of the business of the relevant financial institution as the Authority may determine, or appoint one or more persons as statutory manager to do so on such terms and conditions as the Authority may specify.

**本局對於相關金融機構無法履行義務時之行動等**

**第 33 條**(1)下列情形，本局於必要時，得行使第(2)項所定一項以上之權力—

- (a) 相關金融機構向本局通知其發生無力清償或可能無力清償，無法履行債務或可能無法履行債務，已停止付款或即將停止付款等情事；
- (b) 相關金融機構無法履行義務、無力清償或停止付款；
- (c) 本局認為相關金融機構—
  - (i) 經營業務之方式，可能損害依第 41 條規定就相關金融機構訂定之法規所定人士之利益；

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

- (ii) 無力清償或可能無力清償，無法履行債務或可能無法履行債務，已停止付款或即將停止付款；
    - (iii) 已違反本法之任何規定；或
    - (iv) 未遵循依第 28 條規定所為核准之附加條件；或
  - (d) 本局認為符合公共利益所需者。
- (2)符合第(1)項及第(3)項規定者，本局得—
- (a) 於必要時，要求該相關金融機構立即採取任何措施或為或不為與其業務相關之任何行動或事項；
  - (b) 指派一位以上之人士擔任法定顧問，依本局定明之期限、條件及決定，向該相關金融機構提供有關如何妥善管理該相關金融機構業務之建議；或
  - (c) 決定接管該相關金融機構業務，或指派一位以上之人士擔任法定管理人，依本局定明之期限及條件辦理接管。

- (3) In the case of a relevant financial institution incorporated outside Singapore, any appointment of a statutory adviser or statutory manager or any assumption of control by the Authority of any business of the relevant financial institution under subsection (2) shall only be in relation to —
- (a) the business or affairs of the relevant financial institution carried on in, or managed in or from, Singapore; or
  - (b) the property of the relevant financial institution located in Singapore, or reflected in the books of the relevant financial institution in Singapore, as the case may be, in relation to its operations in Singapore.
- (4) Where the Authority appoints 2 or more persons as the statutory manager of a relevant financial institution, the Authority shall specify, in the terms and conditions of the appointment, which of the duties, functions and powers of the statutory manager —
- (a) may be discharged or exercised by such persons jointly and severally;
  - (b) shall be discharged or exercised by such persons jointly; and
  - (c) shall be discharged or exercised by a specified person or such persons.
- (5) Where the Authority has exercised any power under subsection (2), it may, at any time and without prejudice to its power under section 28 (5) (c) and (d), do one or more of the following:
- (a) vary or revoke any requirement of, any appointment made by or any action taken by the Authority in the exercise of such power, on such terms and conditions as it may specify;
  - (b) further exercise any of the powers under subsection (2);
  - (c) add to, vary or revoke any term or condition specified by the Authority under this section.
- (6) No liability shall be incurred by a statutory manager or a statutory adviser for anything done (including any statement made) or omitted to be done with reasonable care and in good faith in the course of or in connection with —
- (a) the exercise or purported exercise of any power under this Act;
  - (b) the performance or purported performance of any function or duty under this Act; or
  - (c) the compliance or purported compliance with this Act.

- (3) 若相關金融機構於新加坡境外設立者，本局依第(2)項規定就該相關金融機構之任何業務進行法定顧問或法定管理人之指派或接管時，以下列事項為限—
- (a) 該相關金融機構在新加坡經營管理之業務或事務；或
  - (b) 該相關金融機構在新加坡所持有或帳列（視情況而定）與其在新加坡營運有關之財產。
- (4) 凡本局指派 2 位以上之人士擔任相關金融機構之法定管理人者，應於該指派條款中明定法定管理人之職責、職能及權力—
- (a) 得由該等人士共同或分別履行或行使；
  - (b) 應由該等人士共同或分別履行或行使；及
  - (c) 應由一位人士或該等人士履行或行使。
- (5) 凡本局依第(2)項規定行使任何權力者，於不損及第 28 條第(5)項第(c)款及第(d)款所定本局權力之情形下，得隨時為下列事項：
- (a) 依本局定明之期限及條件，變更或撤銷本局就行使該等權力所為之任何指派、措施或要求；
  - (b) 進一步行使第(2)項所定之任何權力；
  - (c) 增列、變更或撤銷本局依本條所定之任何期限或條件。
- (6) 法定管理人或法定顧問就下列事項或其相關事項，本於合理注意及忠實之作為（包括作出任何聲明）或不作為，毋須承擔任何責任—
- (a) 依本法行使或聲明行使任何權力；
  - (b) 依本法履行或聲明履行任何職能或職責；或
  - (c) 遵守或聲明遵守本法。

- (7) Any relevant financial institution that fails to comply with a requirement imposed by the Authority under subsection (2) (a) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$125,000 and, in the case of a continuing offence, to a further fine not exceeding \$12,500 for every day or part thereof during which the offence continues after conviction.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

### Effect of assumption of control under section 33

- 34.—(1) Upon assuming control of the relevant business of a relevant financial institution, the Authority or statutory manager, as the case may be, shall take custody or control of the relevant business.
- (2) During the period when the Authority or statutory manager is in control of the relevant business of a relevant financial institution, the Authority or statutory manager —
- (a) shall manage the relevant business of the relevant financial institution in the name of and on behalf of the relevant financial institution; and
- (b) shall be deemed to be an agent of the relevant financial institution.
- (3) In managing the relevant business of a relevant financial institution, the Authority or statutory manager —
- (a) shall take into consideration the interests of such persons as may be prescribed by regulations made under section 41 in relation to the relevant financial institution; and
- (b) shall have all the duties, powers and functions of the members of the board of directors of the relevant financial institution (collectively and individually) under this Act, the Companies Act (Cap. 50) and the constitution of the relevant financial institution, including powers of delegation, in relation to the relevant business of the relevant financial institution; but nothing in this paragraph shall require the Authority or statutory manager to call any meeting of the relevant financial institution under the Companies Act or the constitution of the relevant financial institution.
- (4) Notwithstanding any written law or rule of law, upon the assumption of control of the relevant business of a relevant financial institution by the Authority or statutory manager —

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- (7)任何相關金融機構違反本局依第(2)項第(a)款規定所施加之要求者，應構成犯罪；經定罪者，應科12萬5千元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足1日亦以1日計算）加科1萬2千5百元以下罰金。

[2017年第31號法案，自2018年6月4日生效]

[2013年第9號法案，自2013年4月18日生效]

### 依第33條接管之效力

- 第34條(1)相關金融機構之相關業務一經接管者，本局或法定管理人（視情況而定）應保管或控制其相關業務。
- (2)於本局或法定管理人接管相關金融機構之相關業務期間，本局或法定管理人—
- (a)應以該相關金融機構之名義，代表該相關金融機構管理其相關業務；及
- (b)應視為該相關金融機構之代理人。
- (3)本局或法定管理人管理相關金融機構之相關業務—
- (a)應審酌依第41條規定就該相關金融機構訂定之法規所定人士之利益；及
- (b)應負有依本法、公司法（第50章）及該相關金融機構之章程所定該相關金融機構董事會成員（集體及個別）之所有職責、權力及職能，包括該相關金融機構之相關業務所涉之授權；但不應包括要求本局或法定管理人依公司法或該相關金融機構之章程，召集該相關金融機構之任何會議。
- (4)無論任何成文法或法律原則之規定，相關金融機構之相關業務一經本局或法定管理人接管者，下列職務之指派效力，應當然廢止。但經本局同意該等人士續任該職務，並以書面通知該等人士及該相關金融機構者，不在此限—

[2017年第31號法案，自2018年6月4日生效]

- (a) where the relevant financial institution is established or incorporated in Singapore, any appointment of a person as the chief executive or a director of the relevant financial institution which was in force immediately before the assumption of control; or
  - (b) where the relevant financial institution is established or incorporated outside Singapore, any appointment of a person as the chief executive of the relevant financial institution (in so far as the appointment relates to the relevant business of the relevant financial institution) which was in force immediately before the assumption of control,
- shall be deemed to be revoked, unless the Authority gives its approval, by notice in writing to the person and the relevant financial institution, for the person to remain in the appointment.
- (5) Notwithstanding any written law or rule of law, during the period when the Authority or statutory manager is in control of the relevant business of a relevant financial institution, except with the approval of the Authority, no person shall be appointed —
- (a) where the relevant financial institution is established or incorporated in Singapore, as the chief executive or a director of the relevant financial institution; or
  - (b) where the relevant financial institution is established or incorporated outside Singapore, as the chief executive of the relevant financial institution (in so far as the appointment relates to the relevant business of the relevant financial institution).
- (6) Where the Authority has given its approval under subsection (4) or (5) to a person to remain in the appointment of, or to be appointed as, the chief executive or a director of a relevant financial institution, the Authority may at any time, by notice in writing to the person and the relevant financial institution, revoke that approval, and the appointment shall be deemed to be revoked on the date specified in the notice.
- (7) Notwithstanding any written law or rule of law, if any person, whose appointment as the chief executive or a director of a relevant financial institution is revoked under subsection (4) or (6), acts or purports to act after the revocation —

- (a) 若該相關金融機構係在新加坡成立或設立者，指於接管前即已指派某人士擔任該相關金融機構執行長或董事之效力；或
  - (b) 若該相關金融機構係在新加坡境外成立或設立者，指於接管前即已指派某人士擔任該相關金融機構執行長之效力（就涉及相關金融機構相關業務之指派而言）；
- (5) 無論任何成文法或法律原則之規定，在本局或法定管理人接管相關金融機構之相關業務期間，除經本局同意外，不得指派任何人擔任—
- (a) 在新加坡成立或設立之該相關金融機構之執行長或董事；或
  - (b) 在新加坡境外成立或設立之該相關金融機構之執行長（就涉及相關金融機構相關業務之指派而言）。
- (6) 凡本局已依第(4)項或第(5)項規定同意某人士續任或被指派為相關金融機構之執行長或董事，本局得隨時廢止該同意，並以書面通知該人士及該相關金融機構，且自該通知所載明之日起，視為廢止該指派。
- (7) 無論任何成文法或法律原則之規定，任何被指派擔任相關金融機構執行長或董事之人，經依第(4)項或第(6)項規定廢止該指派後，仍以下列身分執行職務或意欲執行職務者—

- (a) where the relevant financial institution is established or incorporated in Singapore, as the chief executive or a director of the relevant financial institution; or
  - (b) where the relevant financial institution is established or incorporated outside Singapore, as the chief executive of the relevant financial institution in relation to the relevant business of the relevant financial institution,
- during the period when the Authority or statutory manager is in control of the relevant business of the relevant financial institution —
- (i) the act or purported act of the person shall be invalid and of no effect; and
  - (ii) the person shall be guilty of an offence.
- (8) Notwithstanding any written law or rule of law, if any person who is appointed as the chief executive or a director of a relevant financial institution in contravention of subsection (5) acts or purports to act —
- (a) where the relevant financial institution is established or incorporated in Singapore, as the chief executive or a director of the relevant financial institution; or
  - (b) where the relevant financial institution is established or incorporated outside Singapore, as the chief executive of the relevant financial institution in relation to the relevant business of the relevant financial institution,
- during the period when the Authority or statutory manager is in control of the relevant business of the relevant financial institution —
- (i) the act or purported act of the person shall be invalid and of no effect; and
  - (ii) the person shall be guilty of an offence.
- (9) During the period when the Authority or statutory manager is in control of the relevant business of a relevant financial institution —
- (a) if there is any conflict or inconsistency between —
    - (i) a direction or decision given by the Authority or statutory manager (including a direction or decision to a person or body of persons referred to in sub-paragraph (ii)); and
    - (ii) a direction or decision given by any chief executive, director, member, executive officer, employee, agent or office holder, or the board of directors, of the relevant financial institution,

- (a) 在新加坡成立或設立之該相關金融機構執行長或董事；或
  - (b) 在新加坡境外成立或設立之該相關金融機構所涉業務之執行長，
- 於本局或法定管理人接管相關金融機構之相關業務期間—
- (i) 該人之執行職務或意欲執行職務應不成立及無效；且
  - (ii) 該人應構成犯罪。
- (8) 無論任何成文法或法律原則之規定，任何違反第(5)項規定而被指派擔任相關金融機構執行長或董事之人，以下列身分執行職務或意欲執行職務者—
- (a) 在新加坡成立或設立之該相關金融機構執行長或董事；或
  - (b) 在新加坡境外成立或設立之該相關金融機構所涉業務之執行長，
- 於本局或法定管理人接管相關金融機構之相關業務期間—
- (i) 該人之執行職務或意欲執行職務應不成立及無效；且
  - (ii) 該人應構成犯罪。
- (9) 於本局或法定管理人接管相關金融機構之相關業務期間—
- (a) 當任何衝突或不一致發生於—
    - (i) 本局或法定管理人作出之指令或決定（包括對第(ii)目所稱之人或成員所為之指令或決定）；及
    - (ii) 相關金融機構之任何執行長、董事、成員、執事人員、雇員、代理人、辦公室主持人或董事會作出指令或決定之間，

the direction or decision referred to in sub-paragraph (i) shall, to the extent of the conflict or inconsistency, prevail over the direction or decision referred to in sub-paragraph (ii); and

(b) no person shall exercise any voting or other right attached to any share in the relevant financial institution in any manner that may defeat or interfere with any duty, function or power of the Authority or statutory manager, and any such act or purported act shall be invalid and of no effect.

(10) Any person who is guilty of an offence under subsection (7) or (8) shall be liable on conviction to a fine not exceeding \$125,000 or to imprisonment for a term not exceeding 2 years or to both and, in the case of a continuing offence, to a further fine not exceeding \$12,500 for every day or part thereof during which the offence continues after conviction.

(11) In this section, "constitution", in relation to a relevant financial institution, means the memorandum of association and articles of association of the relevant financial institution, or any other instrument under which the relevant financial institution is established or incorporated.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

### Duration of control

35.—(1) The Authority shall cease to be in control of the relevant business of a relevant financial institution when the Authority is satisfied that —

(a) the reasons for the Authority's assumption of control of the relevant business have ceased to exist; or

(b) it is no longer necessary for the protection of the persons prescribed by regulations made under section 41 for the purposes of section 33

(1) (c) (i) in relation to the relevant financial institution.

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(2) A statutory manager shall be deemed to have assumed control of the relevant business of a relevant financial institution on the date of his appointment as a statutory manager.

(3) The appointment of a statutory manager in relation to the relevant business of a relevant financial institution may be revoked by the Authority at any time —

第(i)目所稱之指令或決定，在衝突或不一致之範圍內，優先於第(ii)目所稱之指令或決定；及

(b) 任何人不得以可能破壞或干擾本局或法定管理人職責、職能或權力之方式，行使相關金融機構任何股份所生之任何投票權或其他權利，且任何此類行為或意欲行為，應不成立及無效。

(10) 任何人犯第(7)項或第(8)項所定之罪刑，並經定罪者，應科 12 萬 5 千元以下罰金或處或併處 2 年以下有期徒刑；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 1 萬 2 千 5 百元以下罰金。

(11) 本條所稱「章程」，就相關金融機構而言，指相關金融機構之註冊登記書及組織章程，或相關金融機構成立或設立之任何其他文書。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

### 監管之存續期間

第 35 條(1)有下列情形之一者，本局應停止監管相關金融機構之相關業務—

(a) 接管相關金融機構相關業務之理由已消失；或

(b) 第 33 條第(1)項第(c)款第(i)目規定所指依第 41 條就相關金融機構所定法規之規範對象，已無保護之必要。

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(2) 法定管理人自被指派為法定管理人之日起，應視為已接管相關金融機構之相關業務。

(3) 就相關金融機構之相關業務所指派之法定管理人，有下列情形之一者，本局得隨時廢止該指派；經廢止者，該法定管理人即應停止接管該相關金融機構之相關業務—

- (a) if the Authority is satisfied that —
  - (i) the reasons for the appointment have ceased to exist; or
  - (ii) it is no longer necessary for the protection of the persons prescribed by regulations made under section 41 for the purposes of section 33 (1) (c) (i) in relation to the relevant financial institution; or

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- (b) on any other ground,  
and upon such revocation, the statutory manager shall cease to be in control of the relevant business of the relevant financial institution.
- (4) The Authority shall, as soon as practicable, publish in the *Gazette* the date, and such other particulars as the Authority thinks fit, of —
  - (a) the Authority's assumption of control of the relevant business of a relevant financial institution;
  - (b) the cessation of the Authority's control of the relevant business of a relevant financial institution;
  - (c) the appointment of a statutory manager in relation to the relevant business of a relevant financial institution; and
  - (d) the revocation of a statutory manager's appointment in relation to the relevant business of a relevant financial institution.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

#### Responsibilities of officers, member, etc., of relevant financial institution

- 36.—(1) During the period when the Authority or statutory manager is in control of the relevant business of a relevant financial institution —
- (a) the Court may, on an application by the Authority or statutory manager, direct any person who has ceased to be or who is still any chief executive, director, member, executive officer, employee, agent, banker, auditor or office holder of, or trustee for, the relevant financial institution to pay, deliver, convey, surrender or transfer to the Authority or statutory manager, within such period as the Court may specify, any property, book, accounts, record or other documents, whether in electronic, print or other form, of the relevant financial institution which is comprised in, forms part of or relates to the relevant business of the relevant financial institution, and which is in the person's possession or control; and

- (a) 於本局確信 —
  - (i) 指派之理由已消滅；或
  - (ii) 第 33 條第(1)項第(c)款第(i)目規定所指依第 41 條就相關金融機構所定法規之規範對象，已無保護之必要；或

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- (b) 有其他任何事由。
- (4) 本局應將下列事項之日期，及本局認為適當之其他細節，在切實可行之範圍內，儘速登載於政府公報 —
  - (a) 本局接管相關金融機構之相關業務；
  - (b) 停止本局接管相關金融機構之相關業務；
  - (c) 指派相關金融機構之相關業務之法定管理人；及
  - (d) 廢止指派相關金融機構之相關業務之法定管理人。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

#### 相關金融機構職員、成員等之責任

- 第 36 條(1)於本局或法定管理人接管相關金融機構之相關業務期間 —
- (a) 法院得依本局或法定管理人之申請，令該相關金融機構之前任或現任執行長、董事、成員、執事人員、雇員、代理人、行員、稽核人員、辦公室主持人或受託人，於法院指定之期限內，將該人所持有且屬於該相關金融機構之相關業務所涵括或所涉及之財產、簿冊、帳目、紀錄或其他文件，包括電子、書面或其他形式，繳交、遞交、轉交、送交、移交予本局或法定管理人；且

- (b) any person who has ceased to be or who is still any chief executive, director, member, executive officer, employee, agent, banker, auditor or office holder of, or trustee for, the relevant financial institution shall give to the Authority or statutory manager such information as the Authority or statutory manager may require for the discharge of the Authority's or statutory manager's duties or functions, or the exercise of the Authority's or statutory manager's powers, in relation to the relevant financial institution, within such time and in such manner as may be specified by the Authority or statutory manager.
- (2) Any person who —
- (a) without reasonable excuse, fails to comply with subsection (1) (b); or
- (b) in purported compliance with subsection (1) (b), knowingly or recklessly furnishes any information or document that is false or misleading in a material particular,
- shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$125,000 or to imprisonment for a term not exceeding 3 years or to both and, in the case of a continuing offence, to a further fine not exceeding \$12,500 for every day or part thereof during which the offence continues after conviction.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

#### Remuneration and expenses of Authority and others in certain cases

37. The Authority may at any time fix the remuneration and expenses to be paid by a relevant financial institution —
- (a) to a statutory manager or statutory adviser appointed in relation to the relevant financial institution, whether or not the appointment has been revoked; and
- (b) where the Authority has assumed control of the relevant business of the relevant financial institution, to the Authority and any person appointed by the Authority under section 13B in relation to the Authority's assumption of control of the relevant business, whether or not the Authority has ceased to be in control of the relevant business.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

- (b) 該相關金融機構之任何前任或現任執行長、董事、成員、執事人員、雇員、代理人、行員、稽核人員、辦公室主持人或受託人，應將本局或法定管理人為履行或行使與該相關金融機構有關之職責、職能或權力所需之資訊，依本局或法定管理人指定之時間及方式，提供予本局或法定管理人。

- (2) 任何人有下列行為之一者，應構成犯罪；經定罪者，應科 12 萬 5 千元以下罰金或處或併處 3 年以下有期徒刑；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 1 萬 2 千 5 百元以下罰金—

- (a) 無正當理由未遵守第(1)項第(b)款規定；或
- (b) 佯稱遵守第(1)項第(b)款規定，但故意或恣意就重要事項提供虛假或誤導性之任何資訊或文件。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

#### 支付報酬及費用予本局及其他人之情形

- 第 37 條 本局得隨時規定相關金融機構應支付予下列對象之報酬及費用—
- (a) 就該相關金融機構所指派之法定管理人或法定顧問，無論該指派是否已廢止；及
- (b) 凡本局已接管相關金融機構之相關業務者，指本局及本局為接管該相關業務，依第 13B 條規定所指派之任何人，無論本局是否已停止接管該相關業務。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]



**Voluntary transfer of business of relevant financial institution**

- 38.—(1) A transferor may transfer the whole or any part of its business (including any business that is not the significant business of the transferor) to a transferee, if —
- where the transferor is incorporated in Singapore, the Authority has consented to the transfer;
  - where the transferor is incorporated outside Singapore, the business to be transferred is reflected in the books of the transferor in Singapore in relation to its operations in Singapore;
  - the transfer involves the whole or any part of the business of the transferor that is the significant business of the transferor; and
  - the Court has approved the transfer.
- (2) Subsection (1) is without prejudice to the right of a relevant financial institution to transfer the whole or any part of its business under any law.
- (3) The Authority may consent to a transfer under subsection (1) (a) if the Authority is satisfied that —
- the transferee is a fit and proper person; and
  - the transferee will conduct the business of the transferor prudently and comply with the provisions of this Act.
- (4) The Authority may at any time appoint one or more persons to perform an independent assessment of, and furnish a report on, the proposed transfer of a transferor's business (or any part thereof) under subsection (1), whether the transferor is incorporated in or outside Singapore.
- (5) The remuneration and expenses of any person appointed under subsection (4) shall be paid by the transferor and the transferee jointly and severally.
- (6) The Authority shall serve a copy of any report furnished under subsection (4) on the transferor and the transferee.
- (7) The Authority may require a person to furnish, within the period and in the manner specified by the Authority, any information or document that the Authority may reasonably require for the discharge of its duties or functions, or the exercise of its powers, under this section and section 39.

**相關金融機構業務之自願移轉**

- 第 38 條(1)符合下列條件者，讓與人得將其業務之全部或任何部分（包括任何讓與人之非重要業務）轉讓予受讓人—
- 在新加坡設立之讓與人，業經本局同意轉讓；
  - 在新加坡境外設立之讓與人，其讓與之業務乃其在新加坡所營運，並列入其在新加坡之簿冊；
  - 該轉讓涉及讓與人之全部或任何部分重要業務；且
  - 該轉讓經法院同意。
- (2)第(1)項規定不損及相關金融機構依任何法律轉讓其全部或任何部分業務之權利。
- (3)本局確信下列情形者，得依第(1)項第(a)款規定同意轉讓—
- 受讓人屬適切之人；且
  - 受讓人將審慎經營讓與人之業務及遵循本法規定。
- (4)本局得隨時派員，就讓與人依第(1)項規定所提出之業務（或其任何部分）轉讓，進行獨立評估並提交報告，無論該讓與人係設立於新加坡境內或境外。
- (5)依第(4)項規定派員所需之報酬及費用，應由讓與人及受讓人連帶支付。
- (6)本局應將依第(4)項規定所提出之任何報告影送讓與人及受讓人。
- (7)本局得合理要求任何人依本局所指定之期間及方式，提供本局為依本條及第 39 條規定履行或行使其職責、職能及權力所需之任何資訊或文件。

- (8) Any person who —
- (a) without reasonable excuse, fails to comply with any requirement under subsection (7); or
  - (b) in purported compliance with any requirement under subsection (7), knowingly or recklessly furnishes any information or document that is false or misleading in a material particular,
- shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$125,000 or to imprisonment for a term not exceeding 3 years or to both and, in the case of a continuing offence, to a further fine not exceeding \$12,500 for every day or part thereof during which the offence continues after conviction.
- (9) Where a person claims, before furnishing the Authority with any information or document that he is required to furnish under subsection (7), that the information or document might tend to incriminate him, the information or document shall not be admissible in evidence against him in criminal proceedings other than proceedings under subsection (8).

*[Act 31 of 2017 wef 04/06/2018]*

*[Act 9 of 2013 wef 18/04/2013]*

#### Approval of transfer of business of relevant financial institution

- 39.—(1) A transferor shall apply to the Court for its approval of the transfer of the whole or any part of the business of the transferor to the transferee under section 38 (1).

*[Act 31 of 2017 wef 04/06/2018]*

- (2) Before making an application under subsection (1) —
- (a) the transferor shall lodge with the Authority a report setting out such details of the transfer and furnish such supporting documents as the Authority may specify;
  - (b) where the transferor is incorporated in Singapore, the transferor shall obtain the consent of the Authority under section 38 (1) (a);
- [Act 31 of 2017 wef 04/06/2018]*
- (c) the transferor and the transferee shall, if they intend to serve on their respective customers a summary of the transfer, obtain the Authority's approval of the summary;

- (8) 任何人有下列行為之一者，應構成犯罪；經定罪者，應科 12 萬 5 千元以下罰金或處或併處 3 年以下有期徒刑；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 1 萬 2 千 5 百元以下罰金—
- (a) 無正當理由未遵守依第(7)項規定所為之要求；或
  - (b) 佯稱遵守第(7)項規定，但故意或恣意就重要事項提供虛假或誤導性之任何資訊或文件。
- (9) 凡任何人向本局提供依第(7)項規定所要求之任何資訊或文件前，聲明該資訊或文件恐使其入罪，則該資訊或文件不得於該人所受刑事訴追程序中作為證據。但依第(8)項規定進行之程序，不在此限。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

#### 相關金融機構業務移轉之同意

- 第 39 條(1)讓與人應依第 38 條第(1)項規定，向法院申請同意將其全部或任何部分業務轉讓予受讓人。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

- (2) 依第(1)項規定提出申請前—
- (a) 讓與人應向本局提交一份載明轉讓細節之報告，並提供本局指定之證明文件；
  - (b) 若讓與人係在新加坡設立者，應依第 38 條第(1)項第(a)款規定取得本局之同意；
- [2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*
- (c) 若讓與人及受讓人擬向其各自之客戶提供轉讓摘要者，該摘要應取得本局之同意；

- (d) the transferor shall, at least 15 days before the application is made but not earlier than one month after the report referred to in paragraph (a) is lodged with the Authority, publish in the *Gazette* and in such newspaper or newspapers as the Authority may determine a notice of the transferor's intention to make the application and containing such other particulars as may be prescribed by regulations made under section 41;

[Act 31 of 2017 wef 04/06/2018]

- (e) the transferor and the transferee shall keep at their respective offices in Singapore, for inspection by any person who may be affected by the transfer, a copy of the report referred to in paragraph (a) for a period of 15 days after the publication of the notice referred to in paragraph (d) in the *Gazette*; and
- (f) unless the Court directs otherwise, the transferor and the transferee shall serve on their respective customers affected by the transfer, at least 15 days before the application is made, a copy of the report referred to in paragraph (a) or a summary of the transfer approved by the Authority under paragraph (c).
- (3) The Authority and any person who, in the opinion of the Court, is likely to be affected by the transfer —
- (a) shall have the right to appear before and be heard by the Court in any proceedings relating to the transfer; and
- (b) may make any application to the Court in relation to the transfer.
- (4) Where the transferor is incorporated in Singapore, the Court shall not approve the transfer if the Authority has not consented under section 38 (1) (a) to the transfer.

[Act 31 of 2017 wef 04/06/2018]

- (5) The Court may, after taking into consideration the views, if any, of the Authority on the transfer —
- (a) approve the transfer without modification or subject to any modification agreed to by the transferor and the transferee; or
- (b) refuse to approve the transfer.
- (6) Where the transferee is not approved, authorised, designated, recognised, registered, licensed or otherwise regulated, under this Act or any of the written laws set out in the Schedule, to carry on in Singapore the significant business of the transferor, the Court may approve the transfer on terms that the transfer shall take effect only in the event of the transferee becoming so approved, authorised, designated, recognised, registered, licensed or regulated, as the case may be.

- (d) 讓與人應於提出該申請前至少 15 日，但不早於提交第(a)款所稱報告予本局後 1 個月，在政府公報及本局指定之報章，登載讓與人有意提出申請及依第 41 條所定法規規範之其他應載細節之通知；

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (e) 讓與人及受讓人應保留各自在新加坡之辦事處，供任何可能受該轉讓影響之人，在第(d)款通知登載於政府公報後 15 日內，查閱第(a)款所稱報告之複本；及
- (f) 除法院另有指示外，讓與人及受讓人應在提出該申請前至少 15 日，向受該轉讓影響之各自客戶送達第(a)款所稱報告之複本或本局依第(c)款所同意之轉讓摘要。
- (3) 本局及法院認為可能受轉讓影響之任何人 —
- (a) 有權在與該轉讓有關之任何法律程序中出席及聽審；且
- (b) 可就該轉讓向法院提出任何申請。
- (4) 在新加坡設立之讓與人，其轉讓未經本局依第 38 條第(1)項第(a)款規定同意者，法院不得同意該轉讓。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (5) 法院於審酌本局對該轉讓之意見（若有者）後，得 —
- (a) 同意該轉讓而不作任何修改，或作出經讓與人及受讓人同意之任何修改；或
- (b) 駁回該轉讓。
- (6) 受讓人若未取得本法或附錄所列任何成文法所定在新加坡經營讓與人之重要業務所需之同意、授權、指定、核准、登記、核給執照或其他認可者，法院得於同意該轉讓時，附帶該轉讓應於受讓人取得該同意、授權、指定、核准、登記、執照或其他認可時（視情況而定），始生效力之條件。

- (7) The Court may by the order approving the transfer or by any subsequent order provide for all or any of the following matters:
- (a) the transfer to the transferee of the whole or any part of the business of the transferor;
  - (b) the allotment or appropriation by the transferee of any share, debenture, policy or other interest in the transferee which under the transfer is to be allotted or appropriated by the transferee to or for any person;
  - (c) the continuation by (or against) the transferee of any legal proceedings pending by (or against) the transferor;
  - (d) the dissolution, without winding up, of the transferor;
  - (e) the provisions to be made for persons who are affected by the transfer;
  - (f) such incidental, consequential and supplementary matters as are, in the opinion of the Court, necessary to secure that the transfer is fully effective.
- (8) Any order under subsection (7) may —
- (a) provide for the transfer of any business, whether or not the transferor otherwise has the capacity to effect the transfer in question;
  - (b) make provision in relation to any property which is held by the transferor as trustee; and
  - (c) make provision as to any future or contingent right or liability of the transferor, including provision as to the construction of any instrument under which any such right or liability may arise.
- (9) Subject to subsection (10), where an order made under subsection (7) provides for the transfer to the transferee of the whole or any part of the transferor's business, then by virtue of the order the business (or part thereof) of the transferor specified in the order shall be transferred to and vest in the transferee, free in the case of any particular property (if the order so directs) from any charge which by virtue of the transfer is to cease to have effect.
- (10) No order under subsection (7) shall have any effect or operation in transferring or otherwise vesting land in Singapore until the appropriate entries are made with respect to the transfer or vesting of that land by the appropriate authority.

- (7) 法院得透過同意轉讓命令或任何後續命令規定下列事項之全部或一部—
- (a) 將讓與人業務之全部或任何部分轉讓予受讓人；
  - (b) 受讓人因轉讓而受讓之任何股份、公司債、保單或其他權益，其分配或撥付由受讓人向任何人或為任何人為之；
  - (c) 讓與人起訴或被訴之任何法律程序，由受讓人承受之；
  - (d) 讓與人之解散，無須進行清算；
  - (e) 為受該轉讓影響之人訂定規範；
  - (f) 法院認屬確保該轉讓完全有效所必要之附帶、重要及補充之事項。
- (8) 依第(7)項所定之命令，得—
- (a) 規範任何業務之轉讓，無論該讓與人有無能力影響案關轉讓；
  - (b) 就讓與人擔任受託人所持有之任何財產予以規範；及
  - (c) 就讓與人任何未來或可能之權利或義務予以規範，包括規範得產生該等權利或義務之任何文書之解釋。
- (9) 除第(10)項另有規定外，依第(7)項所定之命令將讓與人之全部或一部業務轉讓予受讓人者，該業務（或其部分）應依該命令轉讓或歸屬於該命令所定明之受讓人，若涉及特定財產（該命令所指定）者，其因轉讓所生之費用應予豁免。
- (10) 依第(7)項所定命令轉讓或以其他方式歸屬之新加坡土地，在有關當局對轉讓或歸屬之土地作出適當登記之前，不生任何效力或作用。

- (11) If any business specified in an order under subsection (7) is governed by the law of any foreign country or territory, the Court may order the transferor to take all necessary steps for securing that the transfer of the business to the transferee is fully effective under the law of that country or territory.
- (12) Where an order is made under this section, the transferor and the transferee shall each lodge within 7 days after the order is made —
- a copy of the order with the Registrar of Companies and with the Authority; and
  - where the order relates to land in Singapore, an office copy of the order with the appropriate authority concerned with the registration or recording of dealings in that land.
- (13) A transferor or transferee which contravenes subsection (12), and every officer of the transferor or transferee (as the case may be) who fails to take all reasonable steps to secure compliance by the transferor or transferee (as the case may be) with that subsection, shall each be guilty of an offence and shall each be liable on conviction to a fine not exceeding \$2,000 and, in the case of a continuing offence, to a further fine not exceeding \$200 for every day or part thereof during which the offence continues after conviction.
- (14) In subsection (13), "officer", in relation to a transferor or transferee, includes —
- a director, a secretary or an executive officer of the transferor or transferee (as the case may be);
  - a receiver or manager of any part of the undertaking of the transferor or transferee (as the case may be) appointed under a power contained in any instrument; and
  - a liquidator of the transferor or transferee (as the case may be) appointed in a voluntary winding up.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

#### Disqualification or removal of director or executive officer of relevant financial institution

40.—(1) Notwithstanding the provisions of any other written law —

- (11) 依第(7)項所定命令指定之業務係屬其他國家或地區之法律管轄者，法院可命該讓與人採取一切必要之步驟，以確保將該業務轉讓予該受讓人，且依該國家或地區之法律係屬完全有效。
- (12) 凡依本條訂定命令者，讓與人及受讓人應在該命令作成後 7 日內—
- 提出該命令複本予公司登記官及本局；及
  - 若該命令涉及新加坡之土地者，提出該命令之正式文本予職掌該土地交易登記或記錄之有關當局。
- (13) 讓與人或受讓人違反第(12)項規定，及其職員（視情況而定）未採取合理步驟確保讓與人或受讓人（視情況而定）遵守該項規定者，應個別構成犯罪；經定罪者，應科 2 千元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 百元以下罰金。
- (14) 第(13)項規定所稱「職員」，就讓與人或受讓人而言，包括—
- 讓與人或受讓人（視情況而定）之董事、秘書或執事人員；
  - 依任何文書所載權力，就讓與人或受讓人（視情況而定）業務之任何部分所委任之接管人或管理人；及
  - 於讓與人或受讓人（視情況而定）之自願清算中受委任之清算人。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

#### 相關金融機構董事或執事人員之不適任與解任

第 40 條(1)無論其他成文法之規定—

- (a) a relevant financial institution shall not, without the prior written consent of the Authority, permit a person to act as its executive officer; and
- (b) a relevant financial institution which is established or incorporated in Singapore shall not, without the prior written consent of the Authority, permit a person to act as its director,

if the person —

- (i) has been convicted, whether in Singapore or elsewhere, of an offence committed before, on or after the date of commencement of section 10 of the Monetary Authority of Singapore (Amendment) Act 2013, being an offence —
  - (A) involving fraud or dishonesty;
  - (B) the conviction for which involved a finding that he had acted fraudulently or dishonestly; or
  - (C) that is specified in the Third Schedule to the Registration of Criminals Act (Cap. 268);
- (ii) is an undischarged bankrupt, whether in Singapore or elsewhere;
- (iii) has had execution against him in respect of a judgment debt returned unsatisfied in whole or in part;
- (iv) has, whether in Singapore or elsewhere, entered into a compromise or scheme of arrangement with his creditors, being a compromise or scheme of arrangement that is still in operation;
- (v) has had a prohibition order under section 59 of the Financial Advisers Act (Cap. 110), section 35V of the Insurance Act (Cap. 142) or section 101A or 123ZZC of the Securities and Futures Act (Cap. 289) made against him that remains in force; or

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- (vi) has been a director of, or directly concerned in the management of, a regulated financial institution, whether in Singapore or elsewhere —
  - (A) which is being or has been wound up by a court; or

- (a) 未經本局事前之書面同意，相關金融機構不得同意下列之人擔任其執事人員；及
- (b) 未經本局事前之書面同意，在新加坡成立或設立之相關金融機構不得同意下列之人擔任其董事—

- (i) 於 2013 年新加坡貨幣管理局（修訂）法第 10 條規定施行日前、施行日或施行日後，在新加坡或其他地方曾遭下列有罪判決確定—
  - (A) 涉及詐欺或不誠實行為；
  - (B) 涉及一項曾犯詐欺或不誠實行為之判決；或
  - (C) 涉及犯罪登記法（第 268 章）附錄 3 所定之犯罪；
- (ii) 在新加坡或其他地方尚有未清償債務之破產人；
- (iii) 經判決應償還債務，尚有全部或一部未履行而已遭強制執行；
- (iv) 在新加坡或其他地方曾與債權人簽署和解或協議方案，而該和解或協議方案仍在執行中；
- (v) 依財務顧問法（第 110 章）第 59 條規定、保險法（第 142 章）第 35V 條規定或證券及期貨法（第 289 章）第 101A 條規定或第 123ZZC 條規定對該人所作成之禁制令仍屬有效；

[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]

- (vi) 在新加坡或其他地方曾擔任受監管金融機構之董事或直接參與其管理，且該受監管金融機構—
  - (A) 正由或已由法院清算；或

(B) the approval, authorisation, designation, recognition, registration or licence of which has been withdrawn, cancelled or revoked by the Authority or, in the case of a regulated financial institution in a foreign country or territory, by the regulatory authority in that foreign country or territory.

(2) Notwithstanding the provisions of any other written law, where the Authority is satisfied that a director of a relevant financial institution which is established or incorporated in Singapore, or an executive officer of a relevant financial institution —

- (a) has wilfully contravened or wilfully caused the relevant financial institution to contravene any provision of this Act;
- (b) has, without reasonable excuse, failed to secure the compliance of the relevant financial institution with this Act or any of the written laws set out in the Schedule; or
- (c) has failed to discharge any of the duties of his office, the Authority may, if it thinks it necessary in the public interest or for the protection of such persons as may be prescribed by regulations made under section 41 for the purposes of this subsection in relation to the relevant financial institution, by notice in writing to the relevant financial institution, direct the relevant financial institution to remove the director or executive officer, as the case may be, from his office or employment within such period as may be specified by the Authority in the notice, and the relevant financial institution shall comply with the notice.

*[Act 31 of 2017 wef 04/06/2018]*

(3) Without prejudice to any other matter that the Authority may consider relevant, the Authority shall, when determining whether a director or an executive officer of a relevant financial institution has failed to discharge the duties of his office for the purposes of subsection (2) (c), have regard to such criteria as may be prescribed by regulations made under section 41.

*[Act 31 of 2017 wef 04/06/2018]*

(4) Before directing a relevant financial institution to remove a person from his office or employment under subsection (2), the Authority shall —

- (a) give the relevant financial institution and the person notice in writing of its intention to do so; and

(B) 業經本局或當其為境外國家或地區之受監管金融機構時，經其所在國家或地區之監管當局，撤回、撤銷或廢止其同意、授權、指定、核准、登記或核給之執照。

(2) 無論其他成文法另有規定，凡本局確信在新加坡成立或設立之相關金融機構之董事，或相關金融機構之執事人員有下列情形之一者，就本項所涉相關金融機構而言，本局為公共利益或為保護依第 41 條所定法規規範對象之必要，得以書面通知相關金融機構，命其依本局於該通知中所定之期間，解除該董事或執事人員（視情況而定）之職務或聘僱關係，且該相關金融機構應遵守該通知——

- (a) 故意違反或故意使該相關金融機構違反本法之任何規定；
- (b) 無正當理由未確保相關金融機構遵守本法或附錄所列任何成文法；或
- (c) 未履行其職責。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

(3) 於不損及本局認為相關之任何其他事項下，本局於決定相關金融機構之董事或執事人員有無第(2)項第(c)款規定所稱未履行其職責之情形時，應審酌依第 41 條所定法規規範之標準。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

(4) 本局於依第(2)項規定命相關金融機構解除特定人士之職務或聘僱關係前，應——

- (a) 將本局擬為上述指令之意旨，以書面通知相關金融機構及該人士；

- (b) in the notice referred to in paragraph (a), call upon the relevant financial institution and the person to show cause, within such time as may be specified in the notice, why the person should not be removed.
- (5) If the relevant financial institution and the person referred to in subsection (4) —
- (a) fail to show cause within the time specified under subsection (4) (b) or within such extended period of time as the Authority may allow; or
- (b) fail to show sufficient cause,
- the Authority may direct the relevant financial institution to remove the person under subsection (2).
- (6) Any relevant financial institution which, or any director or executive officer of a relevant financial institution who, is aggrieved by a direction of the Authority under subsection (2) may, within 30 days after receiving the direction, appeal in writing to the Minister, whose decision shall be final.
- (7) Any relevant financial institution which contravenes subsection (1) or fails to comply with a notice issued under subsection (2) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part thereof during which the offence continues after conviction.
- (8) No criminal or civil liability shall be incurred by a relevant financial institution, or any person acting on behalf of the relevant financial institution, in respect of anything done (including any statement made) or omitted to be done with reasonable care and in good faith in the discharge or purported discharge of the obligations of the relevant financial institution under this section.
- (9) In this section, unless the context otherwise requires —
- "regulated financial institution" means a person who carries on a business, the conduct of which is regulated or authorised by the Authority or, if it is carried on in Singapore, would be regulated or authorised by the Authority;
- "regulatory authority", in relation to a foreign country or territory, means an authority of the foreign country or territory exercising any function that corresponds to a regulatory function of the Authority under this Act or any of the written laws set out in the Schedule.

[Act 31 of 2017 wef 04/06/2018]  
[Act 9 of 2013 wef 18/04/2013]

- (b) 於第(a)款之通知中，促請該相關金融機構及該人士於該通知中所定之期限內，說明該人士不應被解職之事由。
- (5) 第(4)項規定所稱該相關金融機構及該人士有下列情形之一者，本局得依第(2)項規定令該相關金融機構解除該人士之職務—
- (a) 未於依第(4)項第(b)款所定之期限內或本局同意展延之期限內說明事由；或
- (b) 未說明充足之事由。
- (6) 不服本局依第(2)項規定所為指令之相關金融機構或其董事或執事人員，得於收到指令後30日內，以書面向主管部長申訴，由其作出最終裁決。
- (7) 相關金融機構違反第(1)項規定或未遵守依第(2)項規定所為指令者，應構成犯罪；經定罪者，應科25萬元以下之罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足1日亦以1日計算）加科2萬5千元以下罰金。
- (8) 相關金融機構或其代表人於依本條規定履行或聲明履行該相關金融機構之職責，本於合理注意及忠實所作之行為（包括作出任何聲明）或不行為，均不應負擔民事或刑事責任。
- (9) 除上下文另有所指外，本條之—
- 「受監管金融機構」指經營受本局監管或許可業務之人，或若在新加坡經營該業務，將由本局監管或許可之人；
- 「監管當局」，就境外國家或地區而言，指行使任何相當於本局依本法或附錄所列任何成文法所定職能之境外國家或地區之當局。

[2017年第31號法案，自2018年6月4日生效]  
[2013年第9號法案，自2013年4月18日生效]



**Power of Authority to make regulations for this Part**

- 41.—(1) The Authority may make regulations for the purposes of this Part, including regulations to prescribe anything which may be prescribed under this Part.
- (2) Without prejudice to the generality of subsection (1), regulations made under this section may provide that any contravention of any specified provision of the regulations shall be an offence punishable —
- (a) in the case of an individual, with a fine not exceeding \$125,000 or with imprisonment for a term not exceeding 3 years or with both and, in the case of a continuing offence, with a further fine not exceeding \$12,500 for every day or part thereof during which the offence continues after conviction; or
- (b) in any other case, with a fine not exceeding \$250,000 and, in the case of a continuing offence, with a further fine not exceeding \$25,000 for every day or part thereof during which the offence continues after conviction.
- (3) For the purposes of sections 33 (1) (c) (i) and 34 (3) (a), the Authority may prescribe different persons and different classes of persons in relation to different relevant financial institutions and different classes of relevant financial institutions.

[Act 31 of 2017 wef 05/06/2018]

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

**Division 2 — Recovery and resolution planning****Notice concerning recovery and resolution plans**

- 42.—(1) The Authority may issue a notice to pertinent financial institutions requiring each pertinent financial institution to which a direction is issued under section 43 (1) —
- (a) to prepare, in the form and manner and containing the information specified in the notice, a plan to restore the financial strength and viability of the financial institution in the event it suffers financial pressure or stress (called in this section and section 43 a recovery plan);
- (b) to review and keep up-to-date its recovery plan, at a frequency specified in the direction;

**訂定本章授權法規之權力**

- 第 41 條**(1)本局得訂定關於本章之法規，包括訂定依本章得定明之任何事項之法規。
- (2)於不損及第(1)項規定普遍性之前提下，依本條訂定之法規得規定違反該等法規所指明之任何條文者，應構成犯罪；其處罰如下—
- (a)如係個人，應科 12 萬 5 千元以下之罰金或處或併處 3 年以下有期徒刑；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 1 萬 2 千 5 百元以下罰金；或
- (b)如係其他情形，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金。
- (3)為執行第 33 條第(1)項第(c)款第(i)目及第 34 條第(3)項第(a)款規定，本局得對不同之相關金融機構及不同類別之相關金融機構，訂定不同之人士及不同類別之人士。

[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

**第 2 節 復原暨清理計畫****有關復原暨清理計畫之通知**

- 第 42 條**(1)本局得向有關金融機構發出通知，要求各該金融機構於接獲依第 43 條第(1)項規定發出之指令時，應—
- (a)依該通知中所定之格式、方式及應載資訊，擬訂一項有關該金融機構於遭受財務壓力或困境時，得以恢復其財務實力及存續能力之計畫（於本條及第 43 條規定稱為復原計畫）；
- (b)按該指令所定之頻率，檢視及更新其復原計畫；

- (c) to adopt various procedures in preparing its recovery plan, including the oversight of the process and endorsement of the plan;
  - (d) to notify the Authority of the occurrence of any event that may necessitate the implementation of its recovery plan;
  - (e) to maintain information to enable it to prepare, review and keep up-to-date its recovery plan, and to comply with any direction of the Authority under section 44;
  - (f) to have in place a management information system that is necessary for the maintenance and production of the information mentioned in paragraph (e);
  - (g) to ensure that its outsourcing arrangements for its critical functions and critical shared services will continue in the event it comes under resolution; and
  - (h) to take such other action as in the Authority's opinion will facilitate compliance with any notice or direction issued by the Authority under this Division, or the effective implementation of the recovery plan of the pertinent financial institution or a plan of the Authority under section 44.
- (2) A notice under this section may make different provisions for different classes of pertinent financial institutions.

[Act 31 of 2017 wef 05/06/2018]

#### Direction for recovery plan and its implementation

- 43.—(1) The Authority may issue a direction to a pertinent financial institution —
- (a) requiring it to comply with the requirements of a notice issued under section 42; and
  - (b) specifying the dates for the submission of the recovery plan and the submission of any other document, and the frequency for the action mentioned in section 42 (1) (b).
- (2) The Authority may issue a further direction to a pertinent financial institution to which a direction was issued under subsection (1) —
- (a) to make such amendment to the institution's recovery plan as the Authority may reasonably require, including an amendment to address any deficiency in the plan; or
  - (b) to remove any impediment to the implementation of the recovery plan.

- (c) 在擬訂復原計畫時，採用各種步驟，包括程序之監督及計畫之簽署；
  - (d) 於發生任何可能需要執行其復原計畫之事件時，將該事件通知本局；
  - (e) 保存資訊，使其能夠擬訂、檢視及更新其復原計畫，並遵守本局依第 44 條規定所為之任何指令；
  - (f) 設置一套足以維持及產出第(e)款規定所述資訊之資訊管理系統；
  - (g) 確保其對於關鍵功能及關鍵共享服務之委外安排，於發生清理時，得以持續；及
  - (h) 採取本局認可之其他行動，以利於遵守本局依本節發出之任何通知或指令，或有效執行有關金融機構之復原計畫或本局依第 44 條規定所為之計畫。
- (2) 依本條規定所為之通知，得對不同類別之有關金融機構訂定不同之規定。

[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]

#### 復原計畫之指令及其實行

##### 第 43 條(1)本局得向有關金融機構發出指令—

- (a) 要求其遵守依第 42 條規定所發通知之要求；
  - (b) 指明提交復原計畫及任何其他文件之期限，及第 42 條第(1)項第(b)款規定所稱行動之頻率。
- (2) 本局得向經依第(1)項規定發出指令之有關金融機構，進一步命其—
- (a) 按本局之合理要求，對該機構之復原計畫作出修正，包括有關解決該計畫任何不足處之修正；或
  - (b) 排除執行復原計畫之任何阻礙。

- (3) Without affecting the generality of subsection (2) (b), the direction in that subsection may require the pertinent financial institution to make changes to its practices, organisation and structure (including its operational, legal and financial structures).
- (4) The Authority may issue a further direction to a pertinent financial institution to which a direction was issued under subsection (1) —
- (a) to implement a specified part of the institution's recovery plan; and
  - (b) to implement such other arrangements or measures as may be necessary to restore the institution's financial strength and viability.

[Act 31 of 2017 wef 05/06/2018]

### Resolution planning

44. The Authority may prepare plans for the orderly resolution of a pertinent financial institution, and may for that purpose issue a direction to the pertinent financial institution requiring it to furnish, within the time and in the form and manner set out in the direction, any information or document that the Authority may reasonably require for that purpose.

[Act 31 of 2017 wef 05/06/2018]

### Power to direct removal of impediments

- 45.—(1) This section applies if the Authority is of the opinion that an impediment exists to the orderly resolution of a pertinent financial institution in accordance with a plan of the Authority under section 44.
- (2) The Authority may issue a direction to the pertinent financial institution, requiring the financial institution to take, within the time specified in the direction, measures specified in the direction for the purpose of addressing or removing the impediment.
- (3) Without affecting the generality of subsection (2), the direction may require the financial institution to make changes to its practices, organisation and structure (including its operational, legal and financial structures).

[Act 31 of 2017 wef 05/06/2018]

- (3)於不損及第(2)項第(b)款規定普遍性之前提下，該項指令得要求有關金融機構變更其作法、組織及架構（包括其業務、法律及財務之架構）。
- (4)本局得向經依第(1)項規定發出指令之有關金融機構，進一步命其—
- (a) 實施該機構復原計畫之特定部分；及
  - (b) 實施可能需要之其他安排或措施，以恢復該機構之財務實力及存續能力。

[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]

### 清理計畫

#### 第 44 條

本局得為有關金融機構之有序清理擬訂計畫，並據以向該有關金融機構發出指令，要求其依該指令所定時間、格式及方式，提供本局所合理要求之任何資訊或文件。

[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]

### 命令排除阻礙之權力

#### 第 45 條

- (1)本條之規定，於本局認為依第 44 條規定就有關金融機構有序清理擬訂之計畫存在阻礙時，適用之。
- (2)本局得向有關金融機構發出指令，要求該有關金融機構在該指令所定時間內，採取該指令所定之措施，以解決或排除阻礙。
- (3)於不損及第(2)項規定普遍性之前提下，該指令得要求該金融機構改變其作法、組織及架構（包括其業務、法律及財務之架構）。

[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]

**Appeal against direction to remove impediment**

- 46.—(1) A pertinent financial institution that is aggrieved by a direction to it under section 43 (2) (b) or 45 (2) may, within 30 days after receiving the direction, appeal to the Minister whose decision is final.
- (2) An appeal may only be made if the direction requires the pertinent financial institution to make a change that will significantly affect its practices, organisation or operations.
- (3) For the purposes of subsection (2), a change will significantly affect the practices, organisation or operations of a pertinent financial institution if it —
- changes any part of its legal or financial structure; or
  - satisfies such other criterion as may be prescribed by regulations under subsection (7).
- (4) If an appeal is lodged, the pertinent financial institution need not comply with the direction until the appeal is determined.
- (5) The Minister may determine an appeal by confirming, varying or reversing the direction.
- (6) If the Minister is satisfied that an appeal is made without reasonable ground, the Minister may, without calling for a reply from the Authority, but after giving the pertinent financial institution an opportunity to be heard, determine the appeal by confirming the direction.
- (7) The Minister may make regulations to prescribe the criterion for the purposes of subsection (3) (b).

[Act 31 of 2017 wef 05/06/2018]

**Provisions concerning directions and notices under this Division**

- 47.—(1) A direction or notice under this Division must be in writing.
- (2) It is not necessary to publish a direction or notice under this Division in the *Gazette*.

[Act 31 of 2017 wef 05/06/2018]

**Offences under this Division**

- 48.—(1) A pertinent financial institution that does not comply with a direction or notice of the Authority under this Division shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part of a day during which the offence continues after conviction.

**對排除障礙指令之申訴**

- 第 46 條(1)有關金融機構不服本局依第 43 條第(2)項第(b)款或第 45 條第(2)項規定所為之指令者，得於收到該指令後 30 日內，以書面向主管部長申訴，由其作出最終裁決。
- (2)申訴之提出，以該指令對有關金融機構要求作出之變更，將嚴重影響其實務作法、組織或營運之情形為限。
- (3)第(2)項規定所指將嚴重影響有關金融機構實務作法、組織或營運之改變，係指—
- 改變其法律或財務架構之任何部分；或
  - 符合依第(7)項所定法規規定明之其他標準。
- (4)有關金融機構提出申訴後，在該申訴確定前，無須遵守該指令。
- (5)主管部長對申訴之決定，包括確認、改變或撤銷指令。
- (6)主管部長認為申訴無理由者，得不要求本局提出答辯，而係於給予有關金融機構陳述意見之機會後，對該申訴作出確認該指令之裁定。
- (7)主管部長得訂定法規規範第(3)項第(b)款規定所指之標準。

[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]

**本節指令或通知之有關規定**

- 第 47 條(1)本節之指令或通知，應以書面為之。
- (2)本節之指令或通知，無須登載於政府公報。

[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]

**本節之罰則**

- 第 48 條(1)有關金融機構未遵守本局依本節規定所發出之指令或通知者，應構成犯罪；經定罪者，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金。

- (2) A pertinent financial institution that, in purported compliance with a direction or notice under this Division, knowingly or recklessly furnishes to the Authority any information or document that is false or misleading in a material particular, shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$250,000.

[Act 31 of 2017 wef 05/06/2018]

## PART IVB RESOLUTION OF FINANCIAL INSTITUTIONS

[Act 9 of 2013 wef 18/04/2013]

### Division 1 — General provisions

#### Interpretation of this Part

49. In this Part, unless the context otherwise requires —

"affected person", in relation to a specified financial institution, means any person prescribed by regulations made under section 126 as an affected person for that specified financial institution;

[Act 31 of 2017 wef 04/06/2018]

"business" includes affairs and property;

"co-operative society" means a co-operative society registered under the Co-operative Societies Act (Cap. 62);

"Court" means the High Court or a Judge thereof;

"director", in relation to a specified financial institution or a significant associated entity referred to in section 121, includes —

- (a) any person, by whatever name described, occupying the position of director of the specified financial institution or significant associated entity (as the case may be);
- (b) a person in accordance with whose directions or instructions the directors of the specified financial institution or significant associated entity (as the case may be) are accustomed to act; and
- (c) an alternate director, or a substitute director, of the specified financial institution or significant associated entity (as the case may be);

[Act 31 of 2017 wef 04/06/2018]

- (2) 有關金融機構佯稱遵守本局依本節規定所發出之指令或通知，但故意或恣意就重要事項提供虛假或誤導性之任何資訊或文件者，應構成犯罪；經定罪者，應科 25 萬元以下罰金。

[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]

## 第 4B 章 金融機構之清理

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

### 第 1 節 通則

#### 本章之釋義

第 49 條 除上下文另有所指外，本章之一

「受影響人」，就特定金融機構而言，指依第 126 條訂定之法規所定任何受該特定金融機構影響之人。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

「業務」包括事務及財產；

「合作社」指依合作社法（第 62 章）登記之合作社；

「法院」指高等法院或其法官；

「董事」，就第 121 條規定所指特定金融機構或重要聯營實體而言，包括—

- (a) 擔任該特定金融機構或重要聯營實體（視情況而定）董事職務之人，無論其名稱為何；
- (b) 依例遵照該特定金融機構或重要聯營實體（視情況而定）董事指示或指揮辦事之人；及
- (c) 該特定金融機構或重要聯營實體（視情況而定）之代理董事或候補董事；

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

"excluded financial institution" means any person who is approved, authorised, designated, recognised, registered, licensed or otherwise regulated by the Authority under this Act or any of the written laws set out in the Schedule, and is prescribed by regulations made under section 126 as an excluded financial institution;

[Act 31 of 2017 wef 04/06/2018]

"executive officer", in relation to a specified financial institution or a significant associated entity referred to in section 121, means any person, by whatever name described, who —

- (a) is in the direct employment of, or acting for or by arrangement with, the specified financial institution or significant associated entity (as the case may be); and
- (b) is concerned with or takes part in the management of the specified financial institution or significant associated entity (as the case may be) on a day-to-day basis;

[Act 31 of 2017 wef 04/06/2018]

"office holder", in relation to a specified financial institution, means any person acting as the liquidator, the provisional liquidator, the receiver or the receiver and manager of the specified financial institution, or acting in an equivalent capacity in relation to the specified financial institution;

"pertinent financial institution" means any person who is approved, authorised, designated, recognised, registered, licensed or otherwise regulated by the Authority under this Act or any of the written laws set out in the Schedule, and is prescribed by regulations made under section 126 as a pertinent financial institution;

[Act 31 of 2017 wef 04/06/2018]

"PPF Agency" means the company designated as the deposit insurance and policy owners' protection fund agency under section 56 of the Deposit Insurance and Policy Owners' Protection Schemes Act (Cap. 77B);

[Act 31 of 2017 wef 29/10/2018]

"PPF Funds" means the Policy Owners' Protection Life Fund and the Policy Owners' Protection General Fund established under section 34 of the Deposit Insurance and Policy Owners' Protection Schemes Act;

[Act 31 of 2017 wef 29/10/2018]

「豁免金融機構」指經本局依本法或附錄所列任何成文法同意、授權、指定、核准、登記、核給執照或為其他認可之任何人，並經依本法第 126 條所定法規明定為豁免金融機構者；

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

「執事人員」，就第 121 條規定所指特定金融機構或重要聯營實體而言，無論其名稱為何，指下列之任何人—

- (a) 直接受僱於該特定金融機構或重要聯營實體（視情況而定）、擔任其代表或與其訂定協議行事之人；及
- (b) 涉及或參與該特定金融機構或重要聯營實體（視情況而定）業務之日常管理者。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

「辦公室主持人」，就特定金融機構而言，指擔任該特定金融機構之清算人、臨時清算人、接管人、接管人兼管理人或相當職務之人；

「有關金融機構」指經本局依本法或附錄所列任何成文法同意、授權、指定、核准、登記、核給執照或為其他認可之任何人，並依本法第 126 條所定法規明定之有關金融機構；

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

「PPF 代理機構」指依存款保險及保單所有人保障計畫法（第 77B 章）第 56 條規定指定為存款保險及保單所有人基金代理機構之公司；

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

「PPF 基金」指依存款保險及保單所有人保障計畫法第 34 條規定設立之保單所有人保障人壽基金及保單所有人保障普通基金；

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

"Registrar of Companies" means the Registrar of Companies appointed under the Companies Act (Cap. 50) and includes any Deputy or Assistant Registrar of Companies appointed under that Act;

"Registrar of Co-operative Societies" means the Registrar of Co-operative Societies appointed under the Co-operative Societies Act and includes any Assistant Registrar of Co-operative Societies appointed under that Act;

"relevant Act", in relation to a specified financial institution, means the Act under which that specified financial institution is approved, authorised, designated, recognised, registered, licensed or otherwise regulated;

"relevant provisions", in relation to any specified financial institution, or any person who is carrying on or has carried on the significant business of a specified financial institution, means such provisions of written law as may be prescribed by regulations made under section 126 as relevant provisions for that specified financial institution or person, as the case may be;

*[Act 31 of 2017 wef 04/06/2018]*

"significant business", in relation to a specified financial institution, means the usual business of a financial institution belonging to the same class of financial institutions as that specified financial institution;

"specified financial institution" means a pertinent financial institution or an excluded financial institution;

"Take-over Code" means the Singapore Code on Take-overs and Mergers which is referred to in section 139 of the Securities and Futures Act (Cap. 289) and is issued by the Authority under section 321 (1) of that Act.

*[Act 31 of 2017 wef 04/06/2018]*

*[Act 9 of 2013 wef 18/04/2013]*

#### Exercise of powers under Divisions 2, 3, 4 and 4A of this Part

50. In determining whether to exercise its powers under Divisions 2, 3, 4 and 4A of this Part in relation to a pertinent financial institution, the Authority may have regard to one or more of the following matters:

- (a) whether a failure of the pertinent financial institution would have a widespread adverse effect on the financial system in Singapore or the economy of Singapore, or both, whether or not that widespread adverse effect occurs directly or indirectly as a result of the impact of the failure on the financial system in Singapore, on the financial markets in Singapore or on other financial institutions in Singapore;

「公司登記官」指依公司法（第 50 章）指派之公司登記官，並包括依該法指派之任何公司副登記官或公司助理登記官；

「合作社登記官」指依合作社法指派之合作社登記官，並包括依該法指派之任何合作社助理登記官；

「相關法律」，就特定金融機構而言，指該特定金融機構經同意、授權、指定、核准、登記、核給執照或其他認可所依據之法律；

「相關規定」，就任何特定金融機構，或任何正在經營或已經營特定金融機構重要業務之人而言，指依第 126 條所定法規定明為該特定金融機構或個人（視情況而定）之成文法規定；

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

「重要業務」，就特定金融機構而言，指該特定金融機構所屬同類金融機構之一般業務；

「特定金融機構」指有關金融機構或豁免金融機構；

「收購守則」指證券及期貨法（第 289 章）第 139 條所稱之新加坡收購及合併守則，並由本局依該法第 321 條第(1)項規定予以發布。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

#### 依本章第 2 節、第 3 節、第 4 節及第 4A 節所定權力之行使 第 50 條

在決定是否依本章第 2 節、第 3 節、第 4 節及第 4A 節對有關金融機構行使權力時，本局得審酌下列事項之一項或多項：

- (a) 有關金融機構倒閉是否對新加坡之金融體系、經濟或兩者產生廣泛之不良影響，無論該廣泛之負面影響是否係因該倒閉對新加坡之金融體系、金融市場或其他金融機構造成衝擊，而直接或間接發生；

- (b) whether it is in the public interest to do so;
- (c) any other matter that the Authority considers relevant.

[Act 31 of 2017 wef 29/10/2018]

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

#### Directions or regulations concerning persons that have ceased to be specified financial institutions

- 51.—(1) The Authority may, from time to time, issue such directions or make such regulations concerning any person that has ceased to be a specified financial institution, or any class of persons that has ceased to be a class of specified financial institutions, as the Authority considers necessary —
- (a) in order to discharge, or to facilitate the discharge of, any binding obligation of the person or class of persons, as the case may be; or
  - (b) where it is in the public interest to do so.
- (2) Subsection (1) applies, to a person that has ceased to be a specified financial institution, regardless of whether the reason for the cessation is one or more of the following matters:
- (a) the withdrawal by the Authority of any approval, authorisation, designation or recognition of the person;
  - (b) the cancellation by the Authority, or the expiration, of any registration of the person;
  - (c) the revocation by the Authority, or the expiration, of any licence of the person;
  - (d) the cessation of the regulation of the person by the Authority;
  - (e) the cessation of any business of the person, being a business which is regulated under this Act or any of the written laws set out in the Schedule.
- (3) A person to whom any direction is issued under subsection (1), or to whom any regulations made under subsection (1) applies, shall comply with the direction or regulations, notwithstanding any other duty imposed on the person by any rule of law, written law or contract.
- (4) A person shall not in carrying out any act in compliance with any direction issued or regulations made under subsection (1) be treated as being in breach of any such rule of law, written law or contract.

- (b) 權力之行使是否符合公共利益；
- (c) 本局認為相關之任何其他事項。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

#### 對喪失特定金融機構人員身分者之指令或法規

- 第 51 條(1)本局就下列情形，於必要時，可隨時對喪失特定金融機構人員身分之人，或喪失任一類別特定金融機構之任一類別人員身分之人，發出指令或訂定法規—
- (a) 為履行或促請履行該人或該類別之人所負具法律拘束力之債務（視情況而定）；或
  - (b) 為符合公共利益而行使該權力。
- (2)第(1)項規定適用於因下列任何事由而喪失特定金融機構人員身分之人：
- (a) 經本局撤回對該人之同意、許可、指定、核准；
  - (b) 經本局廢止或屆期終止該人之登記；
  - (c) 經本局撤銷或屆期終止該人之營業執照；
  - (d) 經本局停止對該人之管理；
  - (e) 停止該人受本法或附錄所列任何成文法所規範之任何業務。
- (3)依第(1)項規定向其發出指令之人，或依第(1)項訂定之法規所適用之人，儘管有任何其他法律原則、成文法或契約課予該人任何其他義務，仍應遵守該指令或法規。
- (4)任何人為遵守依第(1)項規定發出之指令或訂定之法規所執行之行為，不得被視為違反任何上述法律原則、成文法或契約。



- (5) A person shall not disclose any direction issued under subsection (1) if the Authority notifies the person that the Authority is of the opinion that the disclosure of the direction is against the public interest.
- (6) Any person who —
- (a) fails to comply with a direction issued to him under subsection (1);
  - (b) contravenes any regulations made under subsection (1); or
  - (c) contravenes subsection (5),
- shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$125,000 and, in the case of a continuing offence, to a further fine not exceeding \$12,500 for every day or part thereof during which the offence continues after conviction.
- (7) It shall not be necessary to publish any direction issued under subsection (1) in the *Gazette*.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

**Directions and notices issued under Act or written laws in Schedule to continue to apply to persons who cease to be specified financial institutions**

- 52.—(1) Where a person ceases to be a specified financial institution, any direction or notice issued under this Act or any of the written laws set out in the Schedule (being a direction or notice which was in force, and which applied to that person, immediately before that person ceased to be a specified financial institution) shall, notwithstanding any rule of law or written law to the contrary, continue to apply to that person, until that direction or notice is cancelled by the Authority.
- (2) Subsection (1) applies, to a person that has ceased to be a specified financial institution, regardless of whether the reason for the cessation is one or more of the following matters:
- (a) the withdrawal by the Authority of any approval, authorisation, designation or recognition of the person;
  - (b) the cancellation by the Authority, or the expiration, of any registration of the person;
  - (c) the revocation by the Authority, or the expiration, of any licence of the person;
  - (d) the cessation of the regulation of the person by the Authority;
  - (e) the cessation of any business of the person, being a business which is regulated under this Act or any of the written laws set out in the Schedule.

- (5) 任何人經本局通知有關本局認為揭露依第(1)項規定發出之指令係違反公共利益者，即不得揭露該指令。
- (6) 任何人有下列行為之一者，應構成犯罪；經定罪者，應科 12 萬 5 千元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 1 萬 2 千 5 百元以下罰金—
- (a) 未遵守依第(1)項規定向其發出之指令；
  - (b) 違反依第(1)項訂定之法規；或
  - (c) 違反第(5)項規定。

- (7) 依第(1)項規定發出之指令，無須登載於政府公報。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

**依本法或附錄所列成文法發出之指令及通知，繼續適用於喪失特定金融機構人員身分之人員**

- 第 52 條**(1) 當任何人員喪失特定金融機構人員身分時，依本法或附錄所列任何成文法發出之指令或通知（指有效之指令或通知，並適用於喪失特定金融機構人員身分之該人員），儘管任何法律原則或成文法另有相反規定，於本局取消該指令或通知前，仍應繼續適用於該人員。
- (2) 第(1)項規定適用於因下列任何事由而喪失特定金融機構人員身分之人員：
- (a) 經本局撤回對該人員之同意、許可、指定、核准；
  - (b) 經本局廢止或屆期終止該人員之登記；
  - (c) 經本局撤銷或屆期終止該人員之營業執照；
  - (d) 經本局停止對該人員之管理；
  - (e) 停止該人員受本法或附錄所列任何成文法所規範之任何業務。

- (3) Any person referred to in subsection (1) who, after ceasing to be a specified financial institution, fails to comply with a direction or notice referred to in that subsection shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$1 million and, in the case of a continuing offence, to a further fine not exceeding \$100,000 for every day or part thereof during which the offence continues after conviction.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

### Moratorium

- 53.—(1) The Authority may, if it considers it to be in the interests of the affected persons of a specified financial institution, make an order prohibiting that specified financial institution from carrying on its significant business or from doing or performing any act or function connected with its significant business or any aspect thereof that may be specified in the order.
- (2) The Authority may, if it considers it to be in the interests of the affected persons of a specified financial institution, apply to the High Court for, and the High Court may make, one or more of the following orders:
- that no resolution shall be passed, and no order shall be made, for the winding up of the specified financial institution;
  - that no judicial management order under Part VIIIA of the Companies Act (Cap. 50) shall be made in relation to the specified financial institution, or that any judicial management order which is in force in relation to the specified financial institution shall be discharged;
  - that no proceedings shall be commenced or continued by or against the specified financial institution in respect of any business of the specified financial institution;
  - that no execution, distress or other legal process shall be commenced, levied or continued against any property of the specified financial institution;
  - that no steps shall be taken to enforce any security over any property of the specified financial institution or to repossess from the specified financial institution any goods under any hire-purchase agreement, chattels leasing agreement or retention of title agreement;

- (3) 第(1)項規定所稱喪失特定金融機構人員身分之人員，未遵守該項所定之指令或通知，應構成犯罪；經定罪者，應科 1 百萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 10 萬元以下罰金。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

### 停業

- 第 53 條(1) 本局於認為符合特定金融機構受影響人士之利益時，得命該特定金融機構禁止從事其重要業務，或從事、履行任何與其重要業務相關之行為、功能或該命令定明之其他事項。
- (2) 本局於認為符合特定金融機構受影響人士之利益時，得向高等法院申請，由高等法院作出下列各項命令：
- 對於特定金融機構之清算，不得通過決議或作出命令；
  - 不得對特定金融機構依公司法（第 50 章）第 8A 章作出司法管理命令，或應撤銷特定金融機構已生效之任何司法管理命令；
  - 不得就特定金融機構之任何業務，對特定金融機構或由特定金融機構啟動或繼續進行法律程序；
  - 不得對特定金融機構之任何財產啟動、執行或繼續進行強制執行、扣押或其他法律程序；
  - 不得對特定金融機構任何財產之任何擔保採取強制執行措施，或依任何租購協議、動產租賃協議或所有權保留協議，向特定金融機構取回任何物品；

- (f) that no steps shall be taken by any person, other than a person specified in the order, to sell, transfer, assign or otherwise dispose of any property of the specified financial institution.
- (3) Any sale, transfer, assignment or other disposition of any property of the specified financial institution in contravention of any order made under subsection (2) (f) shall be void.
- (4) Any order made under subsection (2) shall be valid for a period not exceeding 6 months.
- (5) So long as an order under subsection (1) remains in force, the Authority may, by notice in writing to that specified financial institution, suspend the approval, authorisation, designation, recognition, registration or licence of that specified financial institution under the relevant Act.
- (6) A specified financial institution that contravenes an order under subsection (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part of a day during which the offence continues after conviction.

*[Act 31 of 2017 wef 05/06/2018]*

- (7) It is not necessary to publish any order under subsection (1) in the *Gazette*.

*[Act 31 of 2017 wef 05/06/2018]*

*[Act 31 of 2017 wef 04/06/2018]*

*[Act 9 of 2013 wef 18/04/2013]*

### General provisions as to winding up

- 54.—(1) On the application of the Authority, the Court may, in addition to the grounds specified in section 254 (1) of the Companies Act (Cap. 50), order under that Act the winding up of a company incorporated in Singapore which is carrying on or has carried on the significant business of a specified financial institution in Singapore, if —
- (a) the Authority has exercised any power under the relevant provisions in relation to the company; or
- (b) the company has contravened any provision of this Act or any of the written laws set out in the Schedule.

- (f) 除該命令所定之人外，任何人不得以任何手段出售、轉讓、分派或以其他方式處置特定金融機構之任何財產。

- (3) 違反依第(2)項第(f)款訂定之命令者，對特定金融機構任何財產之出售、轉讓、分派或其他處置，均屬無效。
- (4) 依第(2)項規定所作命令之有效期限，不得超過 6 個月。
- (5) 於依第(1)項規定所作命令之有效期間內，本局得以書面通知該特定金融機構，中止依相關法律對該特定金融機構所為之同意、授權、指定、核准、登記或核給執照。
- (6) 特定金融機構違反依第(1)項規定所作命令者，應構成犯罪；經定罪者，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金。

*[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]*

- (7) 依第(1)項所作之命令，無須登載於政府公報。

*[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]*

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

### 清算之通則

- 第 54 條(1)法院對於本局之申請，除依公司法（第 50 章）第 254 條第(1)項所定之事由外，若有下列情形之一者，得依該法律命令在新加坡執行中或已執行新加坡特定金融機構重要業務之公司進行清算—
- (a) 本局已依相關規定對該公司行使任何權利；或
- (b) 該公司違反本法或附錄所列任何成文法之任何規定。

- (2) On the application of the Authority, the Court may, in addition to the grounds specified in section 351 (1) of the Companies Act, order under that Act the winding up of an unregistered company which is carrying on or has carried on the significant business of a specified financial institution in Singapore, if —
- (a) the Authority has exercised any power under the relevant provisions in relation to the unregistered company;
  - (b) the unregistered company has been approved, authorised, designated, recognised, registered, licensed or otherwise regulated under this Act or any of the written laws set out in the Schedule, and any of the following applies:
    - (i) the approval, authorisation, designation or recognition of the unregistered company has been withdrawn;
    - (ii) the registration of the unregistered company has been cancelled or has expired;
    - (iii) the licence of the unregistered company has been revoked or has expired;
    - (iv) the regulation of the unregistered company by the Authority has ceased; or
  - (c) the unregistered company is carrying on or has carried on the significant business of a specified financial institution in Singapore in contravention of any provision of this Act or any of the written laws set out in the Schedule.
- (3) Notwithstanding sections 254 (2) and 351 (2) of the Companies Act, on the application of the Authority for the winding up, on the ground specified in section 254 (1) (e) or 351 (1) (c)(ii) of the Companies Act, of a company which is carrying on or has carried on the significant business of a specified financial institution in Singapore, any statement of account lodged by the company with the Authority, at any time during the period beginning with the close of the last financial year of the company and ending with the making of the application for the winding up, which shows that the company is insolvent, shall be evidence that the company —
- (a) was insolvent at the close of that financial year; and
  - (b) continues to be unable to pay its debts.

- (2) 法院對於本局之申請，除依公司法第 351 條第(1)項所定之事由外，若有下列情形之一者，得依該法律命令在新加坡執行中或已執行新加坡特定金融機構重要業務之未登記公司進行清算—
- (a) 本局已依相關規定對該未登記公司行使任何權力；
  - (b) 該未登記公司曾依本法或附錄所列任何成文法取得同意、授權、指定、核准、登記、核給執照或其他認可，並有下列情形之一者：
    - (i) 該未登記公司取得之同意、授權、指定或核准業經撤回；
    - (ii) 該未登記公司取得之登記業經撤銷或已屆期；
    - (iii) 該未登記公司取得之執照業經撤銷或已屆期；
    - (iv) 該未登記公司取得之其他認可業經停止；或
  - (c) 該未登記公司在新加坡執行中或已執行特定金融機構重要業務，違反本法或附錄所列成文法之任何規定。
- (3) 無論公司法第 254 條第(2)項及第 351 條第(2)項規定，本局依公司法第 254 條第(1)項第(e)款或第 351 條第(1)項第(c)款第(ii)目所定之事由，對在新加坡執行中或已執行新加坡特定金融機構重要業務之公司，且自該公司上一會計年度終了起，至提出清算申請為止之期間內，根據該公司向本局提交之會計報表顯示該公司無力清償，而向法院提出清算申請者，應證明—
- (a) 該公司在該會計年度終了時已無力清償；且
  - (b) 該公司持續未能償還債務。

- (4) Notwithstanding any written law or rule of law —
- (a) no person shall be appointed as an office holder, or as a liquidator under the Companies Act, of a company, which is carrying on or has carried on the significant business in Singapore of a specified financial institution, without the prior written approval of the Authority; and
  - (b) in the case of a foreign company which is carrying on or has carried on the significant business in Singapore of a specified financial institution, a liquidator appointed for its liquidation or dissolution at its place of incorporation or origin shall not have or exercise any power or function of a liquidator in Singapore, unless the liquidator has been approved by the Authority.
- (5) For the avoidance of doubt, subsection (4) (a) shall not affect the operation of section 263 (a), (d), (da) or (e) of the Companies Act.
- (6) Any approval of the Authority under subsection (4) (b) may be granted subject to such conditions as the Authority may determine, and the Authority may add to, vary or revoke any such condition.
- (6A) The specified financial institution or the liquidator, as the case may be, mentioned in subsection (4) (b) must comply with the conditions in subsection (6).

*[Act 31 of 2017 wef 05/06/2018]*

- (7) Notwithstanding any written law or rule of law, where a company which is carrying on or has carried on the significant business of a specified financial institution in Singapore is being wound up under the Companies Act, the Authority shall, subject to such modifications as may be necessary, have the same powers and rights as a creditor of the company under that Act, including the right to appear and be heard before the Court in any proceedings in the winding up.
- (8) Without prejudice to subsections (6) and (7) and notwithstanding any written law or rule of law, where a company which is carrying on or has carried on the significant business in Singapore of a specified financial institution is being wound up, its liquidator (whether appointed under the Companies Act or, in the case of a foreign company, appointed at its place of incorporation or origin) shall give the Authority such information as the Authority may from time to time require about the affairs of the company and the winding up.

- (4) 無論成文法或法律原則之規範—

- (a) 任何人未經本局事先以書面同意者，不得依公司法擔任在新加坡執行中或已執行特定金融機構重要業務之公司之接管人或清算人；且
  - (b) 若係外國公司在新加坡執行中或已執行特定金融機構重要業務者，則在其設立登記地受託辦理清算或解散之清算人，非經本局同意，不得在新加坡行使清算人之權力或職能。
- (5) 為免滋生疑義，第(4)項第(a)款規定不得影響公司法第 263 條第(a)款、第(d)款、第(da)款或第(e)款等規定之施行。
- (6) 本局依第(4)項第(b)款規定為同意時，得附加同意之條件，並得增補、更改或撤銷該等條件。
- (6A) 第(4)項第(b)款規定所指之特定金融機構或清算人（視情況而定），應遵守依第(6)項規定所附加之條件。

*[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]*

- (7) 無論成文法或法律原則之規範，凡在新加坡執行中或已執行特定金融機構重要業務之公司依公司法進行清算中，經必要之變通後，本局應享有與公司法所定公司債權人相同之權力或權利，包括於清算期間之任何訴訟程序中出庭或聽審之權利。
- (8) 於不損及第(6)項及第(7)項規定普遍性之前提下，無論成文法或法律原則之規範，凡在新加坡執行中或已執行特定金融機構重要業務之公司進行清算中，清算人（無論依公司法受託者，或於外國公司設立登記地受託者）於本局要求提供有關公司事務或清算之資訊時，應隨時予以提供。

- (8A) Any liquidator who —
- (a) without reasonable excuse, fails to comply with subsection (6A) or (8); or
  - (b) in purported compliance with subsection (8), knowingly or recklessly furnishes any information or document that is false or misleading in a material particular,
- shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$125,000 or to imprisonment for a term not exceeding 3 years or to both and, in the case of a continuing offence, to a further fine not exceeding \$12,500 for every day or part of a day during which the offence continues after conviction.

[Act 31 of 2017 wef 05/06/2018]

- (9) In this section —
- "liquidator" includes a provisional liquidator;
- "unregistered company" has the same meaning as in section 350 of the Companies Act.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

#### Power of Court to take action against directors and executive officers

- 55.—(1) Without prejudice to any provision of this Act or any of the written laws set out in the Schedule, if, in the course of exercising the Authority's powers under this Part or the relevant provisions, it appears to the Authority that any past or present director or executive officer of a specified financial institution has failed to discharge the duties of his office, has misapplied or retained, or become liable or accountable for, any money or property of the specified financial institution, or has been guilty of any misfeasance or breach of trust or duty in relation to the specified financial institution, the Authority may apply to the Court for, and the Court may make —
- (a) an order that any salary, remuneration or other benefits received by the director or executive officer from the specified financial institution during the relevant period be repaid or returned to the specified financial institution;
  - (b) an order that the director or executive officer shall cease to be entitled to receive any deferred salary, remuneration or other benefits that the specified financial institution had agreed to pay to him during the relevant period;

- (8A) 任何清算人有下列行為之一者，應構成犯罪；經定罪者，應科 12 萬 5 千元以下罰金或處或併處 3 年以下有期徒刑；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 1 萬 2 千 5 百元以下罰金—
- (a) 無正當理由未遵守第(6A)項或第(8)項規定；或
  - (b) 佯稱遵守第(8)項規定，但故意或恣意就重要事項提供虛假或誤導性之任何資訊或文件。

[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]

- (9) 本條之—

「清算人」包括臨時清算人；

「未登記公司」與公司法第 350 條規定所指者相同。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

#### 法院對董事及執事人員採取行動之權力

- 第 55 條(1)於不損及本法或附錄所列任何成文法規定下，當本局於依本章或相關規定行使本局權力之過程中，認為特定金融機構之任何卸任或現任董事或執事人員未能履行其職責、對特定金融機構之金錢或財產予以挪用、占用，或有可歸責之情形，或對該特定金融機構做出任何不當行為、背信、失職之犯行者，本局得向法院申請，且法院得作出—
- (a) 董事或執事人員於該有關期間內取自特定金融機構之任何薪金、酬勞或其他福利，應償還或退還予該特定金融機構之命令；
  - (b) 董事或執事人員於該有關期間內不得再向特定金融機構領取原已同意向其支付，但尚未支付之任何薪金、酬勞或其他福利之命令；

- (c) an order that any deferred salary, remuneration or other benefits to be paid by the specified financial institution to the director or executive officer be reduced by such amount as the Court thinks just;
  - (d) the orders referred to in paragraphs (a) and (b); or
  - (e) the orders referred to in paragraphs (a) and (c).
- (2) Where it appears to the Authority that the director or executive officer has acted recklessly, fraudulently or dishonestly in relation to the specified financial institution, the Authority may apply to the Court to extend, and the Court may order the extension of, the length of the relevant period.
- (3) In this section, "relevant period" means the period of 2 years immediately preceding the date on which the Authority began to exercise its powers under this Part or the date on which the Authority began to exercise its powers under the relevant provisions, whichever is the earlier.

[Act 31 of 2017 wef 04/06/2018]  
[Act 9 of 2013 wef 18/04/2013]

## Division 2 — Compulsory transfer of business of pertinent financial institution

### Interpretation of this Division

56. In this Division, unless the context otherwise requires —
- "business" includes affairs, property, right, obligation and liability;
- "certificate" means a certificate of transfer issued by the Minister under section 58 (1);
- "debenture" has the same meaning as in section 4 (1) of the Companies Act (Cap. 50);
- "determination" means a determination made by the Authority under section 57 (1);
- "guaranteed policy moneys" has the same meaning as in section 1A of the Insurance Act (Cap. 142);

[Act 31 of 2017 wef 04/06/2018]

[Act 31 of 2017 wef 29/10/2018]

- (c) 特定金融機構向董事或執事人員遞延支付之任何薪金、酬勞或其他福利，應依法院所認公正金額予以酌減之命令；
  - (d) 第(a)款及第(b)款之命令；或
  - (e) 第(a)款及第(c)款之命令。
- (2) 當本局認為該董事或執事人員對特定金融機構已作出恣意、欺詐或不誠實等行為，本局得向法院申請延長該有關期間，且法院得命令延長之。
- (3) 本條規定所稱「有關期間」，指本局依本章規定或相關規定開始行使權力之日起算前 2 年之期間，並以較早開始者為準。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]  
[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

## 第 2 節 有關金融機構業務之強制轉讓

### 本節之釋義

#### 第 56 條 除上下文另有所指外，本節之—

「業務」包括事務、財產、權利、義務及責任；

「證書」指依第 58 條第(1)項規定由主管部長所發出之轉讓證書；

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

「公司債」與公司法（第 50 章）第 4 條第(1)項規定所指者相同；

「決定」指本局依第 57 條第(1)項規定所作之決定；

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

「保障保險金」與保險法（第 142 章）第 1A 條規定所指者相同；

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

"property" includes property, right and power of every description;  
 "specified business" means any part of the business of a transferor which is specified or identified in a certificate;  
 "transferee" means any person to which the whole or any part of a transferor's business is, is to be, or is proposed to be transferred under this Division;

[Act 31 of 2017 wef 29/10/2018]

"transferor" means a pertinent financial institution the whole or any part of the business of which is, is to be, or is proposed to be transferred under this Division.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

### Compulsory transfer of business

- 57.—(1) Subject to subsections (2), (2A) and (6), the Authority may make a determination that the whole or any part of the business of a transferor shall be transferred to a transferee, if —
- (a) any ground exists for the Authority to exercise any power under the relevant provisions in relation to the transferor, whether or not the Authority has exercised the power;
  - (b) the board of directors of the transferee (in any case where the transferee is a corporation), or the committee of management of the transferee (in any case where the transferee is a co-operative society), has consented to the transfer;
  - (c) the Authority is satisfied that the transfer is appropriate, having regard to —
    - (i) in any case where the transferor is a bank licensed under the Banking Act (Cap. 19) —
      - (A) the interests of the depositors of the transferor given priority and the order of priority of each class of depositors under section 62 of the Banking Act;
      - (B) if the transferee is a bank licensed under the Banking Act, the interests of the depositors of the transferee given priority and the order of priority of each class of depositors under section 62 of the Banking Act;
      - (C) the stability of the financial system in Singapore; and
      - (D) any other matter that the Authority considers relevant;

「財產」包括財務、權利及各種權能；  
 「特定業務」指證書中所指明或認定之讓與人業務之任何部分；  
 「受讓人」指讓與人依本節規定將其全部或部分業務完成讓與、確定讓與或擬讓與之任何人；

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

「讓與人」指依本節完成轉讓、確定轉讓或擬轉讓其全部或部分業務之有關金融機構。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

### 業務之強制轉讓

- 第 57 條(1)於符合第(2)項、第(2A)項及第(6)項規定下，若有下列情形時，本局得作出讓與人業務之全部或一部應轉讓予受讓人之決定—
- (a) 存有本局得依涉及有關讓與人之相關規定行使任何權力之事由，無論本局是否已行使該權力；
  - (b) 受讓人之董事會（受讓人係公司者）或管理委員會（受讓人係合作社者）已同意該轉讓；
  - (c) 該轉讓經本局認為適當，並已衡酌—
    - (i) 若讓與人係依銀行法（第 19 章）核給執照之銀行者—
      - (A) 依銀行法第 62 條規定優先保障該讓與人之存款人利益及各類存款人之優先順序；
      - (B) 若受讓人係依銀行法核給執照之銀行者，依銀行法第 62 條規定優先保障該受讓人之存款人利益及各類存款人之優先順序；
      - (C) 新加坡金融體系之穩定性；及
      - (D) 本局認為相關之任何其他事項；



- (ii) in any case where the transferor is a finance company licensed under the Finance Companies Act (Cap. 108) —
  - (A) the interests of the depositors of the transferor given priority and the order of priority of each class of depositors under section 44A of the Finance Companies Act;
  - (B) if the transferee is a finance company licensed under the Finance Companies Act, the interests of the depositors of the transferee given priority and the order of priority of each class of depositors under section 44A of the Finance Companies Act;
  - (C) the stability of the financial system in Singapore; and
  - (D) any other matter that the Authority considers relevant;

*[Act 31 of 2017 wef 29/10/2018]*

- (iia) in any case where the transferor is an insurer licensed under the Insurance Act (Cap. 142) —
  - (A) the interests of the policy owners of the transferor given priority and the order of priority of each class of policy owners under section 49FR of the Insurance Act;
  - (B) if the transferee is an insurer licensed under the Insurance Act, the interests of the policy owners of the transferee given priority and the order of priority of each class of policy owners under section 49FR of the Insurance Act;
  - (C) the stability of the financial system in Singapore;
  - (D) whether the PPF Agency has to make a payout from any of the PPF Funds to the transferee and the amount of such payout, if any; and
  - (E) any other matter that the Authority considers relevant; or

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- (iii) in any other case —
  - (A) the interests of the affected persons of the transferor;
  - (B) the interests of the affected persons of the transferee;
  - (C) the stability of the financial system in Singapore; and
  - (D) any other matter that the Authority considers relevant;

*[Act 31 of 2017 wef 29/10/2018]*

- (ii) 若讓與人係依融資公司法（第 108 章）核給執照之融資公司者—
  - (A) 依融資公司法第 44A 條規定優先保障該讓與人之存款人利益及各類存款人之優先順序；
  - (B) 若受讓人係依融資公司法核給執照之融資公司者，依融資公司法第 44A 條規定優先保障該受讓人之存款人利益及各類存款人之優先順序；
  - (C) 新加坡金融體系之穩定性；及
  - (D) 本局認為相關之任何其他事項；

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- (iia) 若讓與人係依保險法（第 142 章）核給執照之保險人者—
  - (A) 依保險法第 49FR 條規定優先保障該讓與人之保單所有人利益及各類保單所有人之優先順序；
  - (B) 若受讓人係依保險法核給執照之保險人者，依保險法第 49FR 條規定優先保障該受讓人之保單所有人利益及各類保單所有人之優先順序；
  - (C) 新加坡金融體系之穩定性；
  - (D) PPF 代理機構是否應自 PPF 基金支付款項予受讓人，若應支付者，其數額；及
  - (E) 本局認為相關之任何其他事項；或

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- (iii) 若為其他情形者—
  - (A) 受讓與人影響者之利益；
  - (B) 受受讓人影響者之利益；
  - (C) 新加坡金融體系之穩定性；及
  - (D) 本局認為相關之任何其他事項；

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- (d) the transfer involves the whole or part of the significant business of the transferor; and

*[Act 31 of 2017 wef 29/10/2018]*

- (e) where the transferee is to carry on the whole or part of the significant business of the transferor, the transferee is, or will be applying to be, approved, authorised, designated, recognised, registered, licensed or otherwise regulated, under this Act or any of the written laws set out in the Schedule, to carry on the significant business of the transferor.

*[Act 31 of 2017 wef 29/10/2018]*

- (2) Where the transferor is a pertinent financial institution incorporated or established outside Singapore, any determination shall only be in respect of the transferor's business (or any part thereof) which is reflected in the books of the transferor in Singapore in relation to the transferor's operations in Singapore, and the references to depositors, policy owners and affected persons in subsection (1) (c) shall be construed accordingly.

*[Act 31 of 2017 wef 29/10/2018]*

- (2A) Where the transferor is an insurer licensed under the Insurance Act, any determination made by the Authority for the purpose of subsection (1) may include a determination as to whether guaranteed policy moneys in relation to any policy should be adjusted upon the proposed transfer so as to achieve an orderly resolution of the transferor.

*[Act 31 of 2017 wef 29/10/2018]*

- (3) The Authority may, before making a determination, appoint one or more persons —

- (a) to perform an independent assessment of —  
(i) the proposed transfer of the business (or any part thereof) of the transferor;

*[Act 31 of 2017 wef 29/10/2018]*

- (ii) the consideration, if any, that should be paid by the transferee; and  
(iii) where the transferor is an insurer licensed under the Insurance Act, whether guaranteed policy moneys in relation to any policy should be adjusted upon the proposed transfer so as to achieve an orderly resolution of the transferor; and

*[Act 31 of 2017 wef 29/10/2018]*

- (d) 轉讓涉及讓與人之全部或部分重要業務；及

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- (e) 若受讓人將繼續經營讓與人之全部或部分重要業務者，該受讓人已經或將會依本法或附錄所列任何成文法，向本局申請經營讓與人全部或部分重要業務所需之同意、授權、指定、核可、登記、核給執照或其他認可。

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

- (2) 若讓與人係在新加坡境外成立或設立之有關金融機構者，本局所作轉讓之任何決定僅適用於讓與人在新加坡營運，並列入其在新加坡簿冊之業務（或部分業務），且第(1)項第(c)款規定所述存款人、保單所有人及受影響人，應作相應之解釋。

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- (2A) 若讓與人係依保險法核給執照之保險人者，本局為實行第(1)項規定所作之任何決定得涵括是否應依所擬轉讓調整與任何保單相關之保障保險金，俾實現讓與人之有序清理之決定。

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- (3) 本局於作出決定前，得指派一人或數人 —

- (a) 對下列事項執行獨立評估 —  
(i) 擬轉讓之讓與人業務（或部分業務）；

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- (ii) 受讓人應支付之對價（若有者）；及  
(iii) 若讓與人係依保險法核給執照之保險人者，是否應依所擬轉讓調整與任何保單相關之保障保險金，俾實現讓與人之有序清理；及

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- (b) to furnish to the Authority a report on the assessment and on the proposed transfer.
- (4) The remuneration and expenses of any person appointed under subsection (3) shall be paid by the transferor.
- (5) The Authority shall serve a copy of any report furnished under subsection (3) on the transferor and the transferee.
- (6) A determination may provide for the transfer of the business (or any part thereof) of the transferor to a transferee for the purpose mentioned in subsection (1) (e), where the transferee is not approved, authorised, designated, recognised, registered, licensed or otherwise regulated under any of the written laws set out in the Schedule to carry on in Singapore the significant business of the transferor, on terms that the transfer shall take effect only in the event of the transferee becoming so approved, authorised, designated, recognised, registered, licensed or regulated, as the case may be.

*[Act 31 of 2017 wef 29/10/2018]*

- (7) Upon making a determination, the Authority shall submit the determination to the Minister for his approval.
- (8) Before approving the determination, the Minister shall, unless he decides that it is not practicable or desirable to do so —
  - (a) publish in the *Gazette* and in such newspaper or newspapers as he may determine a notice of his intention to approve the determination, specifying such particulars as he considers appropriate; and
  - (b) cause to be given to the transferor notice in writing of his intention to approve the determination, specifying such particulars as he considers appropriate and the date by which the transferor may make written representations to him.
- (9) In determining the period within which written representations have to be made under subsection (8), the Minister shall take into account the need for the transfer to be effected expeditiously in the interest of the stability of the financial system in Singapore.
- (10) Upon receipt of any written representation, the Minister shall consider the representation for the purpose of deciding whether to approve the determination.
- (11) Where the transferor is a bank incorporated in Singapore, the Minister shall not approve the determination unless he is satisfied that it is in the national interest to do so.

- (b) 向本局提交有關評估及擬轉讓之報告。

- (4) 依第(3)項規定派員所需之報酬及費用，應由讓與人支付。
- (5) 本局應將依第(3)項規定提交之報告複本送達讓與人及受讓人。
- (6) 本局之決定得為實行第 1 項第(e)款規定所指之目的，規定將讓與人業務（或部分業務）轉讓予受讓人；若該受讓人尚未取得依附錄所列任何成文法所定在新加坡經營讓與人之重要業務所需之同意、授權、指定、核可、登記、核給執照或其他認可者，並得附帶該轉讓應於受讓人取得該同意、授權、指定、核可、登記、執照或其他認可時（視情況而定），始生效力之條件。

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

- (7) 決定一經作出，本局即應將該決定提請主管部長同意。
- (8) 主管部長於同意該決定前，除其認為下列行動不可行或不宜者外，應—
  - (a) 在政府公報及其選定之報章登載其有意同意該決定之通知，並指明其認為適當之細節；及
  - (b) 以書面向讓與人通知其有意同意該決定，並指明其認為適當之細節及讓與人得向其提出書面意見之期限。
- (9) 主管部長在依第(8)項規定決定讓與人得提出書面意見之期限時，應注意迅速有效地完成轉讓，以利新加坡金融體系穩定之需要。
- (10) 主管部長在收到任何書面意見後，應審酌該意見，俾衡酌是否同意該決定。
- (11) 若讓與人係在新加坡設立之銀行者，主管部長須確信該決定之同意符合國家利益，始得同意之。

(12) The Minister may —

- (a) approve the determination without modification;
- (b) approve the determination subject to any modification the Minister considers appropriate, if either the board of directors of the transferee (if it is a corporation) or the committee of management of the transferee (if it is a co-operative society) has agreed to the modification; or

*[Act 31 of 2017 wef 29/10/2018]*

(c) refuse to approve the determination.

(13) Any approval under subsection (12) shall be subject to such conditions as the Minister may determine to give effect to the determination, and the Minister may add to, vary or revoke any such condition.

*[Act 31 of 2017 wef 29/10/2018]*

(13A) The transferor or transferee, as the case may be, must comply with every condition mentioned in subsection (13) that applies to it and of which it has been given written notice by the Authority.

*[Act 31 of 2017 wef 29/10/2018]*

(13B) A person that contravenes subsection (13A) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part of a day during which the offence continues after conviction.

*[Act 31 of 2017 wef 29/10/2018]*

(14) A determination, an approval under subsection (12) of a determination or the issue of a certificate shall not preclude the exercise of any power by the Authority or the Minister under this Act or the relevant Act applicable to the transferor.

*[Act 31 of 2017 wef 04/06/2018]*

*[Act 9 of 2013 wef 18/04/2013]*

#### Certificate of transfer

58.—(1) If the Minister approves a determination, he shall, as soon as practicable, issue a certificate of transfer, which shall come into effect on the date specified by him in the certificate.

(12) 主管部長得—

- (a) 同意該決定而不作任何修改；
- (b) 同意該決定，但作出其認為適當，且經受讓人之董事會（受讓人係公司者）或管理委員會（受讓人係合作社者）同意之任何修改；或

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(c) 拒絕同意該決定。

(13) 主管部長依第(12)項規定為同意時，得附加同意該決定生效之條件，並得增補、更改或撤銷該等條件。

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

(13A) 讓與人或受讓人（視情況而定）應遵守第(13)項規定所指適用於該讓與人或受讓人，並業經本局以書面向其通知之所有條件。

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

(13B) 違反第(13A)項規定之人，應構成犯罪；經定罪者，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金。

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

(14) 任何決定、依第(12)項規定對該決定作出之同意，或發出之證書，不得妨礙本局或主管部長依本法或適用於讓與人之有關法律行使任何權力。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

#### 轉讓證書

第 58 條(1) 主管部長於同意本局之決定後，應在切實可行之範圍內，儘速核發轉讓證書，並於該證書中載明其生效日期。

- (2) The certificate shall specify such information as may be prescribed by regulations made under section 126.

[Act 31 of 2017 wef 04/06/2018]

- (3) The certificate may make provision for all or any of the following matters:

- (a) the transfer to the transferee of the whole or any part of the business of the transferor;
- (b) the allotment or appropriation by the transferee of any share, debenture, policy or other interest in the transferee which under the transfer is to be allotted or appropriated by the transferee to or for any person;
- (c) any property which is held by the transferor as trustee;
- (d) any future or contingent right or liability of the transferor;
- (e) the coming into effect of the transfer of any specified business on a date other than the date on which the certificate comes into effect;
- (f) the consideration, if any, to be paid by the transferee to the transferor, and the period within which the consideration is to be paid;
- (fa) where the transferor is an insurer licensed under the Insurance Act (Cap. 142), whether guaranteed policy moneys in relation to any policy should be adjusted upon the proposed transfer so as to achieve an orderly resolution of the transferor;

[Act 31 of 2017 wef 29/10/2018]

- (g) such incidental, consequential and supplementary matters as are, in the Minister's opinion, necessary to secure that the transfer is fully effective, including conditions relating to the transfer.
- (4) The Minister may at any time before the certificate comes into effect add to, vary or revoke any matter specified in the certificate.
- (5) On or before the date on which the certificate comes into effect, the Authority shall cause the certificate and any addition, variation or revocation referred to in subsection (4) to be served on the transferor and the transferee and published in the *Gazette* and in such newspaper or newspapers as the Minister may determine.
- (6) Subject to subsection (7), unless otherwise specified in the certificate, the transfer of the business (or any part thereof) of the transferor under the certificate shall take effect on the date on which the certificate comes into effect.

- (2) 該證書應載明依第 126 條所定法規中定明之資訊。

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- (3) 該證書得就下列事項訂定規範：

- (a) 將讓與人業務之全部或任何部分轉讓予受讓人；
- (b) 受讓人因轉讓而受讓之任何股份、公司債、保單或其他權益，其分配或撥付由受讓人向任何人或為任何人為之；
- (c) 讓與人擔任受託人所持有之任何財產；
- (d) 讓與人任何未來或可能之權利或義務；
- (e) 於該證書生效日以外，另訂任何特定業務之轉讓生效日；
- (f) 受讓人向讓與人支付之對價（若有者），及支付該對價之期間；
- (fa) 若讓與人係依保險法（第 142 章）核給執照之保險人者，是否應依所擬轉讓調整與任何保單相關之保障保險金，俾實現讓與人之有序清理；

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- (g) 主管部長認為係確保轉讓完全有效所必要之附帶、重要及補充之事項，包括與轉讓有關之條件。
- (4) 主管部長得於該證書生效前，隨時增補、更改或撤銷該證書中載明之任何事項。
- (5) 於該證書生效當日或之前，本局應將該證書及第 (4) 項規定所指之任何增補、更改或撤銷送達讓與人及受讓人，並登載於政府公報及主管部長指定之報章。
- (6) 除第 (7) 項另有規定外，該證書所載讓與人業務（或部分業務）之轉讓，除於該證書另訂轉讓之生效日外，該證書生效之日即為轉讓生效之日。

- (7) Where the transferee is to carry on the whole or part of the significant business of the transferor, and is not approved, authorised, designated, recognised, registered, licensed or otherwise regulated, under this Act or any of the written laws set out in the Schedule, to carry on in Singapore the significant business of the transferor, the transfer of the business (or any part thereof) shall not come into effect unless the transferee becomes so approved, authorised, designated, recognised, registered, licensed or regulated, as the case may be.

*[Act 31 of 2017 wef 29/10/2018]*

- (8) Notwithstanding any written law or rule of law, upon the date on which the transfer of the business (or any part thereof) of the transferor comes into effect under the certificate —
- (a) subject to subsection (10) —
- (i) the business (or any part thereof) shall be transferred to and vest in the transferee without other or further assurance, act or deed; and
- (ii) the certificate shall have effect according to its tenor and be binding on any person thereby affected;
- (b) no deed, bond, agreement or other arrangement subsisting immediately before that date —
- (i) which relates to the business (or any part of the business); and
- (ii) to which the transferor is a party, is considered terminated by reason only of the transfer, but each of these continues in full force and effect, and is enforceable by or against the transferee (as the case may be), as from that date, as if the transferee had been named in it or had been a party to it instead of the transferor; and

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- (c) any proceedings or cause of action, by or against the transferor, pending or existing immediately before that date and relating to the business (or any part thereof) may be continued and shall be enforced by or against the transferee as from that date.

- (8A) Subsection (8) (b) does not apply to a contract of employment.

*[Act 31 of 2017 wef 29/10/2018]*

- (7) 若受讓人將繼續經營讓與人之全部或部分重要業務者，但尚未取得依本法或附錄所列任何成文法所定在新加坡經營讓與人之重要業務所需之同意、授權、指定、核可、登記、核給執照或其他認可者，該業務（或部分業務）之轉讓應於受讓人取得該同意、授權、指定、核可、登記、執照或其他認可時（視情況而定），始生效力。

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- (8) 無論任何成文法或法律原則，自讓與人業務（或部分業務）之轉讓依該證書生效之日起—
- (a) 除第(10)項另有規定外—
- (i) 業務（或其任何部分）即轉讓並歸屬受讓人，無須為其他或進一步之保證、行動或契據；且
- (ii) 該證書應依其意旨生效，並對受其影響之任何人具有拘束力；
- (b) 於轉讓生效日之前，符合下列情形之契據、契約、協議或其他約定，不因轉讓而終止，而係繼續完全有效，並自該生效日起，由受讓人以受讓人之名義或當事人之一方（視情況而定）承受之—
- (i) 與該業務（或其任何部分）相關；且
- (ii) 讓與人為其中一方當事人；及

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- (c) 於轉讓生效日之前，任何與該業務（或其任何部分）相關，且由讓與人或對讓與人所為之待決或既有法律程序或訴訟，可繼續進行，並自該生效日起，由受讓人承受之。

- (8A) 第 8 項第(b)款規定，於僱傭契約，不適用之。

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- (8B) To avoid doubt, this section does not affect the operation of section 18A of the Employment Act (Cap. 91).

*[Act 31 of 2017 wef 29/10/2018]*

- (9) For the avoidance of doubt, the business (or any part thereof) of the transferor shall be transferred to and vest in the transferee in accordance with subsection (8), notwithstanding any incapacity of the transferor.
- (9A) Where the transferor is an insurer licensed under the Insurance Act and guaranteed policy moneys under a policy have been adjusted under the certificate —
- (a) the policy owner or claimant continue to have recourse against the transferor for the difference between the original guaranteed policy moneys and the adjusted guaranteed policy moneys; and
  - (b) any agreement or other arrangement mentioned in subsection (8) (b) has effect as if the guaranteed policy moneys have been so adjusted.

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- (10) The certificate shall not have any effect or operation in transferring or otherwise vesting land in Singapore until the appropriate entries are made with respect to the transfer or vesting of that land by the appropriate authority.
- (11) Section 259 of the Companies Act (Cap. 50) shall not apply to the transfer of any property under the certificate.
- (12) If any specified business is governed by the law of any foreign country or territory, and the transferee so requires, the transferor shall take all necessary steps for securing that the transfer of the specified business to the transferee is fully effective under the law of that country or territory.
- (13) The transferee and the transferor shall each lodge, within 7 days after being served with the certificate —
- (a) a copy of the certificate with the Registrar of Companies;
  - (b) where the transferor or transferee is a co-operative society, a copy of the certificate with the Registrar of Co-operative Societies; and
  - (c) where the certificate relates to land in Singapore, an office copy of the certificate with the appropriate authority concerned with the registration or recording of dealings in that land.

- (8B) 為免滋生疑義，本條規定不影響僱傭法（第 91 章）第 18A 條規定之施行。

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- (9) 為免滋生疑義，讓與人之業務（或其任何部分）應依第(8)項規定轉讓並歸屬受讓人。該讓與人喪失行為能力者，亦同。
- (9A) 若讓與人係依保險法核給執照之保險人，且保單之保障保險金已依轉讓證書調整者—
- (a) 保單所有人或索賠人仍得向讓與人追索原保障之保險金與調整後之保障保險金間之差額；且
  - (b) 第 8 項第(b)款規定所稱之協議或其他約定之效力，變更為等同保單保障保險金業經調整後之效力。

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- (10) 在有關當局對轉讓或歸屬之土地作出適當登記之前，該證書對於該轉讓或以其他方式歸屬之土地，在新加坡不生任何效力或作用。
- (11) 公司法（第 50 章）第 259 條規定，於依該證書轉讓之任何財產，不適用之。
- (12) 若任何特定業務係屬其他國家或地區之法律管轄者，讓與人應依受讓人之要求，採取一切必要之步驟，確保將該特定業務轉讓予受讓人，依該國家或地區之法律係屬完全有效。
- (13) 受讓人及讓與人應各自在該證書送達後 7 日內辦理—
- (a) 向公司登記官遞交該證書之複本；
  - (b) 若讓與人或受讓人為合作社者，應向合作社登記官遞交該證書之複本；及
  - (c) 若該證書涉及新加坡之土地者，應向職掌該土地交易登記或記錄之有關當局遞交該證書之正式複本。

- (14) A transferor or transferee which fails to comply with any provision in the certificate shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part thereof during which the offence continues after conviction.
- (15) A transferor which contravenes subsection (12) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part thereof during which the offence continues after conviction.
- (16) A transferor or transferee which contravenes subsection (13), and every officer of the transferor or transferee (as the case may be) who fails to take all reasonable steps to secure compliance by the transferor or transferee (as the case may be) with that subsection, shall each be guilty of an offence and shall each be liable on conviction to a fine not exceeding \$2,000 and, in the case of a continuing offence, to a further fine not exceeding \$200 for every day or part thereof during which the offence continues after conviction.
- (17) In subsection (16), "officer", in relation to a transferor or transferee, includes —
- (a) a director, a secretary or an executive officer of the transferor or transferee (as the case may be);
  - (b) a receiver or manager of any part of the undertaking of the transferor or transferee (as the case may be) appointed under a power contained in any instrument; and
  - (c) a liquidator of the transferor or transferee (as the case may be) appointed in a voluntary winding up.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

#### Moratorium, avoidance of disposition of property, etc.

- 59.—(1) Notwithstanding section 53 (2) but subject to section 125, no resolution shall be passed, and no order shall be made, for the winding up of a transferor, and no judicial management order under Part VIIIA of the Companies Act (Cap. 50) shall be made in relation to a transferor, during the period —

- (14) 讓與人或受讓人未遵守該證書之任何規範者，應構成犯罪；經定罪者，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金。
- (15) 讓與人違反第(12)項規定，應構成犯罪；經定罪者，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金。
- (16) 讓與人或受讓人違反第(13)項規定，而其職員（視情況而定）未能採取合理步驟確保讓與人或受讓人（視情況而定）遵守該項規定者，應個別構成犯罪；經定罪者，應科 2 千元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 百元以下罰金。
- (17) 第(16)項規定所指「職員」，就讓與人或受讓人而言，包括—
- (a) 讓與人或受讓人（視情況而定）之董事、秘書或執事人員；
  - (b) 依任何文書所載權力，就讓與人或受讓人（視情況而定）業務之任何部分所委任之接管人或管理人；及
  - (c) 於讓與人或受讓人（視情況而定）之自願清算中受委任之清算人。

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[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

#### 暫停營業、避免處置資產等

- 第 59 條(1) 儘管第 53 條第(2)項另有規定，但在不牴觸第 125 條規定下，於下列期間內，不得對讓與人之清算通過任何決議及作出任何命令，且不得對讓與人依公司法（第 50 章）第 8A 章作出司法管理命令—



(a) beginning on —

- (i) the date on which the Minister publishes the notice under section 57 (8) in the *Gazette* on the transfer of the business (or any part thereof) of the transferor; or

[Act 31 of 2017 wef 04/06/2018]

- (ii) where the notice is not published in the *Gazette*, the date on which the Authority publishes the certificate under section 58 (5) in the *Gazette* on the transfer of the business (or any part thereof) of the transferor; and

[Act 31 of 2017 wef 04/06/2018]

(b) ending on —

- (i) the date on which the certificate comes into effect; or
- (ii) where the certificate specifies a different date for the coming into effect of the transfer of any specified business, the last day on which the transfer of every specified business has come into effect.

[Act 31 of 2017 wef 04/06/2018]

(2) Notwithstanding section 53 (2) but subject to section 125, during the period beginning on the date on which the Minister publishes the notice under section 57 (8) in the *Gazette* on the transfer of a specified business of the transferor or, where the notice is not published in the *Gazette*, the date on which the Authority publishes the certificate under section 58 (5) in the *Gazette* on the transfer of the specified business, and ending on the date on which the transfer of the specified business comes into effect —

- (a) no proceedings shall be commenced or continued against the transferor in respect of the specified business;
- (b) no execution, distress or other legal process shall be commenced, levied or continued against the specified business;
- (c) no steps shall be taken to enforce any security over the specified business or to repossess from the transferor the specified business under any hire-purchase agreement, chattels leasing agreement or retention of title agreement; and

(a) 該期間之起始日 —

- (i) 即主管部長依第 57 條第(8)項規定將讓與人轉讓業務（或部分業務）之通知登載於政府公報之日；或

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- (ii) 該通知若未登載於政府公報者，則為本局依第 58 條第(5)項規定將讓與人轉讓業務（或部分業務）之證書登載於政府公報之日；及

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(b) 該期間之屆至日 —

- (i) 即該證書生效之日；或
- (ii) 該證書若就任何特定業務之轉讓載明不同生效日者，則為所有特定業務轉讓均生效之日。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

(2) 儘管第 53 條第(2)項另有規定，但在不牴觸第 125 條規定下，自主管部長依第 57 條第(8)項規定將讓與人轉讓特定業務之通知登載於政府公報之日起，或當該通知未登載於政府公報，而由本局依第 58 條第(5)項規定將讓與人轉讓特定業務之證書登載於政府公報之日起，至特定業務之轉讓生效之日止 —

- (a) 不得就特定業務對讓與人啟動或繼續進行法律程序；
- (b) 不得對特定業務啟動、執行或繼續進行強制執行、扣押或其他法律程序；
- (c) 不得對特定業務之任何擔保採取強制執行措施，或依任何租購協議、轉租租賃協議或保留所有權協議向讓與人收回特定業務；且

- (d) any sale, transfer, assignment or other disposition of the specified business shall be void, except for (where the transferor is an insurer licensed under the Insurance Act (Cap. 142)) any payment of claims to policy owners or claimants, other than policy owners who are related corporations of the transferor.

*[Act 31 of 2017 wef 29/10/2018]*

*[Act 31 of 2017 wef 04/06/2018]*

*[Act 9 of 2013 wef 18/04/2013]*

## **Division 2A — Reverse transfer of business and onward transfer of business**

### **Interpretation of this Division**

#### **60. In this Division —**

"2nd transferee" means the person to which the whole or part of a transferor's business that was transferred to a transferee by a certificate of transfer, is or is to be transferred from the transferee in accordance with an onward transfer certificate under section 64;

"business" includes affairs, property, right, obligation and liability;

"certificate of transfer" means a certificate of transfer issued under section 58;

"onward transfer" means the transfer by the transferee to the 2nd transferee, in accordance with an onward transfer certificate under section 64, of the whole or part of the business transferred to the transferee by a certificate of transfer;

"reverse transfer" means the transfer by the transferee to the transferor in accordance with a reverse transfer certificate under section 62, of the whole or part of the transferor's business that was transferred to the transferee by a certificate of transfer;

"transferee" means the person to which the whole or part of a transferor's business has been transferred by a certificate of transfer;

"transferor" means a pertinent financial institution the whole or part of the business of which has been transferred by a certificate of transfer.

*[Act 31 of 2017 wef 29/10/2018]*

- (d) 特定業務之任何出售、轉讓、分派或其他處置均屬無效，但（若讓與人係依保險法（第 142 章）核給執照之保險人者）向讓與人關係企業以外之保單所有人或索賠人支付請求之保險金者，不在此限。

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

## **第 2A 節 業務之轉回及再轉讓**

### **本節之釋義**

#### **第 60 條 本節之一**

「第二受讓人」指第一受讓人依第 64 條規定之再轉讓證書，將其受讓自讓與人依轉讓證書轉讓之全部或部分業務，再轉讓或確定轉讓之受讓人；

「業務」包括事務、財產、權利、義務及責任；

「轉讓證書」指依第 58 條規定發出之轉讓證書；

「再轉讓」指第一受讓人依第 64 條規定之再轉讓證書，將其受讓自讓與人依轉讓證書轉讓之全部或部分業務，再轉讓予第二受讓人；

「轉回」指受讓人依第 62 條規定之轉回證書，將其受讓自讓與人依轉讓證書轉讓之全部或部分業務，轉讓予原讓與人；

「受讓人」指受讓讓與人依轉讓證書轉讓其全部或部分業務之人；

「讓與人」指已依轉讓證書將其全部或部分業務予以轉讓之有關金融機構。

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

**Reverse transfer of business**

- 61.—(1) Subject to this section, the Authority may, at any time after the transfer of any business under a certificate of transfer, make a determination that the whole or any part of the business transferred to the transferee by the certificate be transferred back to the transferor.
- (2) The Authority may make such determination if —
- the board of directors of the transferee (if it is a corporation), or the committee of management of the transferee (if it is a co-operative society), consents to the reverse transfer; and
  - the conditions prescribed by regulations made under section 126 are met.
- (3) The Authority must submit every determination under subsection (1) to the Minister for approval.
- (4) The Minister may —
- approve a determination under subsection (1) without modification;
  - approve a determination under subsection (1) subject to any modification the Minister considers appropriate, if the board of directors of the transferee (if it is a corporation), or the committee of management of the transferee (if it is a co-operative society), agrees to the modification; or
  - refuse to approve the determination.
- (5) An approval under subsection (4) is subject to such conditions as the Minister may determine to be necessary to give effect to the determination, and the Minister may add to, vary or revoke any such condition.
- (6) The transferor or transferee, as the case may be, must comply with every condition mentioned in subsection (5) that applies to it and of which it has been given written notice by the Authority.
- (7) A person that contravenes subsection (6) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part of a day during which the offence continues after conviction.
- (8) A determination under subsection (1) or an approval under subsection (4) of the determination does not prevent the exercise of any power by the Authority or the Minister under this Act or the relevant Act applicable to the transferor.

[Act 31 of 2017 wef 29/10/2018]

**業務之轉回**

- 第 61 條**(1) 本局得依本條規定，於轉讓證書之業務轉讓完成後，隨時作出將受讓自讓與人依轉讓證書轉讓之全部或部分業務轉回予原讓與人之決定。
- (2) 符合下列情形者，本局得作出轉回業務之決定—
- 受讓人之董事會（受讓人係公司者）或管理委員會（受讓人係合作社者）同意該轉回；及
  - 符合依第 126 條所定法規中定明之條件。
- (3) 本局依第(1)項規定作出之決定，應提請主管部長同意。
- (4) 主管部長得—
- 同意依第(1)項規定作出之決定而不作任何修改；
  - 同意依第(1)項規定作出之決定，但作出其認為適當，且經受讓人之董事會（受讓人係公司者）或管理委員會（受讓人係合作社者）同意之任何修改；或
  - 拒絕同意該決定。
- (5) 主管部長依第(4)項規定為同意時，得附加同意該決定生效之必要條件，並得增補、更改或撤銷該等條件。
- (6) 讓與人或受讓人（視情況而定）應遵守第(5)項規定所指適用於該讓與人或受讓人，並業經本局以書面向其通知之所有條件。
- (7) 違反第(6)項規定之人，應構成犯罪；經定罪者，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金。
- (8) 依第(1)項規定作出之決定或依第(4)項規定對該決定作出之同意，不得妨礙本局或主管部長依本法或適用於讓與人之相關法律行使任何權力。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

**Reverse transfer certificate**

- 62.—(1) If the Minister approves a determination under section 61, the Minister must, as soon as practicable, issue a certificate (called in this section the reverse transfer certificate), which is to come into effect on the date specified in the certificate.
- (2) The reverse transfer certificate must specify such information as may be prescribed by regulations made under section 126.
- (3) The reverse transfer certificate may make provision for one or more of the following matters:
- the reverse transfer approved by the Minister;
  - the effective date of the reverse transfer, if different from the date on which the reverse transfer certificate comes into effect;
  - the consideration, if any, to be returned by the transferee to the transferor and the period within which the consideration is to be returned;
  - the rescission of provisions made for any of the matters mentioned in section 58 (3) (c) and (d) in the certificate of transfer concerned;
  - such incidental, consequential and supplementary matters as are, in the Minister's opinion, necessary to secure that the reverse transfer is fully effective, including any condition mentioned in section 61 (5).
- (4) The Minister may, at any time before the reverse transfer certificate comes into effect, add to, vary or revoke any matter specified in the reverse transfer certificate.
- (5) On or before the date on which the reverse transfer certificate comes into effect, the Authority must cause the reverse transfer certificate, and any addition, variation or revocation mentioned in subsection (4) to be —
- served on the transferor and the transferee; and
  - published in the *Gazette* and in such newspaper or newspapers as the Minister may determine.
- (6) Subject to subsection (7), unless otherwise specified in the reverse transfer certificate, the effective date of the reverse transfer is the date on which the reverse transfer certificate comes into effect.
- (7) Despite any written law or rule of law (including section 58 as it applies to the certificate of transfer in question), on the effective date of the reverse transfer —
- subject to subsection (10) —

**轉回證書**

- 第 62 條**(1) 主管部長依第 61 條規定同意轉讓決定後，應在切實可行之範圍內，儘速核發證書（於本條稱為轉回證書），並於該證書中載明其生效日期。
- (2) 轉回證書應載明依第 126 條所定法規中定明之資訊。
- (3) 轉回證書得就下列事項訂定規範：
- 主管部長同意之轉回；
  - 與轉回證書生效日不同之轉回生效日；
  - 受讓人向讓與人返還之對價（若有者），及返還該對價之期間；
  - 將相關轉讓證書中，就第 58 條第(3)項第(c)款及第(d)款所指事項訂定之規範予以撤銷；
  - 主管部長認為係確保轉回完全有效所必要之附帶、重要及補充之事項，包括第 61 條第(5)項規定所指之條件。
- (4) 主管部長得於轉回證書生效前，隨時增補、更改或撤銷轉回證書中載明之任何事項。
- (5) 於轉回證書生效當日或之前，本局應將轉回證書及第(4)項規定所指之任何增補、更改或撤銷 —
- 送達讓與人及受讓人；及
  - 登載於政府公報及主管部長指定之報章。
- (6) 於不損及第(7)項規定下，除於轉回證書另訂轉回之生效日外，轉回證書之生效日即為轉回之生效日。
- (7) 無論任何成文法或法律原則（包括適用於上述轉讓證書之第 58 條規定），自轉回證書生效之日起 —
- 除第(10)項另有規定外 —

- (i) the business that is the subject of the reverse transfer is transferred back to and vests in the transferor without other or further assurance, act or deed; and
- (ii) the reverse transfer certificate has effect according to its tenor and is binding on any person affected by it;
- (b) no deed, bond, agreement or other arrangement mentioned in section 58 (8) (b) which relates to the business that is the subject of the reverse transfer is considered terminated by reason only of the reverse transfer, but each of these continues in full force and effect and is once again enforceable by or against the transferor (as the case may be);
- (c) no deed, bond, agreement or other arrangement —
  - (i) that is entered into by the transferee after the transfer of business under the certificate of transfer under section 58, but before the effective date of the reverse transfer; and
  - (ii) which relates to the business that is the subject of the reverse transfer,
 is considered terminated by reason only of the reverse transfer, but each of these continues in full force and effect, and is enforceable by or against the transferor (as the case may be), as if the transferor had been named in it or had been a party to it instead of the transferee; and
- (d) any proceedings or cause of action, by or against the transferee, pending or existing immediately before the effective date of the reverse transfer (including those mentioned in section 58 (8) (c)), and relating to the business that is the subject of the reverse transfer may be continued and enforced by or against the transferor as from that date.
- (8) Subsection (7) (b) and (c) does not apply to a contract of employment.
- (9) To avoid doubt, this section does not affect the operation of section 18A of the Employment Act (Cap. 91).
- (10) Section 58 (9) to (17) applies in relation to a reverse transfer as it applies to a transfer of business under that section as if —
  - (a) a reference to the business to be transferred is a reference to the business that is the subject of the reverse transfer;

- (i) 轉回之標的業務，即轉讓並歸屬於原讓與人，無須為其他或進一步之保證、行動或契據；且
- (ii) 轉回證書應依其意旨生效，並對受其影響之任何人具有拘束力；
- (b) 與轉回之標的業務相關之第 58 條第(8)項第(b)款規定所指契據、契約、協議或其他約定，不因轉回而終止，而係繼續完全有效，並可再次由讓與人或對讓與人強制執行（視情況而定）；
- (c) 符合下列情形之契據、契約、協議或其他約定，不因轉回而終止，而係繼續完全有效，並可由讓與人或對讓與人（視情況而定）以讓與人之名義而非受讓人之名義強制執行—
  - (i) 依第 58 條規定之轉讓證書轉讓業務後，受讓人於轉回生效日前所簽訂者；且
  - (ii) 與轉回之標的業務相關者；及
- (d) 於轉回生效日前，任何與轉回之標的業務相關，且由受讓人或對受讓人所為之待決或既有法律程序或訴訟（包括第 58 條第(8)項第(c)款規定所指者），可繼續進行，並自該生效日起，由讓與人承受之。
- (8) 第(7)項第(b)款及第(c)款規定，於僱傭契約，不適用之。
- (9) 為免滋生疑義，本條規定不影響僱傭法（第 91 章）第 18A 條規定之施行。
- (10) 第 58 條第(9)項至第(17)項有關業務轉讓之規定，於轉回之情形，比照適用之，其中—
  - (a) 所指被轉讓之業務即為轉回之標的業務；

- (b) a reference to the transferor is a reference to the transferee;
- (c) a reference to the transferee is a reference to the transferor; and
- (d) a reference to the certificate of transfer is a reference to the reverse transfer certificate.

[Act 31 of 2017 wef 29/10/2018]

### Onward transfer of business

- 63.—(1) Subject to this section, the Authority may, at any time after the transfer of any business under a certificate of transfer, make a determination that the whole or any part of the business transferred to the transferee by the certificate be transferred to another transferee.
- (2) The Authority may make such determination if —
- (a) the board of directors of the 2nd transferee (if it is a corporation), or the committee of management of the 2nd transferee (if it is a co-operative society), consents to the transfer; and
  - (b) the transferee is an entity established or incorporated to do one or both of the following:
    - (i) temporarily hold and manage the assets and liabilities of the transferor;
    - (ii) do any other act for the orderly resolution of the transferor.
- (3) The Authority must submit every determination under subsection (1) to the Minister for approval.
- (4) The Minister may —
- (a) approve a determination under subsection (1) without modification;
  - (b) approve a determination under subsection (1) subject to any modification the Minister considers appropriate, if the board of directors of the 2nd transferee (if it is a corporation), or the committee of management of the 2nd transferee (if it is a co-operative society), agrees to the modification; or
  - (c) refuse to approve the determination.
- (5) An approval under subsection (4) is subject to such conditions as the Minister may determine to be necessary to give effect to the determination, and the Minister may add to, vary or revoke any such condition.
- (6) The transferee or 2nd transferee, as the case may be, must comply with every condition mentioned in subsection (5) that applies to it and of which it has been given written notice by the Authority.

- (b) 所指讓與人即為受讓人；
- (c) 所指受讓人即為讓與人；及
- (d) 所指轉讓證書即為轉回證書。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

### 業務之再轉讓

- 第 63 條(1) 本局得依本條規定，於轉讓證書之業務轉讓完成後，隨時作出將依轉讓證書轉讓予受讓人之全部或部分業務，再轉讓予另一受讓人之決定。
- (2) 符合下列情形者，本局得作出再轉讓業務之決定—
- (a) 第二受讓人之董事會（第二受讓人係公司者）或管理委員會（第二受讓人係合作社者）同意該再轉讓；且
  - (b) 受讓人係為從事下列事項所設立或組織之實體：
    - (i) 暫時持有或管理讓與人之資產或負債；
    - (ii) 為讓與人之有序清理作出任何其他行為。
- (3) 本局依第(1)項規定作出之決定，應提請主管部長同意。
- (4) 主管部長得—
- (a) 同意依第(1)項規定作出之決定而不作任何修改；
  - (b) 同意依第(1)項規定作出之決定，但作出其認為適當，且經第二受讓人之董事會（第二受讓人係公司者）或管理委員會（第二受讓人係合作社者）同意之任何修改；或
  - (c) 拒絕同意該決定。
- (5) 主管部長依第(4)項規定為同意時，得附加同意該決定生效之必要條件，並得增補、更改或撤銷該等條件。
- (6) 受讓人或第二受讓人（視情況而定）應遵守第(5)項規定所指適用於受讓人或第二受讓人，並業經本局以書面向其通知之所有條件。

- (7) A person that contravenes subsection (6) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part of a day during which the offence continues after conviction.
- (8) A determination under subsection (1) or an approval under subsection (4) of the determination does not prevent the exercise of any power by the Authority or the Minister under this Act or the relevant Act applicable to the transferor.

[Act 31 of 2017 wef 29/10/2018]

#### Onward transfer certificate

- 64.—(1) If the Minister approves a determination under section 63, the Minister must, as soon as practicable, issue a certificate (called in this section the onward transfer certificate), which is to come into effect on the date specified in the certificate.
- (2) The onward transfer certificate must specify such information as may be prescribed by regulations made under section 126.
- (3) The onward transfer certificate may make provision for all or any of the following matters:
- the onward transfer approved by the Minister;
  - the effective date of the onward transfer, if different from the date on which the onward transfer certificate comes into effect;
  - the consideration, if any, to be paid by the 2nd transferee to the transferee and the period within which the consideration is to be paid;
  - such incidental, consequential and supplementary matters as are, in the Minister's opinion, necessary to secure that the onward transfer is fully effective, including any condition mentioned in section 63 (5).
- (4) The Minister may, at any time before the onward transfer certificate comes into effect, add to, vary or revoke any matter specified in the onward transfer certificate.
- (5) On or before the date on which the onward transfer certificate comes into effect, the Authority must cause the onward transfer certificate and any addition, variation or revocation mentioned in subsection (4) —
- to be served on the transferee and the 2nd transferee; and
  - to be published in the *Gazette* and in such newspaper or newspapers as the Minister may determine.

- (7)違反第(6)項規定之人，應構成犯罪；經定罪者，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金。
- (8)依第(1)項規定作出之決定或依第(4)項規定對該決定作出之同意，不得妨礙本局或主管部長依本法或適用於讓與人之相關法律行使任何權力。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

#### 再轉讓證書

- 第 64 條(1)主管部長依第 63 條規定同意再轉讓決定後，應在切實可行之範圍內，儘速核發證書（於本條稱為再轉讓證書），並於該證書中載明其生效日期。
- (2)再轉讓證書應載明依第 126 條所定法規中定明之資訊。
- (3)再轉讓證書得就下列事項訂定規範：
- 主管部長同意之再轉讓；
  - 與再轉讓證書生效日不同日之再轉讓生效日；
  - 第二受讓人向受讓人支付之對價（若有者），及支付該對價之期間；
  - 主管部長認為係確保再轉讓完全有效所必要之附帶、重要及補充之事項，包括第 63 條第(5)項規定所指之條件。
- (4)主管部長得於再轉讓證書生效前，隨時增補、更改或撤銷再轉讓證書中載明之任何事項。
- (5)於再轉讓證書生效當日或之前，本局應將再轉讓證書及第(4)項規定所指之任何增補、更改或撤銷—
- 送達受讓人及第二受讓人；及
  - 登載於政府公報或主管部長指定之報章。

- (6) Subject to subsection (7), unless otherwise specified in the onward transfer certificate, the effective date of the onward transfer is the date on which the onward transfer certificate comes into effect.
- (7) Despite any written law or rule of law (including section 58 as it applies to the certificate of transfer in question), on the effective date of the onward transfer —
- (a) subject to subsection (10) —
- (i) the business that is the subject of the onward transfer is transferred to and vests in the 2nd transferee without other or further assurance, act or deed; and
  - (ii) the onward transfer certificate has effect according to its tenor and is binding on any person affected by it;
- (b) no deed, bond, agreement or other arrangement (including any deed, bond, agreement or other arrangement mentioned in section 58 (8) (b)) which relates to the business that is the subject of the onward transfer, is considered terminated by reason only of the onward transfer, but each of these continues in full force and effect and is enforceable by or against the 2nd transferee (as the case may be) as if the 2nd transferee had been named in it or had been a party to it instead of the transferee; and
- (c) any proceedings or cause of action, by or against the transferee, pending or existing immediately before the effective date of the onward transfer (including those mentioned in section 58 (8) (c)) and relating to the business that is the subject of the onward transfer may be continued and enforced by or against the 2nd transferee as from that date.
- (8) Subsection (7) (b) does not apply to a contract of employment.
- (9) To avoid doubt, this section does not affect the operation of section 18A of the Employment Act (Cap. 91).
- (10) Section 58 (9) to (17) applies in relation to an onward transfer as it applies to a transfer of business under this section as if —
- (a) a reference to the business to be transferred is a reference to the business that is the subject of the onward transfer;
  - (b) a reference to the transferor is a reference to the transferee;
  - (c) a reference to the transferee is a reference to the 2nd transferee; and
  - (d) a reference to the certificate of transfer is a reference to the onward transfer certificate.

[Act 31 of 2017 wef 29/10/2018]

- (6) 於不損及第(7)項規定下，除於再轉讓證書另訂再轉讓之生效日外，再轉讓證書之生效日即為再轉讓之生效日。
- (7) 無論任何成文法或法律原則（包括適用於上述轉讓證書之第 58 條規定），自再轉讓證書生效之日起—
- (a) 除第(10)項另有規定外—
- (i) 再轉讓之標的業務，即轉讓並歸屬於第二受讓人，無須為其他或進一步之保證、行動或契據；且
  - (ii) 再轉讓證書應依其意旨生效，並對受其影響之任何人具有拘束力；
- (b) 與再轉讓之標的業務相關之契據、契約、協議或其他約定（包括第 58 條第(8)項第(b)款規定所指之契據、契約、協議或其他約定），不因再轉讓而終止，而係繼續完全有效，並可再次由第二受讓人或對第二受讓人（視情況而定）以第二受讓人之名義而非受讓人名義強制執行；及
- (c) 於再轉讓生效日前，任何與再轉讓之標的業務相關，且由受讓人或對受讓人所為之待決或既有法律程序或訴訟（包括第 58 條第(8)項第(c)款規定所指者），可繼續進行，並自該生效日起，由第二受讓人承受之。
- (8) 第(7)項第(b)款規定，於僱傭契約，不適用之。
- (9) 為免滋生疑義，本條規定不影響僱傭法（第 91 章）第 18A 條規定之施行。
- (10) 第 58 條第(9)項至第(17)項有關業務轉讓之規定，於再轉讓之情形，比照適用之，其中—
- (a) 所指被轉讓之業務即為再轉讓之標的業務；
  - (b) 所指讓與人即為受讓人；
  - (c) 所指受讓人即為第二受讓人；及
  - (d) 所指轉讓證書即為再轉讓證書。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]



### Division 3 — Compulsory transfer of shares of pertinent financial institution

#### General provisions

65.—(1) In this Division, unless the context otherwise requires —

"business" includes affairs, property, right, obligation and liability;

"certificate" means a certificate of transfer issued by the Minister under section 67 (1);

*[Act 31 of 2017 wef 04/06/2018]*

"determination" means a determination made by the Authority under section 66 (2);

*[Act 31 of 2017 wef 04/06/2018]*

"property" includes property, right and power of every description;

"significant shareholder", in relation to a pertinent financial institution, means any person prescribed by regulations made under section 126 as a significant shareholder for that pertinent financial institution;

*[Act 31 of 2017 wef 04/06/2018]*

"significant shareholder provisions", in relation to any pertinent financial institution, means such provisions of written law as may be prescribed by regulations made under section 126 as significant shareholder provisions for that pertinent financial institution;

*[Act 31 of 2017 wef 04/06/2018]*

"transferee" means any person to whom a transferor's shares are, are to be, or are proposed to be, transferred under this Division;

"transferor" means a shareholder of a pertinent financial institution whose shares in the pertinent financial institution are, are to be, or are proposed to be, transferred under this Division.

*[Act 31 of 2017 wef 29/10/2018]*

*[Act 31 of 2017 wef 04/06/2018]*

*[Act 9 of 2013 wef 18/04/2013]*

(2) This Division does not apply where the pertinent financial institution is a co-operative society.

*[Act 31 of 2017 wef 29/10/2018]*

### 第 3 節 有關金融機構股份之強制轉讓

#### 通則

第 65 條(1) 除上下文另有所指外，本節之—

「業務」包括事務、財產、權利、義務及責任；

「證書」指依第 67 條第(1)項規定由主管部長所發出之轉讓證書；

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

「決定」指本局依第 66 條第(2)項規定所作之決定；

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

「財產」包括財物、權利及各種權能；

「重要股東」，就有關金融機構而言，指依第 126 條所定法規定明為該有關金融機構重要股東之人；

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

「重要股東規定」，就有關金融機構而言，指依第 126 條所定法規定明為該有關金融機構重要股東規定之成文法規定；

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

「受讓人」指讓與人依本節規定將其股份完成讓與、確定讓與或擬讓與之任何人；

「讓與人」指依本節完成轉讓、確定轉讓或擬轉讓其有關金融機構股份之有關金融機構之股東。

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

(2) 本節規定，於該有關金融機構為合作社時，不適用之。

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

**Compulsory transfer of shares**

- 66.—(1) The Authority may make a determination that all or any of the shares held by a transferor in a pertinent financial institution incorporated in Singapore shall be transferred to a transferee, if —
- (a) any ground exists for the Authority to exercise any power under the relevant provisions in relation to the pertinent financial institution, whether or not the Authority has exercised the power;
  - (b) the transferee or, where the transferee is a corporation or co-operative society, the board of directors of the transferee (in any case where the transferee is a corporation), or the committee of management of the transferee (in any case where the transferee is a co-operative society), has consented to the transfer; and
  - (c) the Authority is satisfied that the transfer is appropriate, having regard to —
    - (i) in any case where the pertinent financial institution is a bank licensed under the Banking Act (Cap. 19) —
      - (A) the interests of the depositors of the pertinent financial institution given priority and the order of priority of each class of depositors under section 62 of the Banking Act;
      - (B) if the transferee is a bank licensed under the Banking Act, the interests of the depositors of the transferee given priority and the order of priority of each class of depositors under section 62 of the Banking Act;
      - (C) the stability of the financial system in Singapore; and
      - (D) any other matter that the Authority considers relevant;
    - (ii) in any case where the pertinent financial institution is a finance company licensed under the Finance Companies Act (Cap. 108) —
      - (A) the interests of the depositors of the pertinent financial institution given priority and the order of priority of each class of depositors under section 44A of the Finance Companies Act;
      - (B) if the transferee is a finance company licensed under the Finance Companies Act, the interests of the depositors of the transferee given priority and the order of priority of each class of depositors under section 44A of the Finance Companies Act;

**股份之強制轉讓**

- 第 66 條(1)若有下列情形者，本局得作出讓與人所持有設立於新加坡之有關金融機構股份之全部或一部應轉讓予受讓人之決定—
- (a) 存有本局得依涉及有關金融機構之相關規定對讓與人行使任何權力之事由，無論本局是否已行使該權力；
  - (b) 受讓人或受讓人（公司或合作社者）之董事會（受讓人係公司者）或管理委員會（受讓人係合作社者）已同意該轉讓；且
  - (c) 該轉讓經本局認為適當，並已衡酌—
    - (i) 若有關金融機構係依銀行法（第 19 章）核給執照之銀行者—
      - (A) 依銀行法第 62 條規定優先保障該有關金融機構之存款人利益及各類存款人之優先順序；
      - (B) 若受讓人係依銀行法核給執照之銀行者，依銀行法第 62 條規定優先保障該受讓人之存款人利益及各類存款人之優先順序；
      - (C) 新加坡金融體系之穩定性；及
      - (D) 本局認為相關之任何其他事項；
    - (ii) 若有關金融機構係依融資公司法（第 108 章）核給執照之融資公司者—
      - (A) 依融資公司法第 44A 條規定優先保障該有關金融機構之存款人利益及各類存款人之優先順序；
      - (B) 若受讓人係依融資公司法核給執照之融資公司者，依融資公司法第 44A 條規定優先保障該受讓人之存款人利益及各類存款人之優先順序；

- (C) the stability of the financial system in Singapore; and
- (D) any other matter that the Authority considers relevant;

*[Act 31 of 2017 wef 29/10/2018]*

- (iia) in any case where the pertinent financial institution is an insurer licensed under the Insurance Act (Cap. 142) —

- (A) the interests of the policy owners of the insurer given priority and the order of priority of each class of policy owners under section 49FR of the Insurance Act;
- (B) if the transferee is an insurer licensed under the Insurance Act, the interests of the policy owners of the transferee given priority and the order of priority of each class of policy owners under section 49FR of the Insurance Act;

- (C) the stability of the financial system in Singapore;
- (D) whether the PPF Agency has to make a payout from any of the PPF Funds to the transferee and the amount of such payout, if any; and
- (E) any other matter that the Authority considers relevant; or

*[Act 31 of 2017 wef 29/10/2018]*

- (iii) in any other case —

- (A) the interests of the affected persons of the pertinent financial institution;
- (B) the interests of the affected persons, if any, of the transferee;
- (C) the stability of the financial system in Singapore; and
- (D) any other matter that the Authority considers relevant.

- (2) The Authority may, before making a determination, appoint one or more persons —

- (a) to perform an independent assessment of —
  - (i) the proposed transfer of shares; and
  - (ii) the consideration, if any, that should be paid by the transferee; and
- (b) to furnish to the Authority a report on the assessment and on the proposed transfer.

- (C) 新加坡金融體系之穩定性；及
- (D) 本局認為相關之任何其他事項；

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

- (iia) 若有關金融機構係依保險法（第 142 章）核給執照之保險人者—

- (A) 依保險法第 49FR 條規定優先保障該保險人之保單所有人利益及各類保單所有人之優先順序；

- (B) 若受讓人係依保險法核給執照之保險人者，依保險法第 49FR 條規定優先保障該受讓人之保單所有人利益及各類保單所有人之優先順序；

- (C) 新加坡金融體系之穩定性；
- (D) PPF 代理機構是否應自 PPF 基金支付款項予受讓人，若應支付者，其數額；及
- (E) 本局認為相關之任何其他事項；或

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

- (iii) 若為其他情形者—

- (A) 受有關金融機構影響者之利益；
- (B) 可能被受讓人影響者之利益；
- (C) 新加坡金融體系之穩定性；及
- (D) 本局認為相關之任何其他事項。

- (2) 本局於作出決定前，得指派一人或數人—

- (a) 對下列事項執行獨立評估—
  - (i) 擬轉讓之股份；及
  - (ii) 受讓人應支付之對價（若有者）；及
- (b) 向本局提交有關評估及擬轉讓之報告。

- (3) The remuneration and expenses of any person appointed under subsection (2) shall be paid by the pertinent financial institution.
- (4) The Authority shall serve a copy of any report furnished under subsection (2) on the transferor and the transferee.
- (5) Upon making a determination, the Authority shall submit the determination to the Minister for his approval.
- (6) Before approving the determination, the Minister shall, unless he decides that it is not practicable or desirable to do so —
  - (a) publish in the *Gazette* and in such newspaper or newspapers as he may determine a notice of his intention to approve the determination, specifying such particulars as he considers appropriate; and
  - (b) cause to be given to the transferor notice in writing of his intention to approve the determination, specifying such particulars as he considers appropriate and the date by which the transferor may make written representations to him.
- (7) In determining the period within which written representations have to be made under subsection (6), the Minister shall take into account the need for the transfer to be effected expeditiously in the interest of the stability of the financial system in Singapore.
- (8) Upon receipt of any written representation, the Minister shall consider the representation for the purpose of deciding whether to approve the determination.
- (9) Where the determination, if approved, will result in the transferee becoming a significant shareholder of the pertinent financial institution, the Minister shall not approve the determination unless —
  - (a) the Authority is satisfied that —
    - (i) the transferee is a fit and proper person; and
    - (ii) having regard to the likely influence of the transferee, the pertinent financial institution will or will continue to conduct its business prudently and comply with the provisions of this Act and the relevant Act applicable to the pertinent financial institution; and
  - (b) the Minister is satisfied that —
    - (i) in any case where the pertinent financial institution is a bank incorporated in Singapore, it is in the national interest to do so; or

- (3) 依第(2)項規定派員所需之報酬及費用，應由有關金融機構支付。
- (4) 本局應將依第(2)項規定提交之報告複本送達讓與人及受讓人。
- (5) 決定一經作出，本局即應將該決定提請主管部長同意。
- (6) 主管部長於同意該決定前，除其認為下列行動不可行或不宜者外，應—
  - (a) 在政府公報及其選定之報章登載其有意同意該決定之通知，並指明其認為適當之細節；及
  - (b) 以書面向讓與人通知其有意同意該決定，並指明其認為適當之細節及讓與人得向其提出書面意見之期限。
- (7) 主管部長在依第(6)項規定決定讓與人得提出書面意見之期限時，應注意迅速有效地完成轉讓，以利新加坡金融體系穩定之需要。
- (8) 主管部長在收到任何書面意見後，應審酌該意見，俾衡酌是否同意該決定。
- (9) 若受讓人將因該決定獲同意而成為該有關金融機構之重要股東，除有下列情形者外，主管部長不得同意該決定—
  - (a) 本局確信—
    - (i) 受讓人係屬適切之人；且
    - (ii) 衡酌受讓人可能之影響，有關金融機構將會或將持續審慎經營其業務及遵循本法規定與適用於有關金融機構之相關法律；且
  - (b) 主管部長確信—
    - (i) 若有關金融機構係在新加坡設立之銀行者，該決定之同意符合國家利益；或

(ii) in any other case, it is in the public interest to do so.

(10) The Minister may —

- (a) approve the determination without modification;
- (b) approve the determination subject to any modification he considers appropriate, if the transferee or, where the transferee is a corporation or co-operative society, the board of directors of the transferee (in any case where the transferee is a corporation), or the committee of management of the transferee (in any case where the transferee is a co-operative society), has agreed to the modification; or
- (c) refuse to approve the determination.

(11) Any approval under subsection (10) shall be subject to such conditions as the Minister may determine, and the Minister may add to, vary or revoke any such condition.

(12) The transferor shall comply with every condition referred to in subsection (11) that applies to the transferor and of which it has been given written notice by the Authority.

*[Act 31 of 2017 wef 29/10/2018]*

(13) The transferee shall comply with every condition referred to in subsection (11) that applies to the transferee and of which it has been given written notice by the Authority.

*[Act 31 of 2017 wef 29/10/2018]*

(13A) A person that contravenes subsection (12) or (13) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part of a day during which the offence continues after conviction.

*[Act 31 of 2017 wef 29/10/2018]*

(14) A determination, an approval under subsection (10) of a determination or the issue of a certificate shall not preclude the exercise of any power by the Authority or the Minister under this Act or the relevant Act applicable to the pertinent financial institution.

*[Act 31 of 2017 wef 04/06/2018]*

*[Act 9 of 2013 wef 18/04/2013]*

(ii) 若為其他情形者，該決定之同意符合公共利益。

(10) 主管部長得 —

- (a) 同意該決定而不作任何修改；
- (b) 同意該決定，但作出其認為適當，且經受讓人或受讓人（公司或合作社者）之董事會（受讓人係公司者）或管理委員會（受讓人係合作社者）同意之任何修改；或
- (c) 拒絕同意該決定。

(11) 主管部長依第(10)項規定為同意時，得附加同意該決定之條件，並得增補、更改或撤銷該等條件。

(12) 讓與人應遵守第(11)項規定所指適用於該讓與人，並業經本局以書面向其通知之所有條件。

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

(13) 受讓人應遵守第(11)項規定所指適用於該受讓人，並業經本局以書面向其通知之所有條件。

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

(13A) 違反第(12)項或第(13)項規定之人，應構成犯罪；經定罪者，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金。

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

(14) 任何決定、依第(10)項規定對該決定作出之同意，或發出之證書，不得妨礙本局或主管部長依本法或適用於有關金融機構之相關法律行使任何權力。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

**Certificate of transfer**

- 67.—(1) If the Minister approves a determination, he shall, as soon as practicable, issue a certificate of transfer, which shall come into effect on the date specified by him in the certificate.
- (2) The certificate shall specify such information as may be prescribed by regulations made under section 126.

[Act 31 of 2017 wef 04/06/2018]

- (3) The certificate may make provision for all or any of the following matters:
- (a) the transfer to the transferee of all or any of the shares of the transferor in the pertinent financial institution;
  - (b) any share in the pertinent financial institution which is held by the transferor as trustee;
  - (c) the consideration, if any, to be paid by the transferee to the transferor, and the period within which the consideration is to be paid;
  - (d) such incidental, consequential and supplementary matters as are, in the Minister's opinion, necessary to secure that the transfer is fully effective, including conditions relating to the transfer.
- (4) The Minister may at any time before the certificate comes into effect add to, vary or revoke any matter specified in the certificate.
- (5) On or before the date on which the certificate comes into effect, the Authority shall cause the certificate and any addition, variation or revocation referred to in subsection (4) to be served on the pertinent financial institution and published in the *Gazette* and in such newspaper or newspapers as the Minister may determine.
- (6) Notwithstanding any written law or rule of law, or anything in the memorandum and articles of association of the pertinent financial institution, upon the certificate coming into effect —
- (a) any share of the transferor that is to be transferred under the certificate shall be transferred to and vest in the transferee, free from any claim or encumbrance, without other or further assurance, act or deed; and
  - (b) the certificate shall have effect according to its tenor and be binding on any person thereby affected.

**轉讓證書**

**第 67 條**(1)主管部長於同意本局之決定後，應在切實可行之範圍內，儘速核發轉讓證書，並於該證書中載明其生效日期。

(2)該證書應載明依第 126 條所定法規中定明之資訊。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (3)該證書得就下列事項訂定規範：
- (a) 將讓與人持有有關金融機構股份之全部或任何部分轉讓予受讓人；
  - (b) 讓與人擔任受託人所持有之有關金融機構之任何股份；
  - (c) 受讓人向讓與人支付之對價（若有者），及支付該對價之期間；
  - (d) 主管部長認為係確保轉讓完全有效所必要之附帶、重要及補充之事項，包括與轉讓有關之條件。
- (4)主管部長得於該證書生效前，隨時增補、更改或撤銷該證書中載明之任何事項。
- (5)於該證書生效當日或之前，本局應將該證書及第(4)項規定所指之任何增補、更改或撤銷送達有關金融機構，並登載於政府公報及主管部長指定之報章。
- (6)無論任何成文法、法律原則或有關金融機構之註冊登記書及組織章程之規定，自該證書生效之日起—
- (a) 依該證書確定轉讓之讓與人股份即以不附帶任何權利主張或權利負擔之方式轉讓並歸屬受讓人，無須為其他或進一步之保證、行動或契據；且
  - (b) 該證書應依其意旨生效，並對受其影響之任何人具有拘束力。

- (7) For the avoidance of doubt, the shares of the transferor shall be transferred to and vest in the transferee in accordance with subsection (6), notwithstanding the death or dissolution, the bankruptcy or winding up, or the mental or other incapacity, of the transferor.
- (8) Section 259 of the Companies Act (Cap. 50) shall not apply to the transfer of any share under the certificate.
- (9) Where the transfer of shares under the certificate results in the transferee becoming a significant shareholder of the pertinent financial institution, upon the coming into effect of the certificate, the transferee —
- shall be deemed to have obtained the approval of the Minister or the Authority, as the case may be, under the significant shareholder provisions applicable to the pertinent financial institution, in respect of the shares; and
  - shall not be required to make a take-over offer or be required to acquire the shares of the other shareholders of the pertinent financial institution, notwithstanding the provisions of the Companies Act or the Take-over Code.
- (10) A transferor or a transferee who fails to comply with any provision in the certificate shall be guilty of an offence and shall be liable on conviction —
- in the case of an individual, to a fine not exceeding \$125,000 or to imprisonment for a term not exceeding 3 years or to both and, in the case of a continuing offence, to a further fine not exceeding \$12,500 for every day or part thereof during which the offence continues after conviction; or
  - in any other case, to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part thereof during which the offence continues after conviction.
- (11) Where a person is charged with an offence under subsection (10), it shall be a defence for the person to prove that —
- he was not aware he had contravened any provision in the certificate; and
  - he has complied with the provision within a reasonable time after becoming aware of the contravention.

- (7) 為免滋生疑義，讓與人之股份應依第(6)項規定轉讓並歸屬受讓人。該讓與人死亡或解散、破產或清算，或心神喪失或無行為能力者，亦同。
- (8) 公司法（第 50 章）第 259 條規定，於依該證書轉讓之任何股份，不適用之。
- (9) 若依該證書轉讓股份而使受讓人成為有關金融機構之重要股東者，自該證書生效之日起，該受讓人—
- 應視為已取得主管部長或本局（視情況而定）依適用於該有關金融機構之重要股東規定，對該股份所為之同意；且
  - 不得被要求提出收購要約或被要求收購該有關金融機構其他股東之股份；公司法或收購守則另有規定者，亦同。
- (10) 讓與人或受讓人未遵守該證書之任何規範者，應構成犯罪；經定罪者，處罰如下—
- 如係個人，應科 12 萬 5 千元以下罰金或處或併處 3 年以下有期徒刑；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 1 萬 2 千 5 百元以下罰金；或
  - 如係其他情形，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金。
- (11) 涉及犯第(10)項規定罪行之被告，得提出下列證明，以資防禦—
- 其不知已違反該證書之任何規範；且
  - 其於知悉違規後，已於合理時間內遵守該規範。

- (12) Except as provided in subsection (11), it shall not be a defence for a person charged with an offence under subsection (10) that he did not intend to or did not knowingly contravene any provision in the certificate.
- (13) Notwithstanding section 53 (2) but subject to section 125, during the period beginning on the date on which the Minister publishes the notice under section 66 (6) in the *Gazette* on the transfer of any share in a pertinent financial institution or, where the notice is not published in the *Gazette*, the date on which the Authority publishes the certificate under subsection (5) in the *Gazette* on the transfer of the share, and ending on the date on which the transfer of the share comes into effect —
- (a) no execution or other legal process shall be commenced or continued against the share;
  - (b) no steps shall be taken to enforce any security over the share;
  - (c) any sale, transfer, assignment or other disposition of the share shall be void;
  - (d) no voting rights shall be exercisable in respect of the share, unless the Minister expressly permits such rights to be exercised;
  - (e) no shares in the pertinent financial institution shall be issued or offered (whether by ways of rights, bonus or otherwise) in respect of the share, unless the Minister expressly permits such issue or offer;
  - (f) no payment shall be made by the pertinent financial institution of any amount (whether by dividends or otherwise) in respect of the share, unless the Minister expressly authorises such payment;
  - (g) no resolution shall be passed, and no order shall be made, for the winding up of the pertinent financial institution;
  - (h) no judicial management order under Part VIIIA of the Companies Act shall be made in relation to the pertinent financial institution;
  - (i) no proceedings shall be commenced or continued against the pertinent financial institution in respect of any business of the pertinent financial institution;
  - (j) no execution, distress or other legal process shall be commenced, levied or continued against any property of the pertinent financial institution;

- (12)除有第(11)項規定之情形外，涉及犯第(10)項規定罪行之被告，不得以其無意圖或非故意違反該證書之任何規範，作為防禦之事由。
- (13)儘管第 53 條第(2)項另有規定，但在不牴觸第 125 條規定下，自主管部長依第 66 條第(6)項規定將有關金融機構股份之轉讓通知登載於政府公報之日起，或當該通知未登載於政府公報，而由本局依第(5)項規定將股份轉讓證書登載於政府公報之日起，至該股份轉讓生效之日止—
- (a) 不得對該股份啟動或繼續進行強制執行或其他法律程序；
  - (b) 不得對該股份之任何擔保採取強制執行措施；
  - (c) 該股份之任何出售、轉讓、分派或其他處置均屬無效；
  - (d) 非經主管部長明確同意，不得行使該股份之表決權；
  - (e) 非經主管部長明確同意，就該股份而言，該有關金融機構不得發行或提供股份（無論係以權利、紅利或其他形式為之）；
  - (f) 非經主管部長明確同意，就該股份而言，該有關金融機構不得支付任何數額（無論係以股息或其他形式為之）；
  - (g) 對於該有關金融機構之清算，不得通過決議或作出命令；
  - (h) 不得對該有關金融機構依公司法第 8A 章作出司法管理命令；
  - (i) 不得就該有關金融機構之任何業務，對該有關金融機構啟動或繼續進行法律程序；
  - (j) 不得對該有關金融機構之任何財產啟動、執行或繼續進行強制執行、扣押或其他法律程序；



- (k) no steps shall be taken to enforce any security over any property of the pertinent financial institution; and
- (l) any sale, transfer, assignment or other disposition of any property of the pertinent financial institution shall be void, except for (where the pertinent financial institution is an insurer licensed under the Insurance Act (Cap. 142)) any payment of claims to policy owners or claimants, other than policy owners who are related corporations of the pertinent financial institution.

*[Act 31 of 2017 wef 29/10/2018]*

*[Act 31 of 2017 wef 04/06/2018]*

*[Act 9 of 2013 wef 18/04/2013]*

#### **Division 4 — Compulsory restructuring of share capital of pertinent financial institution**

##### **Interpretation of this Division**

68. In this Division, unless the context otherwise requires —

"business" includes affairs, property, right, obligation and liability;

"certificate" means a certificate of restructuring of share capital issued by the Minister under section 70 (1);

*[Act 31 of 2017 wef 04/06/2018]*

"determination" means a determination made by the Authority under section 69 (1) or (2);

*[Act 31 of 2017 wef 04/06/2018]*

"property" includes property, right and power of every description;

"significant shareholder", in relation to a pertinent financial institution, means any person prescribed by regulations made under section 126 as a significant shareholder for that pertinent financial institution;

*[Act 31 of 2017 wef 04/06/2018]*

"significant shareholder provisions", in relation to any pertinent financial institution, means such provisions of written law as may be prescribed by regulations made under section 126 for that pertinent financial institution;

*[Act 31 of 2017 wef 04/06/2018]*

- (k) 不得對該有關金融機構任何財產之任何擔保採取強制執行措施；及
- (l) 對該有關金融機構之財產所為之任何出售、轉讓、分派或其他處置，均屬無效，但（若有關金融機構係依保險法（第 142 章）核給執照之保險人者）向該有關金融機構關係企業以外之保單所有人或索賠人支付請求之保險金者，不在此限。

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

#### **第 4 節 有關金融機構股本之強制重組**

##### **本節之釋義**

**第 68 條** 除上下文另有所指外，本節之—

「業務」包括事務、財產、權利、義務及責任；

「證書」指依第 70 條第(1)項規定由主管部長所發出之股本重組證書；

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

「決定」指本局依第 69 條第(1)項或第(2)項規定所作之決定；

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

「財產」包括財務、權利及各種權能；

「重要股東」，就有關金融機構而言，指依第 126 條所定法規定明為該有關金融機構重要股東之人；

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

「重要股東規定」，就有關金融機構而言，指依第 126 條所定法規定明為該有關金融機構重要股東規定之成文法規定；

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

"subscriber" means any person to whom shares in a pertinent financial institution incorporated in Singapore are, are to be, or are proposed to be, issued under this Division.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

### Compulsory restructuring of share capital

- 69.—(1) The Authority may make a determination that the share capital of a pertinent financial institution incorporated in Singapore shall be reduced by the cancellation of the whole or any part of any share capital not paid up, or of any paid-up share capital, if —
- (a) any ground exists for the Authority to exercise any power under the relevant provisions in relation to the pertinent financial institution, whether or not the Authority has exercised the power; and
  - (b) the Authority is of the opinion that —
    - (i) the liability on any of the shares of the pertinent financial institution in respect of share capital not paid up ought to be extinguished or reduced; or
    - (ii) any paid-up share capital of the pertinent financial institution is lost or not represented by the available assets of the pertinent financial institution.
- (2) The Authority may make a determination that shares shall be issued by a pertinent financial institution incorporated in Singapore to a subscriber, if —
- (a) any ground exists for the Authority to exercise any power under the relevant provisions in relation to the pertinent financial institution, whether or not the Authority has exercised the power;
  - (b) the subscriber or, where the subscriber is a corporation or co-operative society, the board of directors of the subscriber (in any case where the subscriber is a corporation), or the committee of management of the subscriber (in any case where the subscriber is a co-operative society), has consented to subscribe for the shares; and
  - (c) the Authority is satisfied that the issue of shares is appropriate, having regard to —
    - (i) in any case where the pertinent financial institution is a bank licensed under the Banking Act (Cap. 19) —

「認購人」指在新加坡設立之有關金融機構，依本節完成發行、確定發行及擬發行股份之任何對象。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

### 股本之強制重組

- 第 69 條(1)若有下列情形者，本局得對在新加坡設立之有關金融機構，作出應取消未繳股本之全部或一部或取消實收股本之全部或一部，以削減其股本之決定—
- (a) 存有本局得依涉及有關金融機構之相關規定對讓與人行使任何權力之事由，無論本局是否已行使該權力；且
  - (b) 本局認為—
    - (i) 有關金融機構有任何未繳股本之股份責任而應予以取消或削減者；或
    - (ii) 有關金融機構之任何實收股本已虧損或無法以該有關金融機構之可用資產呈現者。
- (2)若有下列情形者，本局得對在新加坡設立之有關金融機構，作出應向認購人發行股票之決定—
- (a) 存有本局得依涉及有關金融機構之相關規定對讓與人行使任何權力之事由，無論本局是否已行使該權力；
  - (b) 認購人或認購人（公司或合作社）之董事會（認購人係公司者）或管理委員會（認購人係合作社者）已同意該股票之認購；且
  - (c) 該股份之發行經本局認為適當，並已衡酌—
    - (i) 若有關金融機構係依銀行法（第 19 章）核給執照之銀行者—

- (A) the interests of the depositors of the pertinent financial institution given priority and the order of priority of each class of depositors under section 62 of the Banking Act;
- (B) if the subscriber is a bank licensed under the Banking Act, the interests of the depositors of the subscriber given priority and the order of priority of each class of depositors under section 62 of the Banking Act;
- (C) the stability of the financial system in Singapore; and
- (D) any other matter that the Authority considers relevant;
- (ii) in any case where the pertinent financial institution is a finance company licensed under the Finance Companies Act (Cap. 108) —
  - (A) the interests of the depositors of the pertinent financial institution given priority and the order of priority of each class of depositors under section 44A of the Finance Companies Act;
  - (B) if the subscriber is a finance company licensed under the Finance Companies Act, the interests of the depositors of the subscriber given priority and the order of priority of each class of depositors under section 44A of the Finance Companies Act;
  - (C) the stability of the financial system in Singapore; and
  - (D) any other matter that the Authority considers relevant;

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- (iia) in any case where the pertinent financial institution is an insurer licensed under the Insurance Act (Cap. 142) —
  - (A) the interests of the policy owners of the insurer given priority and the order of priority of each class of policy owners under section 49FR of the Insurance Act;
  - (B) if the subscriber is an insurer licensed under the Insurance Act, the interests of the policy owners of the subscriber given priority and the order of priority of each class of policy owners under section 49FR of the Insurance Act;
  - (C) the stability of the financial system in Singapore; and

- (A) 依銀行法第 62 條規定優先保障該有關金融機構之存款人利益及各類存款人之優先順序；
- (B) 若認購人係依銀行法核給執照之銀行者，依銀行法第 62 條規定優先保障該認購人之存款人利益及各類存款人之優先順序；
- (C) 新加坡金融體系之穩定性；及
- (D) 本局認為相關之任何其他事項；
- (ii) 若有關金融機構係依融資公司法（第 108 章）核給執照之融資公司者—
  - (A) 依融資公司法第 44A 條規定優先考慮該有關金融機構之存款人利益及各類存款人之優先順序；
  - (B) 若認購人係依融資公司法核給執照之融資公司者，依融資公司法第 44A 條規定優先保障該認購人之存款人利益及各類存款人之優先順序；
  - (C) 新加坡金融體系之穩定性；及
  - (D) 本局認為相關之任何其他事項；

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- (iia) 若有關金融機構係依保險法（第 142 章）核給執照之保險人者—
  - (A) 依保險法第 49FR 條規定優先保障該保險人之保單所有人利益及各類保單所有人之優先順序；
  - (B) 若認購人係依保險法核給執照之保險人者，依保險法第 49FR 條規定優先保障該認購人之保單所有人利益及各類保單所有人之優先順序；
  - (C) 新加坡金融體系之穩定性；及

(D) any other matter that the Authority considers relevant; or

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(iii) in any other case —

(A) the interests of the affected persons of the pertinent financial institution;

(B) the interests of the affected persons, if any, of the subscriber;

(C) the stability of the financial system in Singapore; and

(D) any other matter that the Authority considers relevant.

(3) The Authority may, before making a determination, appoint one or more persons —

(a) to perform an independent assessment of —

(i) in the case of a determination to be made under subsection (1), the value of the assets of the pertinent financial institution and the extent to which the whole or any part of any share capital not paid up, or of any paid-up share capital, should be cancelled; and

(ii) in the case of a determination to be made under subsection (2), the value of the assets of the pertinent financial institution in which the shares are proposed to be issued and the consideration, if any, that should be paid by the subscriber; and

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(b) to furnish to the Authority a report on the assessment and on the proposed restructuring of share capital.

(4) The remuneration and expenses of any person appointed under subsection (3) shall be paid by the pertinent financial institution in which the shares are proposed to be cancelled or issued, as the case may be.

*[Act 31 of 2017 wef 29/10/2018]*

(5) The Authority shall serve a copy of any report furnished under subsection (3) on —

(a) the pertinent financial institution in which the shares are proposed to be cancelled or issued, as the case may be; and

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(b) where the report is in relation to a determination to be made under subsection (2), on the subscriber.

(6) Upon making a determination, the Authority shall submit the determination to the Minister for his approval.

(D) 本局認為相關之任何其他事項；或

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(iii) 若為其他情形者—

(A) 受有關金融機構影響者之利益；

(B) 可能受認購人影響者之利益；

(C) 新加坡金融體系之穩定性；及

(D) 本局認為相關之任何其他事項。

(3) 本局於作出決定前，得指派一人或數人—

(a) 對下列事項執行獨立評估—

(i) 若係第(1)項規定之決定者，則為有關金融機構之資產價值及應削減其全部或部分未繳股本或實收股本之數額；及

(ii) 若係第(2)項規定之決定者，則為擬發行該股份之有關金融機構之資產價值及認購人應支付之對價（若有者）；及

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(b) 向本局提交有關評估及擬重組股本之報告。

(4) 依第(3)項規定派員所需之報酬及費用，應由擬削減或發行股份（視情況而定）之有關金融機構支付。

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(5) 本局應將依第(3)項規定提交之報告複本送達—

(a) 擬削減或發行股份（視情況而定）之有關金融機構；及

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(b) 若該報告涉及依第(2)項規定作成之決定者，則為該認購人。

(6) 決定一經作出，本局即應將該決定提請主管部長同意。

(7) Before approving the determination, the Minister shall, unless he decides that it is not practicable or desirable to do so —

(a) publish in the *Gazette* and in such newspaper or newspapers as he may determine a notice of his intention to approve the determination, specifying such particulars as he considers appropriate and the date by which any shareholder of the pertinent financial institution in which the shares are proposed to be cancelled or issued, as the case may be, may make written representations to him; and

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(b) cause to be given to the pertinent financial institution notice in writing of his intention to approve the determination, specifying such particulars as he considers appropriate and the date by which the pertinent financial institution may make written representations to him.

(8) In determining the period within which written representations have to be made under subsection (7), the Minister shall take into account the need for the restructuring of share capital to be effected expeditiously in the interest of the stability of the financial system in Singapore.

(9) Upon receipt of any written representation, the Minister shall consider the representation for the purpose of deciding whether to approve the determination.

(10) Where a determination under subsection (2), if approved, will result in the subscriber becoming a significant shareholder, the Minister shall not approve the determination unless —

(a) the Authority is satisfied that —

(i) the subscriber is a fit and proper person; and

(ii) having regard to the likely influence of the subscriber, the pertinent financial institution will or will continue to conduct its business prudently and comply with the provisions of this Act and the relevant Act applicable to the pertinent financial institution; and

(b) the Minister is satisfied that —

(i) in any case where the pertinent financial institution is a bank incorporated in Singapore, it is in the national interest to do so; or

(ii) in any other case, it is in the public interest to do so.

(7) 主管部長於同意該決定前，除其認為下列行動不可行或不宜者外，應—

(a) 在政府公報及其選定之報章登載其有意同意該決定之通知，並指明其認為適當之細節，以及擬削減或發行股份（視情況而定）之有關金融機構之股東，得向其提出書面意見之期限；及

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(b) 以書面向有關金融機構通知其有意同意該決定，並指明其認為適當之細節及有關金融機構得向其提出書面意見之期限。

(8) 主管部長在依第(7)項規定決定得提出書面意見之期限時，應注意迅速有效地完成股本重組，以利新加坡金融體系穩定之需要。

(9) 主管部長在收到任何書面意見後，應審酌該意見，俾衡酌的是否同意該決定。

(10) 若同意第(2)項規定之決定將使認購人成為重要股東，除有下列情形者外，主管部長不得同意該決定—

(a) 本局確信—

(i) 認購人係屬適切之人；且

(ii) 衡酌認購人可能之影響，有關金融機構將會或將持續審慎經營其業務及遵循本法規定與適用於有關金融機構之相關法律；且

(b) 主管部長確信—

(i) 若有關金融機構係在新加坡設立之銀行者，該決定之同意符合國家利益；或

(ii) 若為其他情形者，該決定之同意符合公共利益。

- (11) The Minister may —
- approve the determination without modification;
  - in the case of a determination under subsection (1), approve the determination subject to any modification he considers appropriate;
  - in the case of a determination under subsection (2), approve the determination subject to any modification he considers appropriate, if the subscriber or, where the subscriber is a corporation or co-operative society, the board of directors of the subscriber (in any case where the subscriber is a corporation), or the committee of management of the subscriber (in any case where the subscriber is a co-operative society), has agreed to the modification; or
  - refuse to approve the determination.
- (12) Any approval under subsection (11) shall be subject to such conditions as the Minister may determine, and the Minister may add to, vary or revoke any such condition.
- (13) The pertinent financial institution shall comply with every condition referred to in subsection (12) that applies to it and of which it has been given written notice by the Authority.
- [Act 31 of 2017 wef 29/10/2018]*
- (14) The subscriber shall comply with every condition referred to in subsection (12) that applies to the subscriber and of which the subscriber has been given written notice by the Authority.
- [Act 31 of 2017 wef 29/10/2018]*
- (14A) A person that contravenes subsection (13) or (14) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part of a day during which the offence continues after conviction.
- [Act 31 of 2017 wef 29/10/2018]*
- (15) A determination, an approval under subsection (11) of a determination or the issue of a certificate shall not preclude the exercise of any power by the Authority or the Minister under this Act or the relevant Act applicable to the pertinent financial institution.

*[Act 31 of 2017 wef 04/06/2018]**[Act 9 of 2013 wef 18/04/2013]*

- (11) 主管部長得—
- 同意該決定而不作任何修改；
  - 對第(1)項規定之決定，予以同意，但作出其認為適當之任何修改；
  - 對第(2)項規定之決定，予以同意，但作出其認為適當，且經認購人或認購人（公司或合作社）之董事會（認購人係公司者）或管理委員會（認購人係合作社者）同意之任何修改；或
  - 拒絕同意該決定。
- (12) 主管部長依第(11)項規定為同意時，得附加同意該決定之條件，並得增補、更改或撤銷該等條件。
- (13) 有關金融機構應遵守第(12)項規定所指適用於該有關金融機構，並業經本局以書面向其通知之所有條件。

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- (14) 認購人應遵守第(12)項規定所指適用於該認購人，並業經本局以書面向其通知之所有條件。

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

- (14A) 違反第(13)項或第(14)項規定之人，應構成犯罪；經定罪者，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金。

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

- (15) 任何決定、依第(11)項規定對該決定作出之同意，或發出之證書，不得妨礙本局或主管部長依本法或適用於有關金融機構之相關法律行使任何權力。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]**[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

**Certificate of restructuring of share capital**

- 70.—(1) If the Minister approves a determination, he shall, as soon as practicable, issue a certificate of restructuring of share capital, which shall come into effect on the date specified by him in the certificate.
- (2) The certificate shall specify such information as may be prescribed by regulations made under section 126.

*[Act 31 of 2017 wef 04/06/2018]*

- (3) The certificate may make provision for all or any of the following matters:
- (a) the cancellation of the whole or any part of the share capital of the pertinent financial institution not paid up;
  - (b) the cancellation of the whole or any part of the paid-up share capital of the pertinent financial institution which is lost or not represented by the available assets of the pertinent financial institution;
  - (c) the shares to be issued by the pertinent financial institution to the subscriber, the consideration, if any, to be paid by the subscriber for the shares and the period within which the consideration is to be paid;
  - (d) such incidental, consequential and supplementary matters as are, in the Minister's opinion, necessary to secure that the restructuring of share capital is fully effective, including conditions relating to the restructuring of share capital.
- (4) The Minister may at any time before the certificate comes into effect add to, vary or revoke any matter specified in the certificate.
- (5) On or before the date on which the certificate comes into effect, the Authority shall cause the certificate and any addition, variation or revocation referred to in subsection (4) to be served on the pertinent financial institution and published in the *Gazette* and in such newspaper or newspapers as the Minister may determine.
- (6) Notwithstanding any written law or rule of law, or anything in the memorandum and articles of association of the pertinent financial institution, upon the certificate coming into effect —
- (a) where the certificate provides for a reduction of the share capital of the pertinent financial institution —
    - (i) the reduction of the share capital shall take effect without other or further act by the pertinent financial institution; and

**股本重組證書**

- 第 70 條**(1) 主管部長於同意本局之決定後，應在切實可行之範圍內，儘速核發股本重組證書，並於該證書中載明其生效日期。
- (2) 該證書應載明依第 126 條所定法規中定明之資訊。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

- (3) 該證書得就下列事項訂定規範：
- (a) 削減有關金融機構未繳股本之全部或任何部分；
  - (b) 削減有關金融機構實收股本中已虧損或無法以該有關金融機構可用資產呈現者之全部或任何部分；
  - (c) 有關金融機構向認購人發行之股份，該認購人認購股份應支付之對價（若有者），及支付該對價之期間；
  - (d) 主管部長認為係確保股本重組完全有效所必要之附帶、重要及補充之事項，包括與該股本重組有關之條件。
- (4) 主管部長得於該證書生效前，隨時增補、更改或撤銷該證書中載明之任何事項。
- (5) 於該證書生效當日或之前，本局應將該證書及第(4)項規定所指之任何增補、更改或撤銷送達有關金融機構，並登載於政府公報及主管部長指定之報章。
- (6) 無論任何成文法、法律原則或有關金融機構之註冊登記書及組織章程另有規定，自該證書生效之日起—
- (a) 若該證書係規定削減有關金融機構之股本者—
    - (i) 該股本之削減應即生效，而無須有關金融機構為其他或進一步行動；且

- (ii) the certificate shall have effect according to its tenor and be binding on any person thereby affected; or
  - (b) where the certificate provides for the issue of shares by the pertinent financial institution —
    - (i) the pertinent financial institution shall issue the shares in accordance with the certificate; and
    - (ii) the certificate shall have effect according to its tenor and be binding on any person thereby affected.
  - (7) Where the issue of shares under the certificate results in the subscriber becoming a significant shareholder of the pertinent financial institution, upon the coming into effect of the certificate, the subscriber —
    - (a) shall be deemed to have obtained the approval of the Minister or the Authority, as the case may be, under the significant shareholder provisions applicable to the pertinent financial institution, in respect of the shares; and
    - (b) shall not be required to make a take-over offer or be required to acquire the shares of the other shareholders of the pertinent financial institution, notwithstanding the provisions of the Companies Act (Cap. 50) or the Take-over Code.
- [Act 31 of 2017 wef 29/10/2018]*
- (8) The pertinent financial institution shall lodge a copy of the certificate with the Registrar of Companies within 7 days after being served the certificate.
  - (9) A pertinent financial institution which or a subscriber who fails to comply with any provision in the certificate shall be guilty of an offence and shall be liable on conviction —
    - (a) in the case of an individual, to a fine not exceeding \$125,000 or to imprisonment for a term not exceeding 3 years or to both and, in the case of a continuing offence, to a further fine not exceeding \$12,500 for every day or part thereof during which the offence continues after conviction; or
    - (b) in any other case, to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part thereof during which the offence continues after conviction.
  - (10) Where a person is charged with an offence under subsection (9), it shall be a defence for the person to prove that —

- (ii) 該證書應依其意旨生效，並對受其影響之任何人具有拘束力；或
- (b) 若該證書係規定有關金融機構發行股份者—
  - (i) 該有關金融機構應依該證書發行股份；且
  - (ii) 該證書應依其意旨生效，並對受其影響之任何人具有拘束力。
- (7) 若依該證書發行股份而使認購人成為有關金融機構之重要股東者，自該證書生效之日起，該認購人—
  - (a) 應視為已取得主管部長或本局（視情況而定）依適用於該有關金融機構之重要股東規定，對該股份所為之同意；且
  - (b) 不得被要求提出收購要約或被要求收購該有關金融機構其他股東之股份；公司法（第 50 章）或收購守則另有規定者，亦同。

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

- (8) 有關金融機構應於該證書送達後 7 日內向公司登記官遞交該證書複本。
- (9) 有關金融機構或認購人未遵守該證書之任何規範者，應構成犯罪；經定罪者，處罰如下—
  - (a) 如係個人，應科 12 萬 5 千元以下罰金或處或併處 3 年以下有期徒刑；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 1 萬 2 千 5 百元以下罰金；或
  - (b) 如係其他情形，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金。
- (10) 涉及犯第(9)項規定罪行之被告，得提出下列證明，以資防禦—



- (a) he was not aware he had contravened any provision in the certificate; and
  - (b) he has complied with the provision within a reasonable time after becoming aware of the contravention.
- (11) Except as provided in subsection (10), it shall not be a defence for a person charged with an offence under subsection (9) that he did not intend to or did not knowingly contravene any provision in the certificate.
- (12) Any pertinent financial institution which contravenes subsection (8), and every officer of the pertinent financial institution who fails to take all reasonable steps to secure compliance by the pertinent financial institution with that subsection, shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$2,000 and, in the case of a continuing offence, to a further fine not exceeding \$200 for every day or part thereof during which the offence continues after conviction.
- (13) Notwithstanding section 53 (2) but subject to section 125, during the period beginning on the date on which the Minister publishes the notice under section 69 (7) in the *Gazette* on the restructuring of the share capital of a pertinent financial institution or, where the notice is not published in the *Gazette*, the date on which the Authority publishes the certificate under subsection (5) in the *Gazette* on the restructuring of the share capital, and ending on the date on which the certificate comes into effect —
- (a) no resolution shall be passed, and no order shall be made, for the winding up of the pertinent financial institution;
  - (b) no judicial management order under Part VIIIA of the Companies Act shall be made in relation to the pertinent financial institution;
  - (c) no proceedings shall be commenced or continued against the pertinent financial institution in respect of any business of the pertinent financial institution;
  - (d) no execution, distress or other legal process shall be commenced, levied or continued against any property of the pertinent financial institution;
  - (e) no steps shall be taken to enforce any security over any property of the pertinent financial institution; and

- (a) 其不知已違反該證書之任何規範；且
  - (b) 其於知悉違規後，已於合理時間內遵守該規範。
- (11) 除有第(10)項規定之情形外，涉及犯第(9)項規定罪行之被告，不得以其無意圖或非故意違反該證書之任何規範，作為防禦之事由。
- (12) 有關金融機構違反第(8)項規定，而其職員未能採取合理步驟確保該有關金融機構遵守該項規定者，應構成犯罪；經定罪者，應科2千元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足1日亦以1日計算）加科2百元以下罰金。
- (13) 儘管第53條第(2)項另有規定，但在不牴觸第125條規定下，自主管部長依第69條第(7)項規定將有關金融機構股本重組之通知登載於政府公報之日起，或當該通知未登載於政府公報，而由本局依第(5)項規定將股本重組證書登載於政府公報之日起，至該證書生效之日止—
- (a) 對於該有關金融機構之清算，不得通過決議或作出命令；
  - (b) 不得對該有關金融機構依公司法第8A章作出司法管理命令；
  - (c) 不得就該有關金融機構之任何業務，對該有關金融機構啟動或續行法律程序；
  - (d) 不得對該有關金融機構之任何財產啟動、執行或續行強制執行、扣押或其他法律程序；
  - (e) 不得對該有關金融機構任何財產之任何擔保採取強制執行措施；及

- (f) any sale, transfer, assignment or other disposition of any property of the pertinent financial institution shall be void, except for (where the pertinent financial institution is an insurer licensed under the Insurance Act (Cap. 142)) any payment of claims to policy owners or claimants, other than policy owners who are related corporations of the pertinent financial institution.

*[Act 31 of 2017 wef 29/10/2018]*

*[Act 31 of 2017 wef 04/06/2018]*

- (14) In subsection (12), "officer", in relation to a pertinent financial institution, includes —
- (a) a director, a secretary or an executive officer of the pertinent financial institution;
  - (b) a receiver or manager of any part of the undertaking of the pertinent financial institution appointed under a power contained in any instrument; and
  - (c) a liquidator of the pertinent financial institution appointed in a voluntary winding up.

*[Act 31 of 2017 wef 04/06/2018]*

*[Act 9 of 2013 wef 18/04/2013]*

#### Division 4A — Bail-in powers

##### Interpretation of this Division

- 71.—(1) In this Division, unless the context otherwise requires —

"appointed date", in relation to a bail-in certificate, means the date appointed for it to take effect, as specified in the notification under section 75 (2);

"bail-in certificate" means a bail-in certificate issued under section 75 (1);

"determination" means a determination made by the Authority under section 73 (1);

"Division 4A FI" or "Division 4A financial institution", means a pertinent financial institution that belongs to a class of pertinent financial institutions prescribed by regulations made under section 126 as Division 4A financial institutions;

"eligible instrument" means an instrument or a liability within a class of instruments or liabilities that are prescribed by regulations made under section 126 as eligible instruments;

- (f) 對該有關金融機構之財產所為之任何出售、轉讓、分派或其他處置，均屬無效。但（若有關金融機構係依保險法（第 142 章）核給執照之保險人者）向該有關金融機構關係企業以外之保單所有人或索賠人支付請求之保險金者，不在此限。

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

- (14) 第(12)項規定所指之職員，就有關金融機構而言，包括—
- (a) 該有關金融機構之董事、秘書或執事人員；
  - (b) 依任何文書所載權力，就該有關金融機構業務之任何部分所委任之接管人或管理人；及
  - (c) 於該有關金融機構之自願清算中受委任之清算人。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

#### 第 4A 節 內部財務重整權

##### 本節之釋義

- 第 71 條(1)除上下文另有所指外，本節之—

「指定日」，就內部財務重整證書而言，指依第 75 條第(2)項規定所為通知中，所載該證書之指定生效日；

「內部財務重整證書」指依第 75 條第(1)項規定發出之內部財務重整證書；

「決定」指本局依第 73 條第(1)項規定所作之決定；

「第 4A 節 FI」或「第 4A 節金融機構」，指依第 126 條所定法規中定明屬於某類有關金融機構範疇，而成為第 4A 節金融機構之有關金融機構；

「合格工具」指屬於依第 126 條所定法規中定明為合格工具之某類工具或負債範疇之工具或負債；

"pre-resolution creditor" means any person who was a creditor of a Division 4A FI immediately before the date of publication in the *Gazette* of the bail-in certificate;

"pre-resolution shareholder" means any person who, immediately before the date of publication in the *Gazette* of the bail-in certificate, held shares or other instrument conferring or representing a legal or beneficial ownership interest in a Division 4A FI;

"resulting FI" or "resulting financial institution", in relation to a Division 4A FI, means an entity established or incorporated to do one or both of the following:

- (a) temporarily hold and manage the assets and liabilities of the Division 4A FI;
  - (b) do any act for the orderly resolution of the Division 4A FI, and which issued or must issue a share or other similar instrument representing a legal or beneficial ownership interest, pursuant to a provision of a bail-in certificate issued for that Division 4A FI;
- "significant shareholder", in relation to a Division 4A FI or resulting FI, means any person falling within a description of shareholders of the Division 4A FI or resulting FI prescribed by regulations made under section 126 as its significant shareholders;
- "significant shareholder provision" means a provision of any written law that is prescribed by regulations made under section 126 as a significant shareholder provision.
- (2) For the purposes of this Division, a reference to cancelling an eligible instrument includes cancelling it in whole or in part.
  - (3) For the purposes of this Division, a reference to modifying, converting, or changing the form of an eligible instrument is a reference to —
    - (a) converting the whole or a part of the eligible instrument from one form or class to another;
    - (b) replacing the whole or a part of the eligible instrument with another instrument or liability of a different form or class;
    - (c) creating a new instrument (of any form or class) or liability in connection with the modification of the eligible instrument; or
    - (d) converting the whole or a part of the eligible instrument into shares or other similar instrument issued by a resulting FI.

[Act 31 of 2017 wef 29/10/2018]

「清理前之債權人」指內部財務重整證書登載於政府公報之日前，作為第 4A 節金融機構債權人之任何人；

「清理前之股東」指內部財務重整證書登載於政府公報之日前，持有第 4A 節金融機構之股份或其他授予或表彰所有權或實質受益權之工具之任何人；

「派生 FI」或「派生金融機構」，就第 4A 節金融機構而言，指為辦理下列事項之一部或全部所設立或組成，且依第 4A 節金融機構之內部財務重整證書規定發行或應發行股份或其他表彰所有權或實質受益權之類似工具之實體：

- (a) 臨時持有及管理第 4A 節金融機構之資產及負債；
- (b) 對第 4A 節金融機構進行有序清理之任何行動；

「重要股東」，就第 4A 節金融機構或派生金融機構而言，指第 4A 節金融機構或派生金融機構之股東，並依第 126 條所定法規定明為其重要股東之人；

「重要股東規定」指依第 126 條所定法規定明為重要股東規定之成文法規定。

(2) 本節所指取消合格工具，包括取消其全部或部分。

(3) 本節所指修改、轉換或變更合格工具之形式，指—

- (a) 將合格工具之全部或部分由一種或一類形式轉換為另一種或另一類形式；
- (b) 將合格工具之全部或部分以一種或一類形式取代另一種或另一類形式；
- (c) 創造與合格工具之修改有關之新工具（任何形式或種類）或負債；或
- (d) 將合格工具之全部或部分轉換為股份或其他派生金融機構所發行之類似工具。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

**Exercise of powers under this Division**

- 72.—(1) In exercising any power under this Division, the Authority must have regard to the desirability of giving each pre-resolution creditor or pre-resolution shareholder of a Division 4A FI the priority and treatment the pre-resolution creditor or pre-resolution shareholder would have enjoyed had the Division 4A FI been wound up.
- (2) In determining whether to exercise its powers in accordance with the priority and treatment a pre-resolution creditor or pre-resolution shareholder of a Division 4A FI would have enjoyed had the Division 4A FI been wound up, the Authority may consider the following:
- any widespread adverse impact that the Division 4A FI's failure would have on the financial system in Singapore or the economy of Singapore, or both;
  - the need to maximise value for the benefit of all creditors of the Division 4A FI as a whole;
  - the public interest;
  - any other matter that the Authority considers relevant.
- (3) Any exercise of a power under this Division does not prevent the exercise of any other power of the Authority or the Minister under this Act or the relevant Act applicable to the Division 4A FI or resulting FI.

[Act 31 of 2017 wef 29/10/2018]

**Determination by Authority**

- 73.—(1) Subject to subsection (2), the Authority may make one or more of the following determinations concerning one or more eligible instruments issued by a Division 4A FI, or to which it is a party or is subject:
- that the eligible instrument or instruments should be cancelled;
  - that the eligible instrument or instruments should be modified, converted or changed in form;
  - that the eligible instrument or instruments should have effect as if a right of modification, conversion or change of its or their form had been exercised.
- (2) The Authority may make the determination in subsection (1) if —
- any ground exists for the Authority to exercise any power under the relevant provisions applicable to the Division 4A FI, whether or not the Authority has exercised the power; and

**本節權力之行使**

- 第 72 條(1) 本局於行使本節之權力時，應審酌給予第 4A 節金融機構之每位清理前之債權人或清理前之股東優先權及其於該第 4A 節金融機構被清算時，所得享有之待遇。
- (2) 本局於決定是否按照第 4A 節金融機構之清理前之債權人或清理前之股東於該第 4A 節金融機構被清算時，所得享有之優先權及待遇行使其權力時，得考慮下列事項：
- 第 4A 節金融機構經營失敗對新加坡之金融體系或經濟或兩者可能產生之廣泛負面影響；
  - 使第 4A 節金融機構之所有債權人之整體利益達到最佳價值之必要性；
  - 公共利益；
  - 其他本局認為有關之事項。
- (3) 行使本節之權力並不妨礙本局或主管部長依本法或其他適用於第 4A 節金融機構或派生金融機構之法律行使其他權力。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

**本局之決定**

- 第 73 條(1) 本局於符合第(2)項規定下，得就第 4A 節金融機構所發行之若干合格工具，或以其為當事人一方或對其有拘束力之合格工具作出下列決定：
- 若干合格工具應被取消；
  - 若干合格工具之形式，應被修改、轉換或變更；
  - 若干合格工具之效力，應變更為如同已行使修改、轉換或變更其形式等權利後之效力。
- (2) 有下列情形者，本局得作出第(1)項規定之決定—
- 存有本局得依照可適用於第 4A 節金融機構之相關規定行使權力之任何事由，無論本局是否已行使該權利；且

- (b) the Authority is of the opinion that —
  - (i) the eligible instrument or instruments ought to be bailed in to facilitate the orderly resolution of the Division 4A FI; or
  - (ii) the Division 4A FI's available assets do not or are unlikely to support payment of its liabilities, as they become due and payable.
- (3) The Authority may, before making a determination, appoint one or more persons —
  - (a) to perform an independent assessment of the extent to which the acts mentioned in subsection (1) (a), (b) and (c) should be carried out for all or any eligible instruments; and
  - (b) to furnish to the Authority a report on the assessment.
- (4) The remuneration and expenses of any person appointed under subsection (3) are to be paid by the Division 4A FI.
- (5) The Authority must serve a copy of any report furnished under subsection (3) on the Division 4A FI.
- (6) Upon making a determination, the Authority must submit the determination to the Minister for approval.

[Act 31 of 2017 wef 29/10/2018]

#### Approval by Minister of determination

- 74.—(1) Before approving a determination of the Authority, the Minister must, unless the Minister decides that it is not practicable or desirable to do so —
- (a) publish in the *Gazette* and in such newspaper or newspapers as the Minister determines, a notice specifying —
    - (i) the Minister's intention to approve the determination;
    - (ii) the date by which the holder of an eligible instrument that is the subject of the determination may make written representations to the Minister; and
    - (iii) such other particulars as the Minister considers appropriate; and
  - (b) give to the Division 4A FI written notice specifying —
    - (i) the Minister's intention to approve the determination;
    - (ii) the date by which the Division 4A FI may make written representations to the Minister; and

- (b) 本局認為—
  - (i) 若干合格工具應納入內部財務重整，以促進第 4A 節金融機構之有序清理；或
  - (ii) 第 4A 節金融機構之可用資產，於其負債之給付義務到期時，無法或可能無法支應該負債。
- (3) 本局於作出決定前，得指派一人或數人—
  - (a) 就第(1)項第(a)款、第(b)款及第(c)款規定所指對全部或任一合格工具所需採取之行為態樣，執行獨立評估；及
  - (b) 向本局提出評估報告。
- (4) 依第(3)項規定派員所需之報酬及費用，應由第 4A 節金融機構支付。
- (5) 依第(3)項規定提出之評估報告，本局應送達第 4A 節金融機構。
- (6) 決定一經作成，本局即應將該決定提請主管部長同意。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

#### 本局之決定應經主管部長同意

- 第 74 條(1) 主管部長於同意本局之決定前，除其認為下列行動不可行或不宜者外，應—
- (a) 在政府公報及其選定之報章登載通知指明—
    - (i) 其有意同意該決定；
    - (ii) 受該決定拘束之合格工具持有人得向其提出書面意見之期限；及
    - (iii) 其認為適當之其他細節；及
  - (b) 於送達予第 4A 節金融機構之書面通知應載明—
    - (i) 其有意同意該決定；
    - (ii) 該第 4A 節金融機構得向其提出書面意見之期限；及

- (iii) such other particulars as the Minister considers appropriate.
- (2) In determining the period within which written representations have to be made under subsection (1), the Minister must take into account the need for the measures proposed by the determination to be effected expeditiously in the interest of the stability of the financial system in Singapore.
- (3) The Minister must consider all written representations for the purpose of deciding whether to approve the determination.
- (4) The Minister may —
  - (a) approve the determination without modification;
  - (b) approve the determination subject to any modification the Minister considers appropriate; or
  - (c) refuse to approve the determination.
- (5) Any approval under subsection (4) may be subject to such conditions as the Minister may determine to be necessary to give effect to the determination, and the Minister may add to, vary or revoke any such condition.
- (6) The Division 4A FI must comply with every condition mentioned in subsection (5) that applies to it and of which it has been given written notice by the Authority.
- (7) A person that contravenes subsection (6) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part of a day during which the offence continues after conviction.

[Act 31 of 2017 wef 29/10/2018]

#### Bail-in certificate

- 75.—(1) If the Minister approves a determination, the Minister must, as soon as practicable, issue a bail-in certificate.
- (2) The bail-in certificate comes into effect on such date as the Minister appoints by notification in the *Gazette*.
  - (3) The bail-in certificate may make provision for one or more of the following:
    - (a) the cancellation of one or more eligible instruments;
    - (b) the modification, conversion, or change in form of one or more eligible instruments;

(iii) 其認為適當之其他細節。

- (2) 主管部長在依第(1)項規定決定得提出書面意見之期限時，應注意迅速有效地完成該決定所擬之措施，以利新加坡金融體系穩定之需要。
- (3) 主管部長於收到任何書面意見後，應審酌該意見，俾衡酌是否同意該決定。
- (4) 主管部長得—
  - (a) 同意該決定而不作任何修改；
  - (b) 同意該決定，但作出其認為適當之任何修改；或
  - (c) 拒絕同意該決定。
- (5) 主管部長依第(4)項規定為同意時，得附加同意該決定生效之必要條件，並得增補、更改或撤銷該等條件。
- (6) 第 4A 節金融機構應遵守依第(5)項規定所指適用於第 4A 節金融機構，並業經本局以書面向其通知之所有條件。
- (7) 違反第(6)項規定之人，應構成犯罪；經定罪者，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

#### 內部財務重整證書

- 第 75 條(1) 主管部長於同意本局之決定後，應在切實可行之範圍內，儘速核發內部財務重整證書。
- (2) 內部財務重整證書之生效日期由主管部長以公告定之，並登載於政府公報。
  - (3) 內部財務重整證書得就下列事項訂定規範：
    - (a) 取消若干合格工具；
    - (b) 修改、轉換或變更若干合格工具之形式；

- (c) that one or more eligible instruments is or are to have effect as if a right of modification, conversion or change of its or their form had been exercised under it or them;
- (d) where provision under paragraph (c) is made, the details of the modification, conversion or change of the form of the eligible instrument or instruments;
- (e) incidental, consequential and supplementary matters, including a requirement that the Division 4A FI or any other person must comply with a general or specific direction set out in the certificate.
- (4) The bail-in certificate must include such information as may be prescribed by regulations made under section 126.
- (5) The bail-in certificate may —
  - (a) make provision generally or only for specified purposes, cases or circumstances; and
  - (b) make different provision for different purposes, cases or circumstances.
- (6) The Minister may, at any time before the appointed date, add to, vary or revoke any matter specified in the bail-in certificate.
- (7) On or before the appointed date, the Authority must cause the bail-in certificate and every addition, variation or revocation mentioned in subsection (6) to be —
  - (a) served on the Division 4A FI; and
  - (b) published in the *Gazette* and in such newspaper or newspapers as the Minister may determine.

[Act 31 of 2017 wef 29/10/2018]

#### Effects of bail-in certificate

- 76.—(1) A provision in a bail-in certificate has effect despite any restriction arising by reason of contract, any written law or rule of law in force before the appointed date of the bail-in certificate, or the constitution of the Division 4A FI.
- (2) Where a bail-in certificate provides for the cancellation of an eligible instrument —
- (a) the cancellation takes effect without other or further act by the Division 4A FI; and
  - (b) the certificate has effect according to its tenor and is binding on any person affected by it.

- (c) 使若干合格工具之效力，如同已行使修改、轉換或變更其形式等權利後之效力確定生效；
- (d) 就第(c)款訂定規範時，修改、轉換或變更該合格工具形式之細節；
- (e) 附帶、重要及補充之事項，包括要求第 4A 節金融機構或其他人應遵守該證書所定之一般或特定指令。
- (4) 內部財務重整證書應包括依第 126 條所定規定中得定明之資訊。
- (5) 內部財務重整證書得—
  - (a) 就特定目的、案例或情況訂定一般或專用之規定；及
  - (b) 就不同目的、案例或情況訂定不同規定。
- (6) 主管部長得於內部財務重整證書生效日前，隨時增補、更改或撤銷該證書中載明之任何事項。
- (7) 於內部財務重整證書生效當日或之前，本局應將該證書及第(6)項規定所指之任何增補、更改或撤銷處理如下—
  - (a) 送達第 4A 節金融機構；及
  - (b) 登載於政府公報及主管部長指定之報章。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

#### 內部財務重整證書之效力

- 第 76 條(1)內部財務重整證書所定之規範，其效力不受該證書指定生效日前已生效之任何契約、成文法、法律原則或該第 4A 節金融機構之組織章程等之限制規定影響。
- (2)內部財務重整證書係規定合格工具之取消，則—
- (a) 該取消應即生效，無須第 4A 節金融機構為其他或進一步行動；且
  - (b) 該證書應依其意旨生效，並對受其影響之任何人具有拘束力。

- (3) Where a bail-in certificate provides for the modification, conversion, or change in form of an eligible instrument —
  - (a) the modification, conversion, or change in form takes effect without other or further act by the Division 4A FI or resulting FI; and
  - (b) the certificate has effect according to its tenor and is binding on any person affected by it.
- (4) Where a bail-in certificate provides that an eligible instrument is to have effect as if a specified right had been exercised under it —
  - (a) the eligible instrument has effect as if the specified right had been exercised under it without other or further act by the Division 4A FI or resulting FI; and
  - (b) the certificate has effect according to its tenor and is binding on any person affected by it.
- (5) A reference in subsections (1) to (4) to anything taking or having effect is a reference to that thing taking or having effect from (and including) the appointed date.
- (6) A person that fails to comply with any direction given to the person in the bail-in certificate shall be guilty of an offence and shall be liable on conviction —
  - (a) in the case of an individual, to a fine not exceeding \$125,000 or to imprisonment for a term not exceeding 3 years or to both and, in the case of a continuing offence, to a further fine not exceeding \$12,500 for every day or part of a day during which the offence continues after conviction; or
  - (b) in any other case, to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part of a day during which the offence continues after conviction.
- (7) Where a person is charged with an offence under subsection (6), it is a defence for the person to prove that —
  - (a) the person was not aware of the contravention of the direction; and
  - (b) the person complied with the direction within a reasonable time after becoming aware of the contravention.

- (3) 內部財務重整證書係規定合格工具形式之修改、轉換或變更，則—
  - (a) 該形式之修改、轉換或變更應即生效，無須第 4A 節金融機構為其他或進一步行動；且
  - (b) 該證書應依其意旨生效，並對受其影響之任何人具有拘束力。
- (4) 內部財務重整證書係規定合格工具之效力，如同已行使修改、轉換或變更其形式等權利後之效力確定生效，則—
  - (a) 該合格工具之效力，即如同已行使修改、轉換或變更其形式等權利後之效力確定生效，無須第 4A 節金融機構為其他或進一步行動；且
  - (b) 該證書應依其意旨生效，並對受其影響之任何人具有拘束力。
- (5) 第(1)項至第(4)項規定所指生效或具有效力之事項，指該事項自指定日期起生效或具有效力。
- (6) 任何人未遵守內部財務重整證書對該人之指令者，應構成犯罪；經定罪者，處罰如下—
  - (a) 如係個人，應科 12 萬 5 千元以下罰金或處併處 3 年以下有期徒刑；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 1 萬 2 千 5 百元以下罰金；或
  - (b) 如係其他情形，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金。
- (7) 涉及犯第(6)項規定罪行之被告，得提出下列證明，以資防禦—
  - (a) 其不知已違反該指令；且
  - (b) 其於知悉違反後，已於合理時間內遵守該指令。



- (8) Except as provided in subsection (7), it is not a defence for the person mentioned in that subsection that the person did not intend to or did not knowingly contravene the direction.

[Act 31 of 2017 wef 29/10/2018]

### Moratorium

77.—(1) Despite section 53 (2) but subject to section 125, during the period beginning on the date of publication of the notice in section 74 (1) (a) in the *Gazette* or, where the notice is not published in the *Gazette*, the date of publication of the bail-in certificate in the *Gazette* under section 75 (7), and ending on the appointed date of the certificate —

- (a) no resolution may be passed, and no order may be made, for the winding up of the Division 4A FI;
  - (b) no judicial management order under Part VIIIA of the Companies Act (Cap. 50) may be made in relation to the Division 4A FI;
  - (c) no civil proceedings may be commenced or continued against the Division 4A FI in respect of any business of the Division 4A FI;
  - (d) no execution, distress or other legal process may be commenced, levied or continued against any property of the Division 4A FI;
  - (e) no steps may be taken to enforce any security over any property of the Division 4A FI; and
  - (f) any sale, transfer, assignment or other disposition of any property of the Division 4A FI is void, except for (where the pertinent financial institution is an insurer licensed under the Insurance Act (Cap. 142)) any payment of claims to policy owners or claimants, other than policy owners who are related corporations of the Division 4A FI.
- (2) No shareholder of a Division 4A FI or resulting FI may exercise any voting power in the Division 4A FI or resulting FI during the period beginning on —

- (8)除有第(7)項規定之情形外，涉及犯第(6)項規定罪行之被告，不得以其無意圖或非故意違反該指令，作為防禦之事由。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

### 延期償債

第 77 條(1)儘管第 53 條第(2)項另有規定，但在不牴觸第 125 條規定下，自主管部長依第 74 條第(1)項第(a)款規定將通知登載於政府公報之日起，或當該通知未登載於政府公報，而由本局依第 75 條第(7)項規定將內部財務重整證書登載於政府公報之日起，至該證書指定生效之日止之期間—

- (a) 對於第 4A 節金融機構之清算，不得通過決議或作出命令；
- (b) 不得對第 4A 節金融機構依公司法（第 50 章）第 8A 章作出司法管理命令；
- (c) 不得就第 4A 節金融機構之任何業務，對第 4A 節金融機構啟動或繼續進行民事程序；
- (d) 不得對第 4A 節金融機構之任何財產啟動、執行或繼續進行強制執行、扣押或其他法律程序；
- (e) 不得對第 4A 節金融機構任何財產之任何擔保採取強制執行措施；及
- (f) 對第 4A 節金融機構之財產所為之任何出售、轉讓、分派或其他處置，均屬無效，但（若有關金融機構係依保險法（第 142 章）核給執照之保險人者）向第 4A 節金融機構關係企業以外之保單所有人或索賠人支付請求之保險金者，不在此限。

(2)第 4A 節金融機構或派生金融機構之股東於下列期間不得行使其表決權—

- (a) the date the notice in section 74 (1) (a) is published in the *Gazette*; or
- (b) where that notice is not published in the *Gazette*, the date the bail-in certificate is published in the *Gazette* under section 75 (7), and ending on the date on which the Minister publishes a notice in the *Gazette* that this subsection ceases to apply.
- (3) Subsection (2) has effect despite anything in the Companies Act or the constitution of the Division 4A FI or resulting FI.

[Act 31 of 2017 wef 29/10/2018]

### Significant shareholder by reason of bail-in certificate

78.—(1) Where any person becomes a significant shareholder of a Division 4A FI or resulting FI as a result of a provision of a bail-in certificate, that person —

- (a) is treated as having obtained the approval of the Minister or the Authority, as the case may be, under the significant shareholder provisions applicable to the Division 4A FI or the resulting FI, in respect of the person becoming a significant shareholder; and
- (b) is not required to make a take-over offer or to acquire the shares of the other shareholders of the Division 4A FI or resulting FI (as the case may be), despite anything in the Companies Act (Cap. 50) or the Take-over Code.
- (2) The person mentioned in subsection (1) must comply with such conditions as the Minister may reasonably impose on the person, including but not limited to the following:
  - (a) a condition restricting the person's disposal or further acquisition of shares or voting power in the Division 4A FI or resulting FI, as the case may be;
  - (b) a condition restricting the person's exercise of voting power in the Division 4A FI or resulting FI, as the case may be.
- (3) The Minister may, at any time, add to, vary or revoke any condition imposed under subsection (2).
- (4) Any condition imposed under subsection (2) has effect despite anything in the Companies Act or the constitution of the Division 4A FI or resulting FI.

- (a) 自第 74 條第(1)項第(a)款規定之通知登載於政府公報之日起；或
- (b) 若該通知未登載於政府公報者，則自依第 75 條第(7)項規定將內部財務重整證書登載於政府公報之日起，至主管部長將本項停止適用之公告登載於政府公報之日止。
- (3) 公司法或該第 4A 節金融機構或派生金融機構章程所定任何事項，均不影響第(2)項規定之效力。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

### 內部財務重整證書之重要股東

第 78 條(1)若任何人因內部財務重整證書而成為第 4A 節金融機構或派生金融機構之重要股東者，該人士—

- (a) 應視為已取得主管部長或本局（視情況而定）依適用於該第 4A 節金融機構或派生金融機構之重要股東規定，對該人士成為重要股東所為之同意；且
- (b) 不得被要求提出收購要約或被要求收購該第 4A 節金融機構或派生金融機構（視情況而定）之其他股東之股份；公司法（第 50 章）或收購守則另有規定者，亦同。
- (2) 第(1)項規定所指之人士應遵守主管部長得施加之合理條件，包括但不限於下列條件：
  - (a) 限制該人士處置或進一步取得第 4A 節金融機構或派生金融機構（視情況而定）之股份或表決權；
  - (b) 限制該人士於第 4A 節金融機構或派生金融機構（視情況而定）行使表決權。
- (3) 主管部長得隨時增補、更改或撤銷依第(2)項規定所施加之任何條件。
- (4) 公司法或第 4A 節金融機構或派生金融機構章程所定任何事項，均不影響依第(2)項規定所施加之任何條件之效力。

- (5) Despite subsection (1) (a), the Minister may serve a written notice on the person mentioned in subsection (1) if —
- (a) the Authority is not satisfied that —
- (i) the person is, in accordance with the Guidelines on Fit and Proper Criteria, a fit and proper person to be a significant shareholder; and
  - (ii) having regard to the likely influence of the person on it, the Division 4A FI or resulting FI will or will continue to conduct its business prudently and comply with the provisions of this Act and the relevant Act applicable to it; or
- (b) the Minister is not satisfied that —
- (i) in a case where the Division 4A FI or resulting FI is a bank incorporated in Singapore, it is in the national interest for the person to remain a significant shareholder of the Division 4A FI or resulting FI, as the case may be; or
  - (ii) in any other case, it is in the public interest for the person to remain a significant shareholder of the Division 4A FI or resulting FI, as the case may be.
- (6) The written notice in subsection (5) is one that requires the person to take such steps within a reasonable time as are necessary to cease to be a significant shareholder of the Division 4A FI or resulting FI, as the case may be.
- (7) Before serving the notice in subsection (5), the Minister must (unless the Minister decides that it is not practicable or desirable to do so) cause to be given to the person a written notice of the Minister's intention to serve the notice in that subsection, and specifying a date by which the person may make written representations.
- (8) Upon receipt of any written representation, the Minister must consider it for the purpose of determining whether to serve the notice in subsection (5).
- (9) Where the Minister has served a notice in subsection (5) on a person, then, until the person has disposed of or transferred the shares specified in the notice and in accordance with the notice —

- (5) 無論第(1)項第(a)款規定，若有下列情形之一者，主管部長得將書面通知送達第(1)項規定之人士—
- (a) 本局無法確信—
- (i) 依合宜適切標準指引，該人士適宜成為重要股東；且
  - (ii) 衡酌該人士可能之影響，第4A節金融機構或派生金融機構將會審慎或將持續審慎經營其業務及遵循本法規定與其所適用之相關法律；或
- (b) 主管部長無法確信—
- (i) 若第4A節金融機構或派生金融機構係在新加坡設立之銀行者，使該人士續為第4A節金融機構或派生金融機構（視情況而定）之重要股東符合國家利益；或
  - (ii) 若為其他情形者，使該人士續為第4A節金融機構或派生金融機構（視情況而定）之重要股東符合公共利益。
- (6) 第(5)項規定之書面通知，係要求該人士於合理期間內採取必要步驟，使其不再續為第4A節金融機構或派生金融機構（視情況而定）之重要股東。
- (7) 送達第(5)項規定之通知前，主管部長應（除非主管部長認為不可行或不宜通知者）將其有意送達該通知之情形，以書面通知該人士，並定明該人士得提出書面意見之期間。
- (8) 主管部長於收到任何書面意見後，應審酌該意見，俾決定是否送達第(5)項規定之通知。
- (9) 主管部長已送達第(5)項規定之通知者，於該人士依照該通知處分或轉讓該通知所指明之股份前—

- (a) no voting rights are exercisable in respect of the specified shares except with the permission of the Minister, whether or not a notice under section 77 (2) is published that the provision has ceased to apply;
  - (b) no shares of the Division 4A FI or resulting FI (as the case may be) may be issued or offered (whether by way of rights, bonus or otherwise) in respect of the specified shares except with the permission of the Minister; and
  - (c) except in a liquidation of the Division 4A FI or resulting FI (as the case may be), the Division 4A FI or resulting FI may not make any payment (whether by way of dividends or otherwise) in respect of the specified shares except with the permission of the Minister.
- (10) Subsection (9) has effect despite anything in the Companies Act or the constitution of the Division 4A FI or resulting FI.
- (11) In this section, "Guidelines on Fit and Proper Criteria" means the document by that title issued by the Authority and published on its website, as revised from time to time.

[Act 31 of 2017 wef 29/10/2018]

### Directions for disposal

- 79.—(1) If the Minister is satisfied that any person has failed to comply with a condition imposed on the person in section 78 (2), or if the Minister has served a notice on the person in section 78 (5), the Minister may, by notice in writing —
- (a) direct the transfer or disposal of all or any of the shares in the Division 4A FI or resulting FI held by the person within such time and in such manner as the Minister considers appropriate;
  - (b) restrict the transfer or disposal of those shares; or
  - (c) make such other direction as the Minister considers appropriate.
- (2) Any person to whom a notice is given under subsection (1) must comply with each direction specified in the notice.

[Act 31 of 2017 wef 29/10/2018]

- (a) 無論依第 77 條第(2)項規定停止適用該規定之通知是否已公告，非經主管部長同意，該指明之股份均無表決權；
  - (b) 就該指明之股份而言，非經主管部長同意，第 4A 節金融機構或派生金融機構（視情況而定）均不得發行或提供股份（無論係以權利、紅利或其他形式為之）；及
  - (c) 除第 4A 節金融機構或派生金融機構（視情況而定）之清算外，就該指明之股份而言，非經主管部長同意，第 4A 節金融機構或派生金融機構均不得作出任何支付（無論係以股息或其他形式為之）。
- (10) 公司法或該第 4A 節金融機構或派生金融機構章程所定任何事項，均不影響第(9)項規定之效力。
- (11) 本條規定所稱「合宜適切標準指引」，指本局所發行並公布於本局網站之文件；該文件得隨時加以修正。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

### 有關處置之指令

- 第 79 條(1)若主管部長確信任何人未遵守第 78 條第(2)項規定對該人所施加之條件，或主管部長已向第 78 條第(5)項規定所指之人送達通知者，主管部長得以書面通知—
- (a) 命該人依主管部長認為適當之時間及方式，將其所持有之該第 4A 節金融機構或派生金融機構股份移轉或處置；
  - (b) 限制該等股份之移轉或處置；或
  - (c) 其他主管部長認為適當之指令。
- (2)任何人經主管部長依第(1)項規定通知者，應遵守該通知所載明之每一指令。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

**Offence**

80. A person that fails to comply with a condition imposed on the person in section 78 (2), or a notice served on the person in section 78 (5) or 79 (1), shall be guilty of an offence and shall be liable on conviction —

- (a) in the case of an individual, to a fine not exceeding \$125,000 and, in the case of a continuing offence, to a further fine not exceeding \$12,500 for every day or part of a day during which the offence continues after conviction; or
- (b) in any other case, to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part of a day during which the offence continues after conviction.

*[Act 31 of 2017 wef 29/10/2018]*

**Restriction on eligible instruments**

81.—(1) To ensure the effective operation of the provisions of this Division on an eligible instrument, the Authority may make regulations under section 126 to impose a requirement on a Division 4A FI to ensure that the contract governing the eligible instrument contains a provision to the effect that the parties to the contract agree for the eligible instrument to be the subject of a bail-in certificate.

- (2) The regulations may —
  - (a) specify the eligible instruments or class of eligible instruments, and Division 4A FI or class of Division 4A FIs, to which the requirement applies;
  - (b) require a Division 4A FI bound by the requirement to provide a legal opinion as to the enforceability of the provision required to be included in the contract in a specified jurisdiction; and
  - (c) provide for incidental, consequential or transitional matters.

*[Act 31 of 2017 wef 29/10/2018]*

**罪刑**

**第 80 條** 任何人未遵守第 78 條第(2)項規定對該人所施加之條件，或依第 78 條第(5)項或第 79 條第(1)項規定對該人所送達之通知者，應構成犯罪；經定罪者，處罰如下—

- (a) 如係個人，應科 12 萬 5 千元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 1 萬 2 千 5 百元以下罰金；或
- (b) 如係其他情形，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金。

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

**對合格工具之限制**

**第 81 條**(1)為確保本節有關合格工具規定之有效執行，本局得依第 126 條所定法規要求第 4A 節金融機構應確保於規範合格工具之契約內明定契約當事人同意將合格工具列為內部財務重整證書之標的。

- (2)該法規得—
  - (a) 定明適用於前項要求之某一或某類合格工具及第 4A 節金融機構；
  - (b) 要求受該項要求拘束之第 4A 節金融機構，就前項應載明於契約之條款於特定司法管轄區內之執行力，提出法律意見；及
  - (c) 規範其他附帶、重要及補充之事項。

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

**Division 4B — Termination rights****Interpretation of this Division**

82. In this Division, unless the context otherwise requires —

"approved clearing house" has the same meaning as in section 2 (1) of the Securities and Futures Act (Cap. 289);

"basic substantive obligation", in relation to a contract, means an obligation provided by the contract for payment, delivery or the provision of collateral;

"business day" has the same meaning as in section 2 (1) of the Banking Act (Cap. 19);

"designated payment system" means a payment system within the meaning of the Payment Systems (Oversight) Act (Cap. 222A) that is designated under section 7 of that Act;

"foreign resolution" means any action by a foreign resolution authority of a foreign country or territory to do either or both of the following:

- (a) to maintain financial stability;
- (b) to deal with any serious problem in a financial institution of that country or territory which affects the ability of the financial institution to continue its business or operations as a financial institution, and which, if not dealt with, may cause the financial institution to be no longer able to continue its business or operations as a financial institution;

"foreign resolution authority", in relation to a foreign country or territory, means an authority of the foreign country or territory which, whether alone or together with one or more other authorities of the foreign country or territory, is responsible for a foreign resolution, or for preparing plans for a foreign resolution;

"group of companies", in relation to a pertinent financial institution, means —

- (a) the pertinent financial institution;
- (b) the entities that are subsidiaries of the pertinent financial institution; and
- (c) the entity that is the holding company of the pertinent financial institution, and the entities that are subsidiaries of that holding company;

"operator" and "settlement institution" have the meanings given to those terms in section 2 (1) of the Payment Systems (Oversight) Act;

**第 4B 節 終止權****本節之釋義**

第 82 條 除上下文另有所指外，本節之—

「特許結算所」與證券及期貨法（第 289 章）第 2 條第(1)項規定所指者相同；

「基本實質義務」，就契約而言，指該契約所定之支付、交割或抵押品之提供等義務；

「營業日」與銀行法（第 19 章）第 2 條第(1)項規定所指者相同；

「指定支付系統」指受支付系統（監督）法（第 222A 章）規範，並依該法第 7 條規定所指定之支付系統；

「外國清理」指境外國家或地區之外國清理當局所為之下列一項或兩項行動：

- (a) 維持金融穩定；
- (b) 處理影響該境外國家或地區之金融機構持續其業務或營運等能力之內部重大問題，且該重大問題若不予處理者，將導致該金融機構無法持續其業務或營運；

「外國清理當局」，就境外國家或地區而言，指該境外國家或地區之主管當局，無論其係單獨負責或與其所屬國家或地區之其他主管當局共同負責外國清理或其準備計畫；

「公司集團」，就有關金融機構而言，指—

- (a) 該有關金融機構；
- (b) 該有關金融機構之附屬實體；及
- (c) 該有關金融機構之控股公司及該控股公司之附屬實體；

「營運者」及「清算機構」與支付系統（監督）法第 2 條第(1)項規定所指者相同；

"reinsurance contract" means any contract or arrangement involving the reinsurance of liabilities under insurance policies;

"resolution measure" means —

- (a) the making of a determination under Division 2, 3, 4, 4A or 5A, the issue of any certificate under Division 2, 3, 4 or 4A, the making of an order under Division 5A, or the exercise of any power under any such certificate or order; or
- (b) the exercise of any power under any relevant provision applicable to the pertinent financial institution concerned;

"termination right" means —

- (a) a right to terminate a contract;
- (b) a right to accelerate, close out, set off or net an obligation under a contract that would result in a suspension or modification or the extinguishment of the obligation;
- (c) a right to suspend, modify or extinguish an obligation of a party to a contract; or
- (d) in the case of a reinsurance contract, a right of the reinsurer to terminate or not to reinstate coverage under the contract.

[Act 31 of 2017 wef 29/10/2018]

#### **Effect of resolution measure on contracts where substantive obligations continue to be performed**

83.—(1) This section applies to a contract that satisfies both of the following:

- (a) one of the parties to the contract is —
  - (i) a pertinent financial institution that is the subject of a resolution measure; or
  - (ii) an entity that is part of the same group of companies as that of a pertinent financial institution where —
    - (A) the pertinent financial institution is the subject of a resolution measure; and
    - (B) the obligations of the entity under the contract are guaranteed or otherwise supported by the pertinent financial institution;
- (b) the substantive obligations of the contract (including all applicable basic substantive obligations) continue to be performed by the parties to the contract.

「再保險契約」指有關保單責任之再保險契約或約定；

「清理措施」指—

- (a) 依第 2 節、第 3 節、第 4 節、第 4A 節或第 5A 節所為之決定、依第 2 節、第 3 節、第 4 節或第 4A 節所發之證書、依第 5A 節所為之命令，或依該等證書或命令所行使之權力；或
  - (b) 依適用於有關金融機構之相關規定所行使之權力；
- 「終止權」指—
- (a) 契約終止權；
  - (b) 契約義務之加速到期、平倉、抵銷、淨額結算等權，促使該契約義務暫停、修改或廢止；
  - (c) 契約一方當事人義務之暫停、修改或廢止等權；或
  - (d) 再保險契約之再保險人終止或不恢復契約承保範圍等權利。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

#### **清理措施對於繼續履行實質義務契約之效力**

第 83 條(1)本條規定適用於符合下列兩要件之契約：

- (a) 契約之一方當事人係—
  - (i) 作為清理措施實施對象之有關金融機構；或
  - (ii) 與符合下列條件之有關金融機構屬同一公司集團之實體—
    - (A) 該有關金融機構係清理措施之實施對象；且
    - (B) 該有關金融機構擔保或以其他方式支持該實體之契約義務；
- (b) 契約之當事人持續履行契約之實質義務（包括所有適用之基本實質義務）。

- (2) Despite any provision of any rule of law, written law or contract —
- (a) the resolution measure, and the occurrence of any event directly linked to it, are to be disregarded in determining the applicability of a provision in the contract enabling a party to exercise a termination right; and
  - (b) any purported exercise of that termination right in reliance on that provision in the contract on the basis of either of those grounds in paragraph (a) has no effect.
- (3) For the purposes of subsection (1) (b), a basic substantive obligation of a pertinent financial institution (being an approved clearing house or an operator or a settlement institution of a designated payment system) under a contract is not considered to be no longer performed, by reason only that the institution allocates any loss to its participants, or uses collateral provided by or on behalf of its participants —
- (a) under its margin rules or default arrangements; or
  - (b) pursuant to a resolution measure.

[Act 31 of 2017 wef 29/10/2018]

#### Right to temporarily suspend termination right for contracts because of resolution measure

- 84.—(1) This section applies to a contract one of the parties to which is —
- (a) a pertinent financial institution that is the subject or proposed subject of a resolution measure;
  - (b) a pertinent financial institution in respect of which a foreign resolution authority of a foreign country or territory has carried out, or has informed the Authority that it has grounds to carry out, a foreign resolution; or
  - (c) an entity that is part of the same group of companies as that of a pertinent financial institution where —
    - (i) the pertinent financial institution is the subject or proposed subject of a resolution measure;
    - (ii) the contract has a termination right that is exercisable if the pertinent financial institution becomes insolvent or is in a certain financial condition; and
    - (iii) the obligations of the entity under the contract are guaranteed or otherwise supported by the pertinent financial institution.

- (2) 無論任何法律原則、成文法或契約之規定—
- (a) 清理措施及與其直接相關事件之發生，於決定規範一方當事人能行使終止權之契約條款之適用性時，不納入考慮；及
  - (b) 基於第(a)款所定之任一事由而依該契約條款聲稱行使終止權者，應屬無效。
- (3) 就第(1)項第(b)款規定而言，契約所定有關金融機構（指特許結算所、營運者或指定支付系統之清算機構）之基本實質義務，不得僅因該機構依下列規範將損失分配予其參加人或使用其參加人或代表其參加人所提供之擔保品，而免予履行—
- (a) 其保證金規則或違約約定；或
  - (b) 清理措施。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

#### 因清理措施有權暫停契約終止權

第 84 條(1)本條規定適用於契約之一方當事人係—

- (a) 作為清理措施實施對象或提議實施對象之有關金融機構；
- (b) 經境外國家或地區之外國清理當局實施外國清理或通知本局有理由實施外國清理之有關金融機構；或
- (c) 與符合下列條件之有關金融機構屬同一公司集團之實體—
  - (i) 該有關金融機構係清理措施之實施對象或提議實施對象；
  - (ii) 若該有關金融機構無力清償或處於某種財務狀況者，契約終止權即可行使；且
  - (iii) 該有關金融機構擔保或以其他方式支持該實體之契約義務。



- (2) The Authority may, by notice in writing to the parties to the contract, suspend the exercise of any termination right in the contract for a specified period.
- (3) The notice under subsection (2) does not apply to —
- (a) a termination right under the contract which becomes exercisable for a breach of a basic substantive obligation only;
  - (b) a termination right under a contract between the pertinent financial institution and a person prescribed for the purposes of this paragraph by regulations made under section 126; or
  - (c) a termination right under a contract, or a contract within a class of contracts, prescribed for the purposes of this paragraph by regulations made under section 126.
- (4) When exercising a power under subsection (2), the Authority must have regard to its impact on the safe and orderly functioning of the financial market and financial market infrastructures operating in Singapore.
- (5) The notice under subsection (2) —
- (a) may relate to all or any class or description of parties to a contract;
  - (b) may make different provisions for different classes or descriptions of parties to a contract; and
  - (c) may be of general or specific application.
- (6) A copy of the notice under subsection (2) must be published —
- (a) by the Authority in the *Gazette* and on its website; and
  - (b) by the pertinent financial institution on its website.
- (7) In this section, a pertinent financial institution is a proposed subject of a resolution measure if the Authority is satisfied that there is a basis for that action under section 50 in relation to that pertinent financial institution.

[Act 31 of 2017 wef 29/10/2018]

#### When suspension takes effect

- 85.—(1) A suspension by a notice under section 84 takes effect from (and including) the time of publication of the notice under that section in the *Gazette* or a time on another date specified in the notice, and —
- (a) if the contract is not a reinsurance contract, expires no later than the same time on the second business day after —
    - (i) the date of publication of the notice; or
    - (ii) the other date specified in the notice,
 as the case may be; or

- (2) 本局得訂明契約終止權暫停行使之期間，並以書面通知該契約當事人。
- (3) 第(2)項規定之通知不適用於—
- (a) 僅於違反基本實質義務時始得行使之契約終止權；
  - (b) 存在於有關金融機構與依第 126 條所定法規中為本款目的所定之人間之契約終止權；或
  - (c) 依第 126 條所定法規中為本款目的所定之契約終止權。
- (4) 本局於行使第(2)項規定之權利時，應審酌其對於新加坡金融市場之功能及相關基礎設施營運之安全及秩序之衝擊。
- (5) 第(2)項規定之通知—
- (a) 得涉及全部或任一種類之契約當事人；
  - (b) 得對不同種類之契約當事人訂定不同規範；並
  - (c) 得作為一般適用或特定適用。
- (6) 第(2)項所定通知之複本應刊布如下—
- (a) 由本局登載於政府公報及公布於其官網；及
  - (b) 由有關金融機構公布於其官網。
- (7) 本條中，當本局確信有對有關金融機構採取符合第 50 條所定行動之基礎者，則該有關金融機構即為清理措施之提議實施對象。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

#### 暫停之生效

- 第 85 條(1) 依第 84 條規定所為之暫停通知，自該通知登載於政府公報之日起或該通知另定之日起生效，且—
- (a) 若為再保險契約以外之契約，至遲於下列日期（視情況而定）後第 2 個營業日失效—
    - (i) 該通知公布之日；或
    - (ii) 該通知另定之日；或

- (b) if the contract is a reinsurance contract, expires no later than the time and date prescribed for the purposes of this paragraph by regulations made under section 126.
- (2) During the period of suspension of a termination right under a contract and despite any provision of any rule of law, written law or contract, any purported exercise of that right has no effect.
- (3) A person whose termination right under a contract is suspended under section 84 may (in accordance with the terms of the contract) exercise that right before the expiry of the suspension if the Authority gives the person written notice that the person may exercise that right because —
  - (a) the contract does not or will not form part of the business of the pertinent financial institution to be transferred under section 58; or
  - (b) the Authority has decided not to make a determination under Division 4A in relation to the pertinent financial institution.
- (4) On the expiry of the period of suspension under section 84 of a termination right under a contract, the person who holds that right may (if it had not already been exercised under subsection (3)) exercise that right in accordance with the terms of the contract, but not on any of the following grounds:
  - (a) a resolution measure taken in relation to the pertinent financial institution;
  - (b) the occurrence of an event directly linked to such resolution measure;
  - (c) if the contract forms part of any business of the pertinent financial institution that has been transferred to another person pursuant to a certificate of transfer under section 58 or an onward transfer certificate under section 64, any act of the pertinent financial institution before the transfer;
  - (d) the suspension itself.

[Act 31 of 2017 wef 29/10/2018]

## Division 5 — Assistance to foreign resolution authorities and domestic authorities

### Interpretation of this Division

86. In this Division, unless the context otherwise requires —

- (b) 若屬再保險契約，至遲於依第 126 條所定法規中為本款目的所定之日期及時點失效。
- (2) 於契約終止權暫停期間，行使該契約終止權者，無論任何法律原則、成文法或契約之規定，應屬無效。
- (3) 任何人之契約終止權被依第 84 條規定暫停者，本局基於下列事由，以書面通知其得行使該權利時，得（根據契約條款）於暫停生效期間內行使該權利—
  - (a) 該契約非屬或不會構成有關金融機構依第 58 條規定轉讓業務之一部分；或
  - (b) 本局已決定不對有關金融機構作出第 4A 節之決定。
- (4) 依第 84 條規定暫停契約終止權之期間屆滿時，享有該權利之人得依契約條款行使該權利（若尚未依第(3)項規定行使），但不得基於下列事由為之：
  - (a) 對有關金融機構採取之清理措施；
  - (b) 發生與清理措施直接相關之事件；
  - (c) 若契約構成有關金融機構依第 58 條規定之轉讓證書或依第 64 條規定之再轉讓證書轉讓予其他人之業務之一部分者，該有關金融機構於轉讓前之行為；
  - (d) 該暫停本身。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

## 第 5 節 對外國清理當局及國內當局之協助

### 本節之釋義

第 86 條 除上下文另有所指外，本節之—

"domestic authority" means any ministry or department of the Government, any Organ of State in Singapore and any statutory body (other than the Authority) established under a public Act for a public function, and includes the company designated to be the deposit insurance and policy owners' protection fund agency under section 56 of the Deposit Insurance and Policy Owners' Protection Schemes Act (Cap. 77B);

"foreign resolution authority" means an authority of a foreign country or territory which, whether alone or together with one or more other authorities of the foreign country or territory, is responsible for the resolution, or for preparing plans for dealing with the resolution, of a financial institution;

[Act 31 of 2017 wef 05/06/2018]

"material" includes any information, book, document or other record in any form whatsoever, and any container or article relating thereto;

"prescribed written law" means the following Acts and the subsidiary legislation made under those Acts:

- (a) this Act;
- (b) the Banking Act (Cap. 19);
- (c) the Deposit Insurance and Policy Owners' Protection Schemes Act;
- (d) the Finance Companies Act (Cap. 108);
- (e) the Financial Advisers Act (Cap. 110);
- (f) the Insurance Act (Cap. 142);
- (g) the Money-changing and Remittance Businesses Act (Cap. 187);
- (h) the Payment Systems (Oversight) Act (Cap. 222A);
- (i) the Securities and Futures Act (Cap. 289);
- (j) the Trust Companies Act (Cap. 336); and
- (k) such other Act or Acts as the Authority may prescribe by regulations made under section 126;

[Act 31 of 2017 wef 04/06/2018]

"resolution" means any action by an authority (being an authority charged with responsibility for such action) to do either or both of the following:

- (a) to maintain financial stability;

「國內當局」指新加坡政府之任何部會或部門、新加坡之任何國家機關及依公共法律暨為公共職能所設立之任何法定機構（不含本局），並包括依存款保險及保單所有人保障計畫法（第 77B 章）第 56 條規定指定為存款保險及保單所有人保障基金代理機構之公司；

「外國清理當局」指境外國家或地區之主管當局，無論其係單獨負責或與其所屬國家或地區之其他主管當局共同負責金融機構之清理或處理該清理之準備計畫；

[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]

「資料」包括任何資訊、簿冊、任何形式之文件或其他紀錄，及其相關之載具或物品；

「制定成文法」指下列法律及依該等法律訂定之附屬規章：

- (a) 本法；
- (b) 銀行法（第 19 章）；
- (c) 存款保險及保單所有人保障計畫法；
- (d) 融資公司法（第 108 章）；
- (e) 財務顧問法（第 110 章）；
- (f) 保險法（第 142 章）；
- (g) 貨幣兌換及匯款業法（第 187 章）；
- (h) 支付系統（監督）法（第 222A 章）；
- (i) 證券及期貨法（第 289 章）；
- (j) 信託公司法（第 336 章）；
- (k) 本局依第 126 條所定法規中定明之法律；

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

「清理」指主管當局（負責清理行動之當局）為達下列任一項或兩項目的所採取之行動：

- (a) 維持金融穩定；

- (b) to deal with any serious problem in a financial institution which affects the ability of the financial institution to continue its business or operations as a financial institution, and which, if not dealt with, may cause the financial institution to be no longer able to continue its business or operations as a financial institution.

[Act 31 of 2017 wef 05/06/2018]

#### Conditions for provision of assistance to foreign resolution authority

87.—(1) The Authority may provide the assistance referred to in section 89 to a foreign resolution authority, if the Authority is satisfied that all of the following conditions are fulfilled:

- (a) the request by the foreign resolution authority for assistance is received by the Authority on or after the date of commencement of section 10 of the Monetary Authority of Singapore (Amendment) Act 2013;

[Act 31 of 2017 wef 05/06/2018]

- (b) the assistance is intended to enable the foreign resolution authority, or any other authority of the foreign country or territory, to deal with the resolution of a financial institution;

[Act 31 of 2017 wef 05/06/2018]

- (c) the foreign resolution authority has given a written undertaking that any material or copy thereof obtained pursuant to its request shall not be used for any purpose other than a purpose that is specified in the request and approved by the Authority;

[Act 31 of 2017 wef 05/06/2018]

- (d) the foreign resolution authority has given a written undertaking not to disclose to a third party (other than a designated third party of the foreign country or territory in accordance with paragraph (e)) any material or copy thereof obtained pursuant to the request, unless the foreign resolution authority is compelled to do so by the law or a court of the foreign country or territory;

[Act 31 of 2017 wef 05/06/2018]

- (e) the foreign resolution authority has given a written undertaking to obtain the prior consent of the Authority before disclosing any material received pursuant to the request to a designated third party, and to make such disclosure only in accordance with such conditions as may be imposed by the Authority;

[Act 31 of 2017 wef 05/06/2018]

- (b) 處理影響金融機構持續其業務或營運等能力之內部重大問題，且該重大問題若不予處理者，將導致該金融機構無法持續其業務或營運。

[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]

#### 對外國清理當局提供協助之條件

第 87 條(1)若本局確信下列條件均符合者，得對外國清理當局提供第 89 條所定之協助：

- (a) 本局於 2013 年新加坡貨幣管理局（修訂）法第 10 條規定施行日或施行日後，收到外國清理當局尋求協助之請託；

[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]

- (b) 協助之提供係為使外國清理當局或境外國家或地區之任何其他當局能夠處理金融機構之清理；

[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]

- (c) 外國清理當局業以書面承諾，依其請求所取得之任何資料或複本，僅依該請求所指明，並經本局同意之目的使用之；

[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]

- (d) 外國清理當局業以書面承諾，不向第三方（不含依第(e)款所定該外國或地區之指定第三方）揭露依其請求所取得之任何資料或複本。但外國清理當局係依境外國家或地區之法律或法院要求而被迫揭露者，不在此限；

[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]

- (e) 外國清理當局業以書面承諾，於向指定第三方揭露依其請求所取得之任何資料或複本前，應先取得本局之同意，並應依本局所定之條件進行揭露；

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- (f) the material requested for is of sufficient importance to the resolution of a financial institution and cannot reasonably be obtained by any other means;
- (g) the matter to which the request relates is of sufficient gravity; and
- (h) the rendering of assistance will not be contrary to the public interest or the interests of the affected persons of the financial institution.

*[Act 31 of 2017 wef 05/06/2018]*

*[Act 31 of 2017 wef 04/06/2018]*

- (2) For the purposes of subsection (1) (d) and (e), "designated third party", in relation to a foreign country or territory, means such person in, or body or authority of, the foreign country or territory as the Authority may approve, upon an application to the Authority, if the Authority is satisfied that the disclosure —

- (a) is necessary, in the interests of the resolution of a financial institution; and
- (b) is necessary for the performance of the duties and functions of that person, body or authority, as the case may be.

*[Act 31 of 2017 wef 04/06/2018]*

*[Act 9 of 2013 wef 18/04/2013]*

#### **Other factors to consider for provision of assistance to foreign resolution authority**

88. In deciding whether to grant a request for assistance referred to in section 89 from a foreign resolution authority, the Authority may also have regard to the following:

- (a) whether the foreign resolution authority is preparing plans for dealing with the resolution of any financial institution, or is in the process of determining whether to exercise, or is exercising, any resolution powers in relation to the financial institution;

*[Act 31 of 2017 wef 05/06/2018]*

- (b) whether the foreign resolution authority has given or is willing to give an undertaking to the Authority to comply with a future request by the Authority to the foreign resolution authority for similar assistance;

*[Act 31 of 2017 wef 05/06/2018]*

- (f) 所請求之資料須對金融機構之清理相當重要，且無法透過其他方式合理取得者；
- (g) 該請求所涉事項相當嚴重；及
- (h) 協助之提供不會違反公共利益或金融機構受影響人之利益。

*[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]*

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

- (2) 為實行第(1)項第(d)款及第(e)款規定，「指定第三者」，就外國或地區而言，指在該境外國家或地區之個人、團體或主管當局，經本局確信該項揭露符合下列規定，而得同意該揭露之申請者—

- (a) 為金融機構清理之利益所必需；且
- (b) 係履行該個人、團體或主管當局（視情況而定）之職責及職能所必需。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

#### **對外國清理當局提供協助應衡酌之其他因素**

第 88 條 本局在決定是否同意對外國清理當局提供第 89 條所定之協助時，亦得衡酌下列事項：

- (a) 外國清理當局是否正在擬具處理任何金融機構之清理計畫，或正在決定是否行使或正在行使清理該金融機構之任何權力；

*[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]*

- (b) 外國清理當局是否已給予或有意給予本局有關本局於未來向該外國清理當局請求類似協助時，其將予以配合之承諾；

*[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]*

- (c) whether the foreign resolution authority has given or is willing to give an undertaking to the Authority to contribute towards the costs of providing the assistance that the foreign resolution authority has requested for.

*[Act 31 of 2017 wef 05/06/2018]*

*[Act 31 of 2017 wef 04/06/2018]*

*[Act 9 of 2013 wef 18/04/2013]*

#### **Assistance that may be rendered to foreign resolution authority**

89.—(1) Notwithstanding the provisions of any prescribed written law or any requirement imposed thereunder or any rule of law, the Authority or any person authorised by the Authority may, in relation to a request by a foreign resolution authority for assistance —

- (a) transmit to the foreign resolution authority any material in the possession of the Authority that is requested by the foreign resolution authority or a copy thereof;

*[Act 31 of 2017 wef 05/06/2018]*

- (b) order any person to furnish to the Authority any material that is requested by the foreign resolution authority or a copy thereof, and transmit the material or copy to the foreign resolution authority;

*[Act 31 of 2017 wef 05/06/2018]*

- (c) order any person to make an oral statement to the Authority on any information requested by the foreign resolution authority, record such statement, and transmit the recorded statement to the foreign resolution authority; or

*[Act 31 of 2017 wef 05/06/2018]*

- (d) request any ministry or department of the Government, or any statutory authority in Singapore, to furnish to the Authority any material that is requested by the foreign resolution authority or a copy thereof, and transmit the material or copy to the foreign resolution authority.

*[Act 31 of 2017 wef 05/06/2018]*

- (2) An order under subsection (1) (b) or (c) shall have effect notwithstanding any obligation as to secrecy or other restriction upon the disclosure of information imposed by any prescribed written law or any requirement imposed thereunder, any rule of law, any contract or any rule of professional conduct.

- (c) 外國清理當局是否已給予或有意給予本局有關由其支付本局依其請求提供該協助所生費用之承諾。

*[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]*

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

#### **得對外國清理當局提供之協助**

第 89 條(1)無論任何制定成文法之規定、其有關要求或任何法律原則，本局或本局授權之任何人對於請求提供協助之外國清理當局，得為下列協助—

- (a) 向外國清理當局送交其所請求並為本局所保有之任何資料或其複本；

*[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]*

- (b) 命任何人向本局提供外國清理當局所請求之任何資料或其複本，並將該資料或複本送交外國清理當局；

*[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]*

- (c) 命任何人向本局以口頭陳述有關外國清理當局所請求之任何資訊，並將該陳述予以記錄及轉交外國清理當局；或

*[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]*

- (d) 請求政府之任何部會、部門，或新加坡之任何法定當局，向本局提供外國清理當局所請求之任何資料或其複本，並將該資料或複本送交外國清理當局。

*[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]*

- (2)任何制定成文法及其有關要求、法律原則、契約或職業行為準則對於資訊揭露所定之限制或保密義務，不影響依第(1)項第(b)款或第(c)款所定命令之效力。

- (3) Nothing in this section shall compel an advocate and solicitor, or a legal counsel referred to in section 128A of the Evidence Act (Cap. 97), to furnish or transmit any material or copy thereof that contains, or to disclose, a privileged communication made by or to him in that capacity.
- (4) An advocate and solicitor, or a legal counsel referred to in section 128A of the Evidence Act, who refuses to furnish or transmit any material or copy thereof that contains, or to disclose, any privileged communication shall nevertheless be obliged to give the name and address (if he knows them) of the person to whom, or by or on behalf of whom, the privileged communication was made.
- (5) A person is not excused from making an oral statement pursuant to an order made under subsection (1) (d) on the ground that the statement might tend to incriminate him but, where the person claims before making the statement that the statement might tend to incriminate him, that statement shall not be admissible in evidence against him in criminal proceedings other than proceedings for an offence under section 91.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

#### Assistance to domestic authority

- 90.—(1) Notwithstanding any obligation as to secrecy or other restriction upon the disclosure of information imposed by any prescribed written law or any requirement imposed thereunder, any rule of law, any contract or any rule of professional conduct, the Authority may, on its own motion or upon receiving a written request from a domestic authority for any material in relation to the resolution of a specified financial institution, transmit to the domestic authority any such material that is in the possession of the Authority or a copy thereof.
- (2) In deciding whether to transmit any material to a domestic authority under subsection (1), the Authority may have regard to the following:
- (a) whether the assistance is intended to enable the domestic authority —
    - (i) to prepare plans for dealing with the resolution of a specified financial institution;
    - (ii) to avoid having to exercise any resolution powers in relation to a specified financial institution; or

- (3) 本條之任何規定不得強制證據法（第 97 章）第 128A 條規定所指之辯護人、律師或法律顧問，提供、傳送或揭露其依該等身分製作或取得含有特權保密溝通之資料或其複本。
- (4) 證據法第 128A 條規定所指之辯護人、律師或法律顧問，拒絕提供、傳送或揭露含有特權保密溝通之資料或其複本者，仍有義務提供該特權保密溝通之製作人、取得人或其代表人之姓名及地址（若其知悉該等人者）。
- (5) 任何人不得以作出口頭陳述，恐致其受刑事訴追為由，拒絕依第(1)項第(d)款規定之命令作出口頭陳述。但該人於陳述前聲明該陳述恐致其受刑事訴追者，除第 91 條所定犯罪之訴追程序外，該陳述於其他刑事訴追程序中，不得作為不利於該人之證據。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

#### 對國內當局之協助

- 第 90 條(1) 無論任何制定成文法及其有關要求、法律原則、契約或職業行為準則對於資訊揭露訂定任何限制或保密義務，本局得主動或於國內當局以書面向本局請求與特定金融機構清理有關之任何資料時，將任何由本局保有之此類資料或其複本送交予國內當局。
- (2) 本局在決定是否依第(1)項規定對國內當局送交任何資料時，得衡酌下列事項：
- (a) 該協助是否有意使國內當局能 —
    - (i) 擬具處理特定金融機構之清理計畫；
    - (ii) 避免必須對特定金融機構行使任何清理權；或

- (iii) to determine whether or when to exercise resolution powers in relation to a specified financial institution;
- (b) whether the domestic authority has given or is willing to give a written undertaking —
  - (i) that any material or copy thereof obtained pursuant to its request shall not be used for any purpose other than a purpose that is specified in the request and approved by the Authority; or
  - (ii) that any material or copy thereof transmitted by the Authority on its own motion shall not be used for any purpose other than a purpose that is specified by the Authority;
- (c) whether the domestic authority has given a written undertaking not to disclose to a third party any material or copy thereof obtained pursuant to the request or transmitted by the Authority on its own motion, unless the domestic authority is compelled to do so by the law or the Court.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

#### Offences under this Division

##### 91. Any person who —

- (a) without reasonable excuse, refuses or fails to comply with an order under section 89 (1) (b) or (c);
- (b) in purported compliance with an order under section 89 (1) (b), furnishes to the Authority any material or copy thereof known to the person to be false or misleading in a material particular; or
- (c) in purported compliance with an order made under section 89 (1) (c), makes a statement to the Authority that is false or misleading in a material particular,

[Act 31 of 2017 wef 04/06/2018]

shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 2 years or to both.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

- (iii) 決定是否或何時對特定金融機構行使清理權；
- (b) 國內當局已向本局或有意向本局提出書面承諾—
  - (i) 依其請求所取得之任何資料或其複本，僅依該請求所指明，並經本局同意之目的使用之；或
  - (ii) 本局主動送交之任何資料或其複本，應依本局所定目的使用之；
- (c) 國內當局業以書面承諾，不向第三方揭露依其請求所取得或由本局主動送交之任何資料或其複本。但國內當局係依法律或法院要求而被迫向第三方揭露者，不在此限。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

#### 本節之罪刑

**第 91 條** 任何人有下列行為之一者，應構成犯罪；經定罪者，應科 1 萬元以下罰金或處或併處 2 年以下有期徒刑—

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- (a) 無正當理由拒絕或未遵守依第 89 條第(1)項第(b)款或第(c)款所定之命令；
- (b) 佯稱遵守依第 89 條第(1)項第(b)款所定之命令，但故意或恣意就重要事項向本局提供虛假或誤導性之任何資料或其複本；或
- (c) 佯稱遵守依第 89 條第(1)項第(c)款所定之命令，但就重要事項向本局作出虛假或具誤導性之陳述。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]



**Immunity for furnishing material, etc.**

92.—(1) No liability, other than for an offence under section 91, shall lie against any person for —

- (a) furnishing to the Authority any material or copy thereof, if he had furnished that material or copy with reasonable care and in good faith in compliance with an order made under section 89 (1) (b);

[Act 31 of 2017 wef 04/06/2018]

- (b) making a statement to the Authority with reasonable care and in good faith and in compliance with an order made under section 89 (1) (c); or

[Act 31 of 2017 wef 04/06/2018]

- (c) doing or omitting to do any act, if he had done or omitted to do the act with reasonable care and in good faith and as a result of complying with an order made under section 89 (1) (b) or (c).

[Act 31 of 2017 wef 04/06/2018]

- (2) Any person who complies with an order made under section 89 (1) (b) or (c) shall not be treated as being in breach of any restriction upon the disclosure of information or thing imposed by any prescribed written law or any requirement imposed thereunder, any rule of law, any contract or any rule of professional conduct.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

**Division 5A — Recognition of foreign resolutions****General provisions**

93.—(1) In this Division, unless the context otherwise requires —

"determination" means a determination made under section 94;

"foreign financial institution" means a financial institution incorporated, formed or established in a foreign country or territory that has —

- (a) a branch located in Singapore; or

- (b) a subsidiary incorporated in Singapore, that is approved, authorised, designated, recognised, registered, licensed or otherwise regulated by the Authority under this Act or any of the written laws set out in the Schedule;

"foreign resolution" means any action by a foreign resolution authority of a foreign country or territory to do either or both of the following:

**提供資料等之免責**

第 92 條(1)除第 91 條所定之罪外，任何人不得因下列行為而承擔責任—

- (a) 本於合理注意及忠實而依第 89 條第(1)項第(b)款所定之命令向本局提供任何資料或其複本；

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- (b) 本於合理注意及忠實而依第 89 條第(1)項第(c)款所定之命令向本局作出陳述；或

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- (c) 本於合理注意及忠實而依第 89 條第(1)項第(b)款或第(c)款所定之命令作為或不作為。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (2)任何遵守第 89 條第(1)項第(b)款或第(c)款所定命令之人，不得視為違反任何制定成文法及其有關規定、法律原則、契約或職業行為準則對於資訊或事件揭露所定之任何限制。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

**第 5A 節 外國清理之承認****通則**

第 93 條(1)除上下文另有所指外，本節之—

「決定」指依第 94 條規定所作之決定；

「外國金融機構」指在境外國家或地區組織、成立或設立，且經本局依本法或附錄所列任何成文法予以同意、授權、指定、核准、登記、核給執照或為其他認可，並有下列情形之金融機構—

- (a) 在新加坡設有分支機構；或

- (b) 在新加坡設立附屬公司；

「外國清理」指境外國家或地區之外國清理當局所為之下列一項或兩項行動：

- (a) to maintain financial stability;
- (b) to deal with any serious problem in a foreign financial institution of that country or territory which affects the ability of the financial institution to continue its business or operations as a financial institution, and which, if not dealt with, may cause the financial institution to be no longer able to continue its business or operations as a financial institution;

"foreign resolution authority", in relation to a foreign country or territory, means an authority of that country or territory which, whether alone or together with one or more other authorities of that country or territory, is responsible for a foreign resolution, or for preparing plans for a foreign resolution;

"Singapore creditor", in relation to a foreign financial institution, means —

- (a) a creditor of the foreign financial institution, in respect of a liability incurred by the operations of its branch located in Singapore; or
- (b) a creditor of a subsidiary incorporated in Singapore of the foreign financial institution;

"Singapore shareholder", in relation to a foreign financial institution, means the holder of shares or similar instruments of a subsidiary incorporated in Singapore of the foreign financial institution.

- (2) The exercise of any power under this Division does not prevent the exercise of any other power of the Minister or the Authority under this Act or the relevant Act applicable to the foreign financial institution or to the subsidiary incorporated in Singapore of a foreign financial institution, as the case may be.

[Act 31 of 2017 wef 29/10/2018]

### Determination over foreign resolution

- 94.—(1) This section applies where a foreign resolution authority of a foreign country or territory makes a request to the Authority to recognise a foreign resolution in relation to a foreign financial institution by the foreign resolution authority.
- (2) The Authority must make a determination that —
    - (a) the foreign resolution should be recognised in whole or in part; or
    - (b) the foreign resolution should not be recognised.

- (a) 維持金融穩定；
- (b) 處理影響該境外國家或地區之金融機構持續其業務或營運等能力之內部重大問題，且該重大問題若不予處理者，將導致該金融機構無法持續其業務或營運；

「外國清理當局」，就境外國家或地區而言，指該境外國家或地區之主管當局，無論其係單獨負責或與其所屬國家或地區之其他主管當局共同負責外國清理或其準備計畫；

「新加坡債權人」，就外國金融機構而言，指—

- (a) 該外國金融機構在新加坡之分支機構因營運所生債務之債權人；或
- (b) 該外國金融機構在新加坡設立之附屬公司之債權人；

「新加坡股東」，就外國金融機構而言，指該外國金融機構在新加坡設立之附屬公司之股份或類似工具之持有人。

- (2) 行使本節之權力並不妨礙本局或主管部長依本法或其他適用於外國金融機構或其在新加坡設立之附屬公司（視情況而定）之法律行使其他權力。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

### 對外國清理之決定

- 第 94 條(1) 本條規定適用於境外國家或地區之外國清理當局向本局請求承認其對外國金融機構所為外國清理之情形。
- (2) 本局應作出下列決定—
    - (a) 全部或部分承認外國清理；或
    - (b) 不予承認外國清理。

- (3) The Authority may make a determination that the foreign resolution should be recognised in whole or in part if it is satisfied that all of the following conditions are fulfilled:
- (a) recognition of the foreign resolution or part would not have a widespread adverse effect on the financial system in Singapore or the economy of Singapore, whether or not that effect occurs directly or indirectly as a result of the effects of recognising the resolution or part;
  - (b) recognition of the foreign resolution or part would not result in inequitable treatment of any Singapore creditor relative to any other creditor of the foreign financial institution with similar rights, or of any Singapore shareholder relative to any shareholder of the foreign financial institution;
  - (c) recognition of the foreign resolution or part would not be contrary to the national interest or public interest;
  - (d) recognition of the foreign resolution or part would not have material fiscal implications for Singapore;
  - (e) any other condition that is prescribed by regulations made under section 126 for the purposes of this paragraph.
- (4) Upon making a determination, the Authority must submit the determination to the Minister for approval.
- (5) The Minister may —
- (a) approve the determination without modification;
  - (b) approve the determination subject to any modification the Minister considers appropriate; or
  - (c) refuse to approve the determination.
- (6) The Minister must not approve the determination under subsection (5) (a) or (b) unless satisfied that all of the conditions mentioned in subsection (3) are fulfilled.
- (7) An approval under subsection (5) is subject to such conditions as the Minister may determine, and the Minister may add to, vary or revoke any condition.
- (8) Any person to which a condition mentioned in subsection (7) applies, and who has been given written notice of that condition by the Authority, must comply with the condition.

- (3) 本局於確信下列條件均符合時，得作出全部或部分承認外國清理之決定：
- (a) 作出全部或部分承認外國清理之決定，均不致於對新加坡之金融體系或經濟產生廣泛之負面影響；無論該影響是否係因作出該全部或部分承認之決定而直接或間接發生；
  - (b) 作出全部或部分承認外國清理之決定，相較於外國金融機構之其他享有類似權利之債權人或股東，不致於對任何新加坡債權人或新加坡股東，產生不公平對待之情形；
  - (c) 作出全部或部分承認外國清理之決定，不致於違反國家利益或公共利益；
  - (d) 作出全部或部分承認外國清理之決定，不致於對新加坡之財政造成重大影響；
  - (e) 依第 126 條所定法規中關於本項之任何其他條件。
- (4) 決定一經作出，本局即應將該決定提請主管部長同意。
- (5) 主管部長得—
- (a) 同意該決定而不作任何修改；
  - (b) 同意該決定，但作出其認為適當之任何修改；或
  - (c) 拒絕同意該決定。
- (6) 主管部長於確信第(3)項規定所指之全部條件均符合者，始得對該決定作出第(5)項第(a)款及第(b)款規定之同意。
- (7) 主管部長依第(5)項規定為同意時，得附加同意該決定之條件，並得增補、更改或撤銷該等條件。
- (8) 任何人應遵守依第(7)項規定所指適用於該人，並業經本局以書面向其通知之所有條件。

- (9) A person that contravenes subsection (8) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part of a day during which the offence continues after conviction.

[Act 31 of 2017 wef 29/10/2018]

### Order to give effect to foreign resolution

- 95.—(1) If the Minister approves a determination that a foreign resolution should be recognised in whole or in part, the Minister must, as soon as practicable, by order in the *Gazette*, declare that the foreign resolution is to be recognised.
- (2) The order may make provision for any of the following matters, to take effect from a date specified in the order:
- matters that may be set out in a certificate of transfer pursuant to section 58 (3);
  - matters that may be set out in a certificate of transfer of shares pursuant to section 67 (3);
  - matters that may be set out in a certificate of restructuring of share capital pursuant to section 70 (3);
  - matters that may be set out in a bail-in certificate pursuant to section 75 (3).
- (3) The matters mentioned in paragraphs (a) to (d) of subsection (2) may be modified for the purposes of giving effect to the foreign resolution.
- (4) To avoid doubt, provision may be made in the order for matters mentioned in subsection (2) (d) affecting instruments or liabilities entered into or accruing before the effective date of the order.
- (5) With effect from the effective date of the order, sections 58 (8) to (17) and 59, section 67 (6) to (13), section 70 (6) to (14), or sections 76 to 80 (as the case may be), together with the regulations that are made under section 126 for the purpose of implementing those provisions, apply in relation to an order that provides for the matters mentioned in paragraph (a), (b), (c) or (d) of subsection (2), as they apply in relation to the certificate mentioned in that paragraph.

- (9)違反第(8)項規定之人，應構成犯罪；經定罪者，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

### 對外國清理之生效命令

- 第 95 條(1)主管部長於同意本局所為全部或部分承認外國清理之決定後，應在切實可行之範圍內，儘速以命令宣告外國清理確定被承認，並登載於政府公報。
- (2)該命令得就下列事項訂定規定，並自該命令所定明之日起生效：
- 依第 58 條第(3)項規定，得載明於轉讓證書之事項；
  - 依第 67 條第(3)項規定，得載明於股份轉讓證書之事項；
  - 依第 70 條第(3)項規定，得載明於股本重組證書之事項；
  - 依第 75 條第(3)項規定，得載明於內部財務重整證書之事項。
- (3)本局為實行外國清理，得修改第(2)項第(a)款至第(d)款規定所指事項。
- (4)為免滋生疑義，得於該命令中訂定第(2)項第(d)款規定所指事項之有關規範，其效力及於該命令生效前已簽訂或產生之工具或負債。
- (5)自該命令生效日起，第 58 條第(8)項至第(17)項、第 59 條、第 67 條第(6)項至第(13)項、第 70 條第(6)項至第(14)項或第 76 條至第 80 條規定（視情況而定），連同為實行該等條款而依第 126 條規定所定法規中有效適用於該命令就第(2)項第(a)款、第(b)款、第(c)款或第(d)款所指事項所定之規範，如同適用於各該款所指之證書。

- (6) The provisions of this Act mentioned in subsection (5) apply subject to such modifications as the order may prescribe.

[Act 31 of 2017 wef 29/10/2018]

### Directions

96. The Authority may, from time to time, issue such directions to any person who is approved, authorised, designated, recognised, registered, licensed or otherwise regulated by the Authority under this Act or any of the written laws set out in the Schedule, as the Authority considers necessary for the purposes of giving full effect to the order mentioned in section 95.

[Act 31 of 2017 wef 29/10/2018]

### Offence

- 97.—(1) A person that refuses or fails to comply with a provision of the order under section 95 that applies to the person, or a direction issued to the person under section 96, shall be guilty of an offence and shall be liable on conviction —
- in the case of an individual, to a fine not exceeding \$125,000 or to imprisonment for a term not exceeding 3 years or to both and, in the case of a continuing offence, to a further fine not exceeding \$12,500 for every day or part of a day during which the offence continues after conviction; or
  - in any other case, to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part of a day during which the offence continues after conviction.
- (2) Where a person is charged with an offence under subsection (1), it is a defence for the person to prove that —
- the person was not aware of the contravention of the provision of the order or the direction; and
  - the person has complied with the provision of the order or the direction within a reasonable time after becoming aware of the contravention.

- (6) 第(5)項規定所指本法各項規定之適用，受限於該命令所得定明之修正事項。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

### 指令

- 第 96 條** 本局於必要時，得隨時對經本局依本法或附錄所列任何成文法予以同意、授權、指定、核准、登記、核給執照或認可之人，發出指令，俾充分落實第 95 條規定所指之命令。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

### 罪刑

- 第 97 條**(1) 任何人拒絕或未遵守依第 95 條規定所發布之命令中適用於該人之規範，或依第 96 條規定對該人所發出之指令者，應構成犯罪；經定罪者，處罰如下—
- 如係個人，應科 12 萬 5 千元以下罰金或處或併處 3 年以下有期徒刑；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 1 萬 2 千 5 百元以下罰金；或
  - 如係其他情形，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金。
- (2) 涉及犯第(1)項規定罪行之被告，得提出下列證明，以資防禦—
- 其不知已違反該命令之規範或該指令；且
  - 其於知悉違反後，已於合理時間內遵守該命令之規範或該指令。

- (3) Except as provided in subsection (2), it is not a defence for a person charged with an offence under subsection (1) that the person did not intend to or did not knowingly contravene the provision of the order or the direction.

[Act 31 of 2017 wef 29/10/2018]

## Division 5B — Resolution funding

### Interpretation of this Division

98. In this Division, unless the context otherwise requires —

"Agency" means the company designated by the Minister under section 56 of the Deposit Insurance and Policy Owners' Protection Schemes Act (Cap. 77B) as the deposit insurance and policy owners' protection fund agency;

"DI Fund" means the Deposit Insurance Fund reconstituted under section 9 of the Deposit Insurance and Policy Owners' Protection Schemes Act;

"financial institution" means any person that is approved, authorised, designated, recognised, registered, licensed or otherwise regulated by the Authority under this Act or any of the written laws set out in the Schedule;

"financial institution under resolution" means the pertinent financial institution that is the subject of a resolution measure and, in relation to a resolution fund, means the pertinent financial institution that is the subject of the resolution measure for which the fund is established;

"market infrastructure" means a pertinent financial institution that performs the functions of a market, a central clearing counterparty, a trade repository, a central securities depository, or a securities settlement system;

"participant" —

- (a) in relation to a market infrastructure, means a participant of the market infrastructure, and includes a client of such participant; and
- (b) in relation to a payment system operator, means a participant of the payment system (within the meaning of the Payment Systems (Oversight) Act (Cap. 222A)) operated by the payment system operator;

"payment system operator" means a person who operates a payment system within the meaning of the Payment Systems (Oversight) Act;

- (3)除有第(2)項規定之情形外，涉及犯第(1)項規定罪行之被告，不得以其無意圖或非故意違反該命令之規範或該指令，作為防禦之事由。

[2017年第31號法案，自2018年10月29日生效]

## 第5B節 清理基金

### 本節之釋義

第98條 除上下文另有所指外，本節之一

「代理機構」指主管部長依存款保險及保單所有人保障計畫法（第77B章）第56條規定指定為存款保險及保單所有人保障基金代理機構之公司；

「存款保險基金」指依存款保險及保單所有人保障計畫法第9條規定重建之存款保險基金；

「金融機構」指經本局依本法或附錄所列任何成文法同意、授權、指定、核准、登記、執照或為其他認可之人；

「被清理金融機構」指作為清理措施實施對象之有關金融機構，及就清理基金而言，指為該基金之設立目的而作為清理措施實施對象之有關金融機構；

「市場基礎設施」指有關金融機構執行市場、集中交易結算機構、交易資料保管機構、證券集中保管機構或證券清算系統等功能之有關金融機構；

「參加人」—

- (a) 就市場基礎設施而言，指該市場基礎設施之參加人，並包括該參加人之客戶；及
- (b) 就支付系統營運者而言，指由支付系統營運者所營支付系統之參加人（按支付系統（監督）法（第222A章）所定範疇）；

「支付系統營運者」指經營支付系統（監督）法所定支付系統之人；

"provisional entity", in relation to a resolution fund, means an entity established or incorporated to do one or more of the following:

- (a) temporarily hold and manage the assets and liabilities of the financial institution under resolution;
- (b) to be the transferee of any part of the business of the financial institution under resolution under Division 2;
- (c) do any other act for the orderly resolution of the financial institution under resolution;

"resolution fund" means a fund established under section 99;

"resolution measure" means —

- (a) the making of a determination under Division 2, 2A, 3, 4, 4A or 5A, the issue of any certificate under Division 2, 2A, 3, 4 or 4A, the making of an order under Division 5A, or the exercise of any power under any such certificate or order; or
- (b) the exercise of any power under any relevant provision applicable to the financial institution concerned;

"resolution measure", in relation to a resolution fund, means the resolution measure or measures for which the fund was established;

"similar financial institution" means a financial institution that is prescribed by regulations made under section 126 for the purposes of section 102 (1) (b) (i), as belonging to the same category as the financial institution under resolution;

"trustee", in relation to a resolution fund, means the entity appointed under section 99 (2) as the trustee of the fund.

[Act 31 of 2017 wef 29/10/2018]

### Establishment of resolution fund

- 99.—(1) For the purposes of supporting a resolution measure undertaken for a financial institution and other matters relating to the measure, the Minister may, on the recommendation of the Authority, establish a resolution fund.
- (2) The Minister must appoint a body corporate or unincorporate established or incorporated in Singapore, or established under any Act, to be the trustee of the resolution fund.
  - (3) The Authority must publish a notification in the *Gazette* and in such newspaper or newspapers as the Minister determines, of the establishment of a resolution fund and the trustee of the fund.

「過渡實體」，就清理基金而言，指為從事下列事項所成立或設立之實體：

- (a) 暫時持有及管理被清理金融機構之資產或負債；
- (b) 成為依第 2 節受讓被清理金融機構任何部分業務之受讓人；
- (c) 為被清理金融機構之有序清理作出任何其他行為；

「清理基金」指依第 99 條規定設立之基金；

「清理措施」指—

- (a) 依第 2 節、第 2A 節、第 3 節、第 4 節、第 4A 節或第 5A 節所作之決定、依第 2 節、第 2A 節、第 3 節、第 4 節或第 4A 節所發之證書、依第 5A 節所為之命令，或依上述任一證書或命令行使之任何權力；或
  - (b) 依適用於所涉金融機構之相關規定行使權力；
- 「清理措施」，就清理基金而言，指為實行該基金之設立目的所為之清理措施；

「類似金融機構」指為實行第 102 條第(1)項第(b)款第(i)目規定，依第 126 條所定法規中與被清理金融機構同屬一類之金融機構；

「受託人」，就清理基金而言，指依第 99 條第(2)項規定經指派為該基金受託人之實體。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

### 清理基金之設立

- 第 99 條(1)為支持對金融機構採取之清理措施及其相關事項，主管部長得按本局之建議設立清理基金。
- (2) 主管部長應指派在新加坡設立、成立或依任何法律設立之法人或非法人團體，擔任清理基金受託人。
  - (3) 本局應將設立清理基金及該基金受託人之通知，登載於政府公報及主管部長指定之報章。

- (4) The trustee of a resolution fund may obtain a loan from the Authority for the purpose of constituting the fund.
- (5) In addition to the loan in subsection (4), the following are to be paid into a resolution fund:
  - (a) all payments, levies and late payment fees collected or recovered under sections 103, 105, 106 and 107;
  - (b) any interest from a loan made out of moneys withdrawn from the fund;
  - (c) any other income from the use of moneys withdrawn from the fund;
  - (d) any proceeds from the exercise of the resolution measure;
  - (e) any moneys paid out of the DI Fund under section 29A of the Deposit Insurance and Policy Owners' Protection Schemes Act (Cap. 77B) and given to the trustee of the fund;
  - (f) any additional loan obtained from the Authority.
- (6) The moneys mentioned in subsection (5) (e) must be put in a separate account of the resolution fund from the other moneys, and moneys from that separate account may not be used to make any payment of compensation and associated costs under Division 5C.
- (7) The trustee of a resolution fund must keep proper accounts and records of transactions in respect of the fund.
- (8) The accounts and records of the resolution fund are to be audited by an auditor appointed by the trustee in consultation with the Minister.
- (9) The first audit of the resolution fund must take place as soon as practicable after the end of the first year in which the first withdrawal from the fund is made, and the fund must be audited every year thereafter until it is dissolved.

[Act 31 of 2017 wef 29/10/2018]

#### Trustee of resolution fund

- 100.—(1) The duty of the trustee of a resolution fund is to administer and manage the fund, and in particular —
- (a) to make withdrawals from the fund in accordance with sections 101 and 109 (1) and to apply the moneys withdrawn for the purposes mentioned in those provisions;
  - (b) to collect and recover payments, levies and late payment fees under sections 103, 105, 106 and 107 and pay these into the fund;

- (4) 為設立清理基金之目的，該基金受託人得自本局取得貸款。
- (5) 除第(4)項規定之貸款外，應繳入清理基金之款項來源如下：
  - (a) 依第 103 條、第 105 條、第 106 條及第 107 條規定所收取或收回之所有付款、徵收款及滯納金；
  - (b) 以清理基金之款項從事貸款所生之利息；
  - (c) 運用清理基金之款項所得之任何其他收入；
  - (d) 執行清理措施所得之任何收益；
  - (e) 依存款保險及保單所有人保障計畫法（第 77B 章）第 29A 條規定，自存款保險基金支付，並提供予清理基金受託人之任何款項；
  - (f) 自本局取得之任何額外貸款。
- (6) 第(5)項第(e)款規定所指之款項，應與其他款項分開，存放於清理基金之獨立帳戶，且不得用於支付第 5C 節所定之任何賠償及相關費用。
- (7) 清理基金之受託人應妥善留存關於該基金之帳目及交易紀錄。
- (8) 清理基金之帳目及交易紀錄由受託人與主管部長商定之稽核人員進行稽核。
- (9) 清理基金之首次稽核應於首次提領基金款項之當年度結束後，在切實可行之範圍內，儘速進行，之後，於該基金解散前，每年應對該基金進行稽核。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

#### 清理基金受託人

- 第 100 條(1) 清理基金受託人之職責乃經營及管理該基金，尤其是—
- (a) 依第 101 條及第 109 條第(1)項規定，自該基金提款，並按該等規定之目的，運用該款項；
  - (b) 依第 103 條、第 105 條、第 106 條及第 107 條規定收取或收回付款、徵收款及滯納金，並繳入該基金；



- (c) to collect proceeds in relation to the resolution measure and pay these into the fund;
  - (d) at the direction of the Minister (being one made on the Authority's recommendation), to give a guarantee to any person for, or enter into any agreement with any person to share, any liability of the financial institution under resolution, a provisional entity, or a person to whom any asset or business of the financial institution under resolution is transferred;
  - (e) to deal with the balance in the resolution fund after the fund is no longer needed for the purposes in section 101 (1) or 109 (1), in accordance with the regulations made for the purposes of section 109 (2); and
  - (f) do any other thing that is incidental or conducive to the discharge of its duties under paragraphs (a) to (e).
- (2) The trustee of a resolution fund may be paid such fees for carrying out its duties and exercising its powers under this Division as the Minister may determine, and such fees are to be paid out of the fund.
- (3) The expenses incurred by the trustee of a resolution fund in carrying out its duties and exercising its powers under this Division are, with the Minister's approval, to be paid out of the fund.
- (4) The trustee of a resolution fund may, with the Minister's approval and subject to such conditions as the Minister may impose, appoint any person to discharge any part of its duties or exercise any part of its powers.
- (5) No action, suit or other legal proceedings lie against —
- (a) any current or former trustee of a resolution fund;
  - (b) any current or former director, officer, employee or agent of the trustee; or
  - (c) any person acting under the direction of the trustee, as a result of anything done (including any statement made) or omitted to be done in good faith in carrying out any of the trustee's duties or exercising any of the trustee's powers under this Division.

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- (c) 收取與清理措施有關之所得款項，並繳入該基金；
  - (d) 在主管部長之指令下（基於本局建議作出之指令），向任何人提供擔保，或與任何人簽訂任何協議，以分擔該被清理金融機構、過渡實體，受讓被清理金融機構任何資產或業務之人所負之任何責任；
  - (e) 根據為實行第 109 條第(2)項規定而訂定之法規，在該基金不再為第 101 條第(1)項或第 109 條第(1)項所定目的之需後，處理清理基金之結餘；及
  - (f) 辦理任何其他附帶於或有助於其履行第(a)款至第(e)款所定職責之事項。
- (2) 清理基金受託人得請求支付其因執行職責及行使本節權力所生之費用，該等費用得由主管部長決定，並由該基金支付。
- (3) 清理基金受託人履行其職責及行使本節權力所生之費用，經主管部長同意後，即由該基金支付。
- (4) 清理基金受託人得經主管部長同意，並依其所定條件，轉委託任何人履行其部分職責或行使其部分權力。
- (5) 對於下列之人，為依本節規定履行或行使清理基金受託人之職責或權力，本於忠實所為（包括作出任何聲明）或不為之事項，不得進行任何訴訟或其他法律程序—
- (a) 清理基金之任何現任或前任受託人；
  - (b) 清理基金受託人之任何現任或前任董事、辦公室主持人、雇員或代理人；或
  - (c) 任何依清理基金受託人指令行事之人。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

**Withdrawal from resolution fund**

- 101.—(1) The trustee of a resolution fund must, at the Minister's direction, make one or more withdrawals from the fund and apply the moneys withdrawn for one or more of the following purposes:
- to pay the operating costs of a provisional entity;
  - to discharge a guarantee for, or an obligation under an agreement to share, a liability of the financial institution under resolution, a provisional entity or a person to whom any asset or business of the financial institution has been transferred;
  - to pay the costs of transferring the whole or any part of the business of the financial institution under resolution pursuant to the resolution measure;
  - to make or provide a loan, advance, overdraft or other credit facility to the financial institution under resolution or a provisional entity;
  - to pay any other costs reasonably incurred in the resolution measure, such as interest costs, legal cost, cost of any advisory services, and the cost of an independent valuation of the financial institution under resolution;
  - to make any payment of compensation and associated costs under Division 5C;
  - to pay the remuneration and expenses of a valuer mentioned in section 115 (9);
  - to provide capital to the financial institution under resolution or the provisional entity;
  - such other purposes in support of the resolution measure as may be prescribed by regulations made under section 126.
- (2) The Minister may only give a direction to the trustee under subsection (1) on a recommendation of the Authority.
- (3) In determining whether to make a recommendation to the Minister to direct a trustee of a resolution fund to make a withdrawal under subsection (1), the Authority must have regard to all of the following:
- whether losses are imposed on shareholders and unsecured creditors of the financial institution under resolution under Division 4 or 4A;
  - whether funding from the private sector can be obtained for the resolution measure;
  - such other factors as may be prescribed by regulations made under section 126.

**提領清理基金**

- 第 101 條**(1)清理基金受託人應依主管部長之指令，自該基金提取款項，並按下列目的，運用該款項：
- 支付過渡實體之營運成本；
  - 履行因對被清理金融機構、過渡實體、已受讓被清理金融機構任何資產或業務之人之負債提供保證或簽訂分攤協議所生之義務；
  - 支付有關依清理措施轉讓被清理金融機構之全部或部分業務所生之費用；
  - 向被清理金融機構或過渡實體承作或提供貸款、融通、透支或其他授信；
  - 支付有關實施清理措施所生之任何其他合理費用，例如利息費用、法律費用、任何諮詢服務費用，以及對被清理金融機構進行獨立估價之費用；
  - 依第 5C 節支付任何賠償及相關費用；
  - 支付第 115 條第(9)項規定所指估價師之酬金及開支；
  - 向被清理金融機構或過渡實體提供資金；
  - 為支持清理措施而依第 126 條所定法規中之其他目的。
- (2)主管部長僅得基於本局之建議，依第(1)項規定向清理基金受託人發出指令。
- (3)本局於決定是否向主管部長提出有關依第(1)項規定命清理基金受託人辦理提領之建議時，應審酌下列所有情形：
- 是否依第 4 節或第 4A 節等規定，使被清理金融機構之股東及無擔保債權人分擔損失；
  - 是否可從私部門取得清理措施所需之資金；
  - 依第 126 條所定法規中之其他因素。

- (4) The Authority may only make a recommendation to the Minister under subsection (1) (h) to make a withdrawal to provide capital to the financial institution under resolution —
- (a) if the Authority is of the view that the provision of the capital is necessary for the orderly resolution of the financial institution under resolution; and
  - (b) after the Authority has taken into account whether appropriate losses have been imposed on shareholders and unsecured creditors of the financial institution under resolution under Division 4 or 4A.
- (5) Where a direction has been made to the trustee under subsection (1), the Authority must, as soon as practicable, publish a notice of that fact in the *Gazette* and in such newspaper or newspapers as the Minister determines.

[Act 31 of 2017 wef 29/10/2018]

#### Recovery of sums withdrawn

- 102.—(1) Where one or more withdrawals have been made from a resolution fund under section 101, the Minister may direct the trustee of the resolution fund to recover the sum or sums withdrawn in one or both of the following ways:
- (a) by making a claim for all or part of that sum or those sums from the financial institution under resolution;
  - (b) by imposing a levy, in accordance with section 104 and the regulations made under section 126 for that section, on the following persons (called in this Part levy payers):
    - (i) financial institutions that have been prescribed by regulations made under section 126 as belonging to the same category as the financial institution under resolution;
    - (ii) if the financial institution under resolution is a market infrastructure, those participants of the market infrastructure and of other market infrastructures, that have been prescribed by regulations made under section 126 as levy payers;
    - (iii) if the financial institution under resolution is a payment system operator, those participants of the payment system operator that have been prescribed by regulations made under section 126 as levy payers.

- (4) 本局依第(1)項第(h)款規定向主管部長提出建議，俾對被清理金融機構提供資金者，應符合下列條件—
- (a) 本局認為提供資金乃有序清理被清理金融機構所必要；且
  - (b) 本局已考慮依第4節或第4A節等規定，使被清理金融機構之股東及無擔保債權人分擔適當之損失。
- (5) 凡依第(1)項規定向清理基金受託人發出指令者，本局應在切實可行之範圍內，將該指令之通知登載於政府公報及主管部長指定之報章。

[2017年第31號法案，自2018年10月29日生效]

#### 提領款項之收回

- 第102條(1)凡已依第101條規定自清理基金中提取款項者，主管部長得命清理基金受託人以下列方式收回已提領之款項：
- (a) 向被清理金融機構求償該等提領款項之全部或一部；
  - (b) 依第104條及第126條訂定之法規，向下列之人（於本章稱為徵收款付款人）徵收款項：
    - (i) 依第126條所定法規已定明，且屬被清理金融機構之同類金融機構；
    - (ii) 被清理金融機構若係市場基礎設施者，則為該市場基礎設施之參加人及其他市場基礎設施之參加人，且該等參加人已依第126條所定法規定明為徵收款付款人；
    - (iii) 被清理金融機構若係支付系統營運者，則為該支付系統營運者之參加人，且該等參加人已依第126條所定法規定明為徵收款付款人。

- (2) In addition to the purpose in subsection (1), the Minister may direct the trustee of a resolution fund to impose a levy, in accordance with section 104 and the regulations made under section 126 for section 104, on levy payers for the purpose of meeting any shortfall in the amount of the levy collected to make good the amount withdrawn from the account, or for any other prescribed purpose.
- (3) The Minister may only give a direction under subsection (1) or (2) on a recommendation of the Authority.
- (4) The Authority must, as soon as practicable after the Minister has given a direction under subsection (1) or (2), publish a notice in the *Gazette* and in such newspaper or newspapers as the Minister determines, of the direction.

[Act 31 of 2017 wef 29/10/2018]

#### Claim from financial institution under resolution

- 103.—(1) Where a direction has been given under section 102 (1) (a), the trustee of the resolution fund must make a claim mentioned in that provision on the financial institution under resolution to pay the sum mentioned in the direction, at such time and in such manner as the trustee determines, and the sum claimed is recoverable as a debt due from the financial institution under resolution to the trustee.
- (2) Any sum recovered from the financial institution under resolution must be paid into the resolution fund.

[Act 31 of 2017 wef 29/10/2018]

#### Computation and notice of levy

- 104.—(1) After the Minister has given a direction under section 102 (1) (b) or (2), the Authority must, in accordance with the regulations made under section 126 for the purpose of this section —
- (a) compute the amount of levy payable by every levy payer; and
- (b) give a written notice to the trustee of the amount of levy payable by every levy payer.
- (2) After receipt of the notice mentioned in subsection (1) (b), the trustee must give the notices mentioned in subsection (3), (4), (5) or (6) (whichever is applicable) to the levy payers and in the manner set out in that subsection.

- (2)除第(1)項所定者外，主管部長得命清理基金受託人依第 104 條規定及為實行第 104 條規定而依第 126 條所定法規，向徵收款付款人徵收款項補足已徵收款項之不足額，俾適度彌補自清理基金帳戶提領之金額，或滿足任何其他定明之目的。
- (3)主管部長僅得基於本局之建議，依第(1)項或第(2)項規定發出指令。
- (4)主管部長依第(1)項或第(2)項規定發出指令後，本局應在切實可行之範圍內，儘速將該指令之通知登載於政府公報及主管部長指定之報章。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

#### 向被清理金融機構求償

- 第 103 條(1)主管部長依第 102 條第(1)項第(a)款規定發出指令後，清理基金受託人應要求該規定所指之被清理金融機構，依該受託人所定之時間及方式賠付該指令所指之金額；該應賠付之金額視為被清理金融機構對該受託人之到期債務，而可予以收回。
- (2)被清理金融機構賠付之任何金額，均應繳入該清理基金。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

#### 徵收款之計算及通知

- 第 104 條(1)主管部長依第 102 條第(1)項第(b)款或第(2)項規定作出指令後，本局應依第 126 條為實行本條而訂定之法規，辦理下列事項—
- (a) 計算每位徵收款付款人應繳付之徵收金額；及
- (b) 以書面通知該受託人，說明每位徵收款付款人應繳付之徵收金額。
- (2)該受託人在收到第(1)項第(b)款規定所指之通知後，應將第(3)項、第(4)項、第(5)項或第(6)項規定所指之通知（視可適用者而定）依各該項所定之方式送達徵收款付款人。

- (3) Where the levy is to be imposed on a similar financial institution, the trustee must give each similar financial institution a notice in writing stating —
- (a) the amount of the levy;
  - (b) the date by which the levy is to be paid;
  - (c) the manner of payment of the levy; and
  - (d) such other matters as may be prescribed by regulations made under section 126.
- (4) Where the levy is to be imposed on participants of a market infrastructure on a transaction basis, the trustee must give —
- (a) a notice to the market infrastructure stating —
    - (i) the description of the participants on which the levy is imposed;
    - (ii) the amount of the levy it is to collect from each participant, or the rate of computation of that amount;
    - (iii) the period and manner of collection;
    - (iv) the date by which the market infrastructure is to pay the total amount of the levy imposed on the participants to the trustee;
    - (v) the information and documents it is to provide to the trustee when making the payment under sub-paragraph (iv); and
    - (vi) such other matters as may be prescribed by regulations made under section 126; and
  - (b) a general notice to those participants, to be published on such medium as may be determined by the trustee, stating —
    - (i) the matters in paragraph (a) (i), (ii) and (iii); and
    - (ii) such other matters as may be prescribed by regulations made under section 126.
- (5) Where the levy is to be imposed on participants of a market infrastructure on a lump sum basis, the trustee must give to each participant of the market infrastructure a notice in writing stating —
- (a) the amount of the levy;
  - (b) the date by which the levy is to be paid;
  - (c) the manner of payment of the levy; and
  - (d) such other matters as may be prescribed by regulations made under section 126.

- (3) 對類似金融機構徵收款項者，該受託人應以書面將下列事項通知各該類似金融機構—
- (a) 徵收金額；
  - (b) 徵收金額之繳付期限；
  - (c) 徵收金額之繳付方式；及
  - (d) 依第 126 條所定法規定明之其他事項。
- (4) 對市場基礎設施之參加人按交易基礎徵收款項者，該受託人應—
- (a) 以書面將下列事項通知該市場基礎設施—
    - (i) 應繳付徵收款之參加人類型；
    - (ii) 每位參加人應繳付之徵收金額，或該徵收金額之費率；
    - (iii) 繳付之期間及方式；
    - (iv) 市場基礎設施應將徵收自參加人之總額繳付該受託人之期限；
    - (v) 依第(iv)目繳付徵收款總額時，應向該受託人提供之資訊及文件；及
    - (vi) 依第 126 條所定法規定明之其他事項；及
  - (b) 向上述參加人發出之一般通知，應載明下列事項，並登載於受託人所決定之媒體—
    - (i) 第(a)款第(i)目、第(ii)目及第(iii)目之事宜；及
    - (ii) 依第 126 條所定法規定明之其他事項。
- (5) 對市場基礎設施之參加人按總額徵收款項者，受託人應以書面將下列事項通知市場基礎設施之每位參加人—
- (a) 徵收金額；
  - (b) 徵收金額之繳付期限；
  - (c) 徵收金額之繳付方式；及
  - (d) 依第 126 條所定法規定明之其他事項。

- (6) Where the levy is to be imposed on participants of a payment system operator, the trustee must give to each participant a notice in writing stating —
- the amount of the levy;
  - the date by which the levy is to be paid;
  - the manner of payment of the levy; and
  - such other matters as may be prescribed by regulations made under section 126.
- (7) The notice under subsection (3), (5) or (6) may require the levy payer to pay an amount of levy regularly over a period of time.
- (8) The trustee may, at any time, vary a notice mentioned in subsection (3), (4), (5) or (6), and give the notice of the variation to every person to whom the initial notice was given, and each reference in section 105 or 106 to a notice given to a person under this section includes a reference to the notice of the variation given to the person under this subsection.

[Act 31 of 2017 wef 29/10/2018]

**Payment of levy by similar financial institutions, participants of market infrastructure on lump sum basis, or participants of payment system operator**

- 105.—(1) This section applies where a notice under section 104 (3), (5) or (6) is given to a levy payer that is a similar financial institution or a participant of a market infrastructure or payment system operator.
- (2) The levy payer must pay to the trustee of the resolution fund on or before the date of payment specified in the notice, the amount of the levy specified in the notice.
- (3) If the levy payer fails to comply with subsection (2) —
- the trustee may, by notice in writing to the levy payer, impose on it such late payment fee as may be prescribed by regulations made under section 126; and
  - the levy payer must pay to the trustee the late payment fee together with the amount of the unpaid levy on or before the date specified in the notice under paragraph (a), and in the manner specified in the notice.
- (4) The late payment fee under subsection (3) must not exceed the amount of the unpaid levy.

[Act 31 of 2017 wef 29/10/2018]

- (6) 對支付系統營運者之參加人徵收款項者，受託人應以書面將下列事項通知該支付系統營運者之每位參加人—
- 徵收金額；
  - 徵收金額之繳付期限；
  - 徵收金額之繳付方式；及
  - 依第 126 條所定法規定明之其他事項。
- (7) 第(3)項、第(5)項或第(6)項規定之通知，得要求徵收款付款人於一段期間內定期繳付。
- (8) 該受託人可隨時更改第(3)項、第(4)項、第(5)項或第(6)項規定所稱之通知，並向每位原受通知人發出變更通知；第 105 條或第 106 條規定所指之發出通知，包括本項規定所指之發出變更通知。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

**類似金融機構或支付系統營運者參加人繳付徵收款、市場基礎設施參加人總額繳付徵收款**

- 第 105 條(1)依第 104 條第(3)項、第(5)項或第(6)項規定向類似金融機構、市場基礎設施之參加人或支付系統營運者之參加人等徵收款付款人發出通知者，應遵守本條規定。
- (2) 徵收款付款人應於該通知所指明之付款期限內，向清理基金受託人繳付該通知所指明之徵收金額。
- (3) 徵收款付款人未遵守第(2)項規定者—
- 受託人得向該徵收款付款人發出通知書，加徵依第 126 條所定法規定明之滯納金；及
  - 該徵收款付款人應於第(a)款規定之通知書所定期限內，依該通知書所載明之方式，向受託人繳付滯納金連同尚未繳付之徵收金額。
- (4) 依第(3)項規定應繳付之滯納金，不得超過尚未繳付之徵收金額。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

**Payment of levy by participants of market infrastructure on transaction basis**

106.—(1) This section applies where a notice under section 104 (4) is given to a market infrastructure.

- (2) The market infrastructure must —
- (a) during the period of collection specified in the notice, collect from each participant on whom the levy is imposed under the notice and in the manner specified in the notice, an amount equal to the levy so imposed;
  - (b) pay to the trustee of the resolution fund the total amount of the levy it is to collect from its participants by the date of payment specified in the notice; and
  - (c) together with the payment, give a notice to the trustee setting out how the amount of levy is arrived at and providing such other details as the trustee may reasonably require.
- (3) A market infrastructure does not incur any civil liability for doing anything with reasonable care and in good faith in compliance with subsection (2).
- (4) If a market infrastructure fails to comply with subsection (2) (b) —
- (a) the trustee may, by notice in writing to the market infrastructure, impose on it such late payment fee as may be prescribed by regulations made under section 126; and
  - (b) the market infrastructure must pay to the trustee the late payment fee, together with the amount of the unpaid levy, on or before the date specified in the notice under paragraph (a), and in the manner specified in the notice.
- (5) A market infrastructure that —
- (a) fails to comply with subsection (2) (c); or
  - (b) in purported compliance with that provision, provides to the trustee of the resolution fund any information that the market infrastructure knows or has reason to believe is false or misleading, shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part of a day during which the offence continues after conviction.
- (6) The late payment fee under subsection (4) must not exceed the amount of the unpaid levy.

[Act 31 of 2017 wef 29/10/2018]

**市場基礎設施參加人按交易基礎繳付徵收款**

第 106 條(1)依第 104 條第(4)項規定向市場基礎設施發出通知者，應遵守本條規定。

(2)市場基礎設施應—

- (a) 依該通知所指明之繳付期間及繳付方式，向該通知所指之每位參加人，收取等同於應徵收款之金額；
- (b) 依該通知所指明之付款期限，向清理基金受託人繳付其向參加人徵收之款項總額；及
- (c) 連同前款之繳付，併向受託人發出通知，說明該徵收款項總額之繳付方式及提供受託人合理要求之其他細節。

(3)市場基礎設施本於合理注意及忠實遵守第(2)項規定者，毋須負擔任何民事責任。

(4)市場基礎設施未遵守第(2)項第(b)款規定者—

- (a) 受託人可向市場基礎設施發出通知書，加徵依第 126 條所定法規定明之滯納金；及
- (b) 市場基礎設施應於第(a)款規定之通知書所定期限內，依該通知書所載明之方式，向受託人繳付滯納金連同尚未繳付之徵收金額。

(5)市場基礎設施有下列情形之一者，應構成犯罪；經定罪者，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金—

- (a) 未遵守第(2)項第(c)款規定；或
- (b) 佯稱遵守第(2)項第(c)款規定，但向清理基金受託人提供其明知或已合理相信為虛假或誤導性之任何資訊。

(6)依第(4)項規定應繳付之滯納金，不得超過尚未繳付之徵收金額。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

**Recovery, refund and remission of levies and late payment fees, etc.**

- 107.—(1) The levy imposed on a person under section 104 (3), (5) or (6), and any late payment fee imposed on the person under section 105 (3), are both recoverable as a debt due from that person to the trustee of the resolution fund concerned.
- (2) The amount of levy that a market infrastructure is required to collect from its participants under section 106 (2), and any late payment fee imposed on the market infrastructure under section 106 (4), are both recoverable as a debt due from the market infrastructure to the trustee of the resolution fund concerned.
- (3) Where the trustee of a resolution fund has commenced any legal proceedings in a court in Singapore to recover any levy or late payment fee from a person, the trustee is entitled to claim costs on a full indemnity basis from that person.
- (4) All levies and late payment fees collected or recovered are to be paid into the resolution fund concerned.
- (5) Where a levy payer has paid an amount of levy that is in excess of the amount imposed on the levy payer under a notice under section 105, the trustee of the resolution fund concerned must make a withdrawal from the fund to refund the excess amount to the levy payer.
- (6) In any particular case other than the one to which subsection (5) applies, the trustee of a resolution fund may, with the approval of the Minister —
- (a) make a withdrawal from the fund to refund in whole or in part any levy paid by a levy payer; or
- (b) remit in whole or in part any levy payable by a levy payer.

[Act 31 of 2017 wef 29/10/2018]

**Disclosure of information on levy**

- 108.—(1) This section applies to a notice given under section 104 (3), (5) or (6) to a levy payer that is a similar financial institution or a participant of a market infrastructure or payment system operator.
- (2) Subject to subsections (3) and (4), the levy payer, and any of its officers, must not disclose to any person —

**徵收款及滯納金之收回、退還及減免等**

- 第 107 條**(1)依第 104 條第(3)項、第(5)項或第(6)項規定施加於某人之徵收款，及依第 105 條第(3)項規定施加於某人之任何滯納金，均視為該等被徵收人對案關清理基金受託人之到期債務，而可予以收回。
- (2)市場基礎設施依第 106 條第(2)項規定應向參加人收取之徵收款，及依第 106 條第(4)項規定施加於市場基礎設施之任何滯納金，均可視為該市場基礎設施對案關清理基金受託人之到期債務，而可予以收回。
- (3)清理基金受託人已在新加坡法院展開任何法律程序，向某人收回應繳付之徵收款或滯納金者，該受託人有權對該人求償全額訴訟費用。
- (4)收取或收回之所有徵收款及滯納金，均應繳付案關清理基金。
- (5)若徵收款付款人已繳付超過依第 105 條規定之通知應繳之徵收款者，案關清理基金受託人應自基金提領及退還該溢收款項予徵收款付款人。
- (6)若有第(5)項所定情形以外之任何特定情形，清理基金受託人經主管部長同意，得—
- (a) 自基金提領及退還徵收款付款人所繳付之全部或部分徵收款；或
- (b) 減免徵收款付款人應繳之全部或部分徵收款。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

**徵收款資訊之揭露**

- 第 108 條**(1)依第 104 條第(3)項、第(5)項或第(6)項規定向類似金融機構、市場基礎設施之參加人或支付系統營運者之參加人等徵收款付款人發出通知者，應遵守本條規定。
- (2)除第(3)項及第(4)項另有規定外，徵收款付款人及其任何職員，不得向任何人揭露—



- (a) the amount of the levy specified in the notice; and
  - (b) any information which, if disclosed, would enable the amount of the levy to be identified or deduced.
- (3) Despite subsection (2), the levy payer and any of its officers may disclose any information mentioned in subsection (4) to —
- (a) any officer of the levy payer;
  - (b) where the levy payer is one that is established or incorporated in a foreign country or territory, its head office, parent corporation, parent supervisory authority, resolution authority, deposit insurance authority or policy owners' protection scheme authority, as the case may be;
  - (c) where the levy payer is a financial institution that is a subsidiary of a foreign corporation, that corporation or the corporation's parent supervisory authority, resolution authority, deposit insurance authority or policy owners' protection scheme authority, as the case may be; or
  - (d) such other person or class of persons as the Authority may approve in writing.
- (4) The information that may be disclosed under subsection (3) is such information that is necessary for the performance of the duties of the person or authority mentioned in subsection (3) (a), (b), (c) or (d), as the case may be.
- (5) A person to whom information is disclosed under subsection (3) must not disclose the information to any other person except as approved by the Authority.
- (6) Any person who contravenes subsection (2) or (5) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$125,000 or to imprisonment for a term not exceeding 3 years or to both.
- (7) This section does not apply to any information that is public information.
- (8) In this section —  
 "deposit insurance authority", in relation to a levy payer or foreign corporation, means an authority of the foreign country or territory in which the levy payer or foreign corporation is incorporated or established that, whether alone or together with one or more other authorities, is responsible for administering a deposit insurance scheme for deposits of the levy payer or foreign corporation;

- (a) 該通知所指明之徵收金額；及
  - (b) 任何一經揭露即足以確定或推斷徵收金額之資訊。
- (3) 無論第(2)項規定，徵收款付款人及其任何職員仍得向下列對象揭露第(4)項規定所指之任何資訊—
- (a) 徵收款付款人之任何職員；
  - (b) 若徵收款付款人係在境外國家或地區成立或設立者，則為其總公司、母公司、母國監理當局、清理當局、存款保險當局或保單所有人保障計畫當局（視情況而定）；
  - (c) 若徵收款付款人係外國公司之附屬金融機構者，則為該外國公司或其母國監理當局、清理當局、存款保險當局或保單所有人保障計畫當局（視情況而定）；或
  - (d) 經本局書面同意之其他個人或其他類別之人。
- (4) 依第(3)項規定得揭露之資訊，以第(3)項第(a)款、第(b)款、第(c)款或第(d)款規定所指之人或主管當局（視情況而定）為履行其職責所必要之資訊為限。
- (5) 依第(3)項規定取得揭露資訊之人，非經本局同意，不得向任何其他人士揭露該資訊。
- (6) 任何人違反第(2)項或第(5)項規定者，應構成犯罪；經定罪者，應科 12 萬 5 千元以下罰金或處或併處 3 年以下有期徒刑。
- (7) 本條規定不適用於任何公開資訊。
- (8) 本條之—  
 「存款保險當局」，就徵收款付款人或外國公司而言，指其設立或成立地之境外國家或地區主管當局，無論係單獨負責或與其他主管當局共同負責管理該徵收款付款人或外國公司存款之存款保險計畫；

"foreign corporation" means a corporation incorporated in a foreign country or territory;

"officer", in relation to a levy payer, includes —

- (a) a director, secretary or an employee of the levy payer;
  - (b) a receiver or manager of any part of the undertaking of the levy payer appointed under a power contained in any instrument; and
  - (c) the liquidator of the levy payer appointed in a voluntary winding up;
- "parent corporation", in relation to a levy payer, means a corporation that is able to exercise a significant influence over the direction and management of the levy payer or that has a controlling interest in the levy payer;

"parent supervisory authority", in relation to a levy payer or a foreign corporation, means the supervisory authority that is responsible, under the laws of the country or territory in which the levy payer or foreign corporation is incorporated or established, for supervising the levy payer or foreign corporation (as the case may be);

"policy owners' protection scheme authority", in relation to a levy payer or a foreign corporation, means an authority of the foreign country or territory in which the levy payer or foreign corporation is incorporated or established that, whether alone or together with one or more authorities, is responsible for administering a protection scheme for the policy owners of insurance policies of the levy payer or foreign corporation (as the case may be);

"resolution authority", in relation to a levy payer or a foreign corporation, means an authority of the foreign country or territory in which the levy payer or foreign corporation is incorporated or established that, whether alone or together with one or more other authorities, is responsible for the resolution, or for preparing plans for dealing with the resolution of, the levy payer or foreign corporation (as the case may be).

[Act 31 of 2017 wef 29/10/2018]

#### Use of resolution fund to pay loan, etc., and balance in resolution fund

109.—(1) The Minister may, from time to time, direct the trustee of a resolution fund to make a withdrawal from the resolution fund for any of the following purposes:

- (a) to repay the Authority all or any part of the loan made under section 23(7A), together with any interest on such loan;
- (b) to reimburse the Agency for any payment the trustee received under section 29A of the Deposit Insurance and Policy Owners' Protection Schemes Act (Cap. 77B).

「外國公司」指在境外國家或地區設立之公司；

「職員」，就徵收款付款人而言，包括—

- (a) 其董事、秘書或雇員；
- (b) 依任何文書所載權力，就其事業之任何部分所委任之接管人或管理人；及
- (c) 於其自願清算中受委任之清算人；

「母公司」，就徵收款付款人而言，指能透過對其指示或管理而產生重大影響力或對其有控制利益之公司；

「母國監理當局」，就徵收款付款人或外國公司而言，指依其組織成立或設立地之國家或地區法律，負責對其監管之監理當局（視情況而定）；

「保單所有人保障計畫當局」，就徵收款付款人或外國公司而言，指其設立或成立地之境外國家或地區主管當局，無論係單獨負責或與其他主管當局共同負責管理該徵收款付款人或外國公司存款之保單所有人保障計畫（視情況而定）；

「清理當局」，就徵收款付款人或外國公司而言，指其設立或成立地之境外國家或地區主管當局，無論係單獨負責或與其所屬國家或地區之其他主管當局共同負責該徵收款付款人或外國公司（視情況而定）之清理或清理之準備計畫。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

#### 運用清理基金支應貸款等及清理基金之結餘

第 109 條(1)主管部長得隨時命清理基金受託人自清理基金提款，以供下列目的之用：

- (a) 償還本局依第 23 條第(7A)項規定所為之全部或部分貸款連同該貸款之孳息；
- (b) 退還代理機構依存款保險及保單所有人保障計畫法（第 77B 章）第 29A 條規定向受託人支付之款項。

- (2) The Minister may by regulations made under section 126 provide for —
- (a) how the balance in a resolution fund is to be dealt with after the fund is no longer needed for any of the purposes mentioned in section 101 (1) or subsection (1); and
  - (b) the dissolution of the resolution fund after the balance of the fund has been dealt with in accordance with the regulations, and the publication of a notice of such dissolution.

[Act 31 of 2017 wef 29/10/2018]

#### Priority of debt of financial institution to trustee

110. Despite the provisions of any written law or rule of law relating to the winding up of companies, in the event of a winding up of a financial institution (other than one that is a bank, a finance company or a licensed insurer) —

- (a) any sum claimed by the trustee of a resolution fund from the financial institution under section 103; and
- (b) any levy and late payment imposed on the financial institution under section 104, 105 or 106 and due from the institution, and any levy which the financial institution is liable to collect under section 106 (2) and due from the institution,

have priority over all unsecured liabilities of the financial institution other than preferential debts specified in section 328 (1) of the Companies Act (Cap. 50).

[Act 31 of 2017 wef 29/10/2018]

#### Regulations for this Division

- 111.—(1) Regulations may be made under section 126 for the purposes of this Division.
- (2) Without affecting the generality of subsection (1), regulations may be made in relation to the imposition and recovery of a levy and late payment fee under sections 104, 105, 106 and 107, and in particular in relation to one or more of the following:
- (a) the levy payers on and from whom the trustee of the resolution fund may impose and recover the levy;
  - (b) the classification of the levy payers mentioned in paragraph (a) for the purpose of imposing different amounts of the levy;

- (2) 主管部長得依第 126 條所定法規規範下列事項—
- (a) 於該基金不再為第 101 條第(1)項或本條第(1)項所定目的之需後，該清理基金結餘如何處理之事宜；及
  - (b) 依規範處理清理基金結餘及發出清理基金解散通知後，解散該清理基金。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

#### 金融機構對受託人之負債應優先償還

第 110 條 無論任何有關公司清算之成文法規定或法律原則，金融機構（不包括銀行、融資公司或持牌保險公司）進行清算時，金融機構之下列債務，除公司法（第 50 章）第 328 條第(1)項所定之優先債務外，其償還順位應優先於金融機構之所有無擔保債務—

- (a) 清理基金受託人依第 103 條規定向金融機構求償之任何款項；及
- (b) 依第 104 條、第 105 條或第 106 條規定課予該金融機構應繳付之徵收款及滯納金，及依第 106 條第(2)項規定應向該金融機構收取之徵收款。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

#### 依本節訂定之法規

第 111 條(1)為實行本節規定，得依第 126 條訂定法規。

- (2)於不損及第(1)項規定普遍性之前提下，得就第 104 條、第 105 條、第 106 條及第 107 條所定徵收款及滯納金之徵收及收回等事宜，尤其涉及下列事項者，訂定法規：
- (a) 清理基金受託人得徵收及收回徵收款之徵收款付款人；
  - (b) 為課徵不同數額徵收款之目的，對第(a)款規定所指徵收款付款人予以分類；

- (c) the manner in which the amount of the levy for each class of levy payers is to be determined;
- (d) the amount of the late payment fee;
- (e) the manner and date of payment of the levy and late payment fee;
- (f) a duty of a financial institution under resolution, a levy payer, a market infrastructure or a payment system operator to provide such information as the Authority or trustee may reasonably require for the purposes of computing the levy or late payment fee or preparing a notice under section 104;
- (g) such other matters as the Authority considers necessary for the computation, imposition and recovery of the levy or late payment fees.

[Act 31 of 2017 wef 29/10/2018]

## Division 5C — Compensation

### Interpretation of this Division

112. In this Division, unless the context otherwise requires —

"2nd transferee" has the same meaning as in section 60;

"Division 5C FI" or "Division 5C financial institution" means a pertinent financial institution within a class of pertinent financial institutions prescribed by regulations made under section 126 for the purposes of this Division;

"Division 5C FI under resolution" means a Division 5C FI that is the subject of a resolution action;

"pre-resolution creditor", in relation to a Division 5C FI under resolution, means any person who was a creditor of the Division 5C FI immediately before the resolution date;

"pre-resolution shareholder", in relation to a Division 5C FI under resolution, means any person who held shares or instruments conferring or representing a legal or beneficial ownership interest in the Division 5C FI, immediately before the resolution date;

"prescribed written law" has the same meaning as in section 86;

"resolution action" means —

- (a) the issue of a certificate of transfer under section 58 or any action to be taken under that certificate;
- (b) the issue of a certificate of transfer under section 67 or any action to be taken under that certificate;

- (c) 決定每類徵收款付款人應繳付徵收款之方式；
- (d) 滯納金數額；
- (e) 徵收款及滯納金之繳付方式及期限；
- (f) 被清理金融機構、徵收款付款人、市場基礎設施或支付系統營運者向本局或受託人提供為計算徵收款或滯納金或準備第 104 條所定通知所需資訊之責任；
- (g) 本局為計算、徵收、收回徵收款或滯納金所需之其他事宜。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

## 第 5C 節 補償

### 本節之釋義

第 112 條 除上下文另有所指外，本節之—

「第二受讓人」與第 60 條規定所指者相同；

「第 5C 節 FI」或「第 5C 節金融機構」指為實行本節規定，依第 126 條所定法規定明，屬於某類有關金融機構範疇之有關金融機構；

「被清理第 5C 節 FI」指作為清理行動實施對象之第 5C 節金融機構；

「清理前之債權人」，就被清理第 5C 節金融機構而言，指於清理日前，身為第 5C 節金融機構債權人之任何人；

「清理前之股東」，就被清理第 5C 節金融機構而言，指於清理日前，持有第 5C 節金融機構之股份或其他授予或表彰所有權或實質受益權之工具之任何人；

「制定成文法」與第 86 條規定所指者相同；

「清理行動」指—

- (a) 依第 58 條規定發出轉讓證書或依該證書採取之任何行動；
- (b) 依第 67 條規定發出轉讓證書或依該證書採取之任何行動；

- (c) the issue of a certificate of restructuring of share capital under section 70 or any action to be taken under that certificate;
- (d) the issue of a bail-in certificate under section 75 or any action to be taken under that certificate; or
- (e) the making of an order under section 95 that provides for any of the matters mentioned in section 95 (2);

"resolution date", in relation to a Division 5C FI under resolution, means —

- (a) if the Division 5C FI is the subject of the issue of a certificate of transfer under section 58, a certificate of transfer under section 67, a certificate of restructuring of share capital under section 70, or a bail-in certificate under section 75, the date the certificate is published in the *Gazette*;
- (b) if the Division 5C FI is the subject of 2 or more actions mentioned in paragraphs (a) to (d) of the definition of "resolution action", the earlier or earliest of the dates of publication of the relevant certificates in the *Gazette*;
- (c) if the Division 5C FI is the subject of an action mentioned in paragraph (e) of the definition of "resolution action", the date of publication of the order in the *Gazette*; or
- (d) if the Division 5C FI is the subject of one or more actions mentioned in paragraphs (a) to (d) of the definition of "resolution action", as well as the action mentioned in paragraph (e) of that definition, the earlier of the following dates:
  - (i) the date of publication in the *Gazette* of the relevant certificate or, if there is more than one relevant certificate, the earlier or earliest of the dates of publication in the *Gazette* of the relevant certificates;
  - (ii) the date of publication in the *Gazette* of the order;

"transferee" has the same meaning as in section 56;

"valuation report" means a report issued by a valuer under section 116 (3);

"valuer" means a person appointed under section 115 as a valuer.

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- (c) 依第 70 條規定發出股本重組證書或依該證書採取之任何行動；
- (d) 依第 75 條規定發出內部財務重整證書或依該證書採取之任何行動；
- (e) 依第 95 條規定作出規範第 95 條第(2)項規定所稱任何事項之命令；

「清理日」，就被清理第 5C 節金融機構而言，指—

- (a) 若第 5C 節金融機構係依第 58 條規定發出之轉讓證書、依第 67 條規定發出之轉讓證書、依第 70 條規定發出之股本重組證書，或依第 75 條規定發出之內部財務重整證書之對象者，則為該證書登載於政府公報之日；
  - (b) 若第 5C 節金融機構係上述「清理行動」定義之第(a)款至第(d)款規定所指兩項以上行動之對象者，則為該相關證書中較早登載於政府公報之日；
  - (c) 若第 5C 節金融機構係上述「清理行動」定義之第(e)款規定所指行動之對象者，則為該命令登載於政府公報之日；或
  - (d) 若第 5C 節金融機構係上述「清理行動」定義之第(a)款至第(d)款規定所指兩項以上行動，以及第(e)款規定所指行動之對象者，則為下列日期中較早發生者：
    - (i) 該相關證書登載於政府公報之日；若有一種以上之相關證書者，則為該相關證書中較早或最早登載於政府公報之日；
    - (ii) 該命令登載於政府公報之日；
- 「受讓人」與第 56 條規定所指者相同；
- 「估價報告」指估價師依第 116 條第(3)項規定所製作之報告；
- 「估價師」指依第 115 條規定任命為估價師之人。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

**Meaning of "worse off as a result of the resolution"**

113.—(1) In this Division, a pre-resolution creditor or pre-resolution shareholder of a Division 5C FI under resolution is worse off as a result of the resolution if, by reason of one or more of the actions mentioned in subsection (2) taken in relation to the Division 5C FI, the pre-resolution creditor or pre-resolution shareholder has received, is receiving or is likely to receive less favourable treatment than what the pre-resolution creditor or pre-resolution shareholder would have received had winding up proceedings been commenced against the Division 5C FI immediately before the resolution date.

(2) In subsection (1), the actions are —

- (a) any resolution action;
- (b) the issue of a reverse transfer certificate under section 62 or any action taken under that certificate; and
- (c) the issue of an onward transfer certificate under section 64 or any action taken under that certificate.

(3) In any of the following cases, it is a rebuttable presumption that a pre-resolution creditor or pre-resolution shareholder of a Division 5C FI under resolution is not worse off as a result of the resolution:

- (a) the liability or instrument concerned is transferred to a transferee under section 58 and the transferee is subject to the same terms for that liability or instrument as those to which the Division 5C FI under resolution was subject;
- (b) the liability or instrument concerned is transferred under section 58 and is then transferred back to the Division 5C FI under section 62, and the Division 5C FI is subject to the same terms for that liability or instrument as it was subject to immediately before the transfer under section 58;
- (c) the liability or instrument concerned is transferred under section 58 and is then transferred to a 2nd transferee under section 64, and the 2nd transferee is subject to the same terms for that liability or instrument as those to which the Division 5C FI under resolution was subject;
- (d) the only resolution action to which the Division 5C FI is subject is the issue of a bail-in certificate within the meaning of Division 4A or any action under the certificate, and the instrument or liability concerned is not one to be bailed in under that certificate;

**「因清理造成情況惡化」之意涵**

第 113 條(1)本節中，所稱被清理第 5C 節金融機構清理前之債權人或清理前之股東因清理造成情況更加惡化，指對第 5C 節金融機構採取第(2)項規定所指一項以上之行動，造成清理前之債權人或清理前之股東已受到、正受到或可能受到之待遇，相較於清理日前對第 5C 節金融機構實施清算程序，其所能受到之待遇，更加不利之情形。

(2)第(1)項規定所指行動係—

- (a) 任何清理行動；
- (b) 依第 62 條規定發出轉回證書或依該證書採取之任何行動；及
- (c) 依第 64 條規定發出再轉讓證書或依該證書採取之任何行動。

(3)有下列情形之一者，應即推定被清理第 5C 節金融機構清理前之債權人或清理前之股東未因清理造成情況更加惡化：

- (a) 依第 58 條規定將案關負債或工具轉讓予受讓人，而該受讓人對於該案關負債或工具承受與被清理第 5C 節金融機構相同之約款；
- (b) 依第 58 條規定將案關負債或工具轉讓予受讓人，復依第 62 條規定轉回予第 5C 節金融機構，而該第 5C 節金融機構對於該案關負債或工具所承受之約款，與依第 58 條規定轉讓前，其所應承受之約款相同；
- (c) 依第 58 條規定將案關負債或工具轉讓予受讓人，復依第 64 條規定再轉讓予第二受讓人，而該第二受讓人對於該案關負債或工具承受與被清理第 5C 節金融機構相同之約款；
- (d) 對第 5C 節金融機構採取之清理行動，僅係發出第 4A 節所定範圍內之內部財務重整證書或依該證書所採取之行動，且案關工具或負債非屬該證書所列應進行內部財務重整之標的；

- (e) the only resolution action to which the Division 5C FI is subject is the making of an order under Division 5A, and the pre-resolution creditor or pre-resolution shareholder is eligible for compensation under the law of a foreign country or territory by reason of the resolution to which the order gives effect.

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### Eligibility for compensation

- 114.—(1) A pre-resolution creditor or pre-resolution shareholder of a Division 5C FI under resolution that is worse off as a result of the resolution, is eligible for compensation of the amount mentioned in subsection (2).
- (2) The amount of compensation that the pre-resolution creditor or pre-resolution shareholder is eligible for is the difference between —
- what the pre-resolution creditor or pre-resolution shareholder would have received had winding up proceedings been commenced against the Division 5C FI under resolution immediately before the resolution date; and
  - what the pre-resolution creditor or pre-resolution shareholder has received, is receiving, or is likely to receive —
    - as a result of one or more of the actions mentioned in section 113 (2); and
    - as compensation under the law of a foreign country or territory governing the foreign resolution (if applicable).
- (3) Subject to section 120, the Authority must recommend to the Minister to make a direction to the trustee of the resolution fund established under Division 5B in relation to the resolution of the Division 5C FI, to make a withdrawal from the fund to pay to the pre-resolution creditor or pre-resolution shareholder, the amount set out in the valuation report as the amount mentioned in subsection (2).
- (4) Payment of the compensation to the pre-resolution creditor or pre-resolution shareholder is to be made in the form and manner, and within the time, prescribed by regulations made under section 126.

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- (e) 對第 5C 節金融機構採取之清理行動，僅係作出第 5A 節之命令，且因該命令使該清理生效，而該清理前之債權人或清理前之股東有權依境外國家或地區之法律獲得補償。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

### 補償資格

- 第 114 條(1)被清理第 5C 節金融機構清理前之債權人或清理前之股東因清理造成情況更加惡化者，有資格獲補償第(2)項規定所指之數額。
- (2)清理前之債權人或清理前之股東有資格獲補償之數額，指下列兩種待遇間之差額—
- 於清理日前對被清理第 5C 節金融機構實施清算程序者，清理前之債權人或清理前之股東本可獲得之待遇；及
  - 清理前之債權人或清理前之股東於下列情形已受到、正受到或可能受到之待遇—
    - 因第 113 條第(2)項規定所指一項以上之行動；及
    - 依管轄外國清理之境外國家或地區之法律予以補償（若有適用者）。
- (3)除第 120 條另有規定外，本局應建議主管部長就第 5C 節金融機構之清理，命依第 5B 節所設清理基金之受託人，自該基金提取估價報告所載並作為第(2)項規定所稱之金額，支付予清理前之債權人或清理前之股東。
- (4)向清理前之債權人或清理前之股東支付補償金，應遵守依第 126 條所定法規定明之格式、方法及期限。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

**Appointment of valuer**

- 115.—(1) The Minister must, as soon as practicable, after the resolution date of a Division 5C FI under resolution, appoint a valuer for the Division 5C FI.
- (2) The role of a valuer appointed under this section is to make a valuation in relation to the Division 5C FI in accordance with section 116, and decide whether any pre-resolution creditor or pre-resolution shareholder of the Division 5C FI is eligible for compensation and the amount of the compensation.
- (3) The Minister may only appoint a person as a valuer if the Minister is satisfied that the person satisfies the criteria prescribed by regulations made for the purposes of this subsection under section 126.
- (4) The appointment of a valuer is to be made on such conditions as the Minister may determine, and the Minister may at any time add to, vary or revoke any such condition.
- (5) The Minister may on any prescribed ground revoke the appointment of a valuer, and may, subject to subsections (3) and (4), appoint a new valuer.
- (6) Where the appointment of a valuer is revoked and a new valuer appointed under subsection (5), the Authority may direct the previous valuer to provide such information and documents to the new valuer as the Authority considers necessary for the new valuer to conduct the valuation.
- (7) A valuer that does not comply with a direction issued under subsection (6) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part of a day during which the offence continues after conviction.
- (8) The Authority may at any time fix the remuneration and expenses to be paid to a valuer.
- (9) The remuneration and expenses of a valuer may be paid out of the resolution fund established under Division 5B in relation to the resolution of the Division 5C FI.

[Act 31 of 2017 wef 29/10/2018]

**估價師之指派**

- 第 115 條**(1)被清理第 5C 節金融機構之清理日後，主管部長應在切實可行之範圍內，儘速為第 5C 節金融機構指派一名估價師。
- (2)依本條規定指派之估價師，負責依第 116 條規定就第 5C 節金融機構作出估價，及決定第 5C 節金融機構之任何清理前之債權人或清理前之股東之補償資格及補償金額。
- (3)主管部長僅得指派一位經其確信符合為實行本項規定而依第 126 條所定法規規定之標準之人擔任估價師。
- (4)估價師之指派事宜，依主管部長決定之條件辦理，主管部長並得隨時增補、更改或撤銷任何該等條件。
- (5)主管部長得依任何已定明之事由撤銷估價師之指派，並得依第(3)項及第(4)項規定指派另一名估價師。
- (6)凡估價師之指派經撤銷，並依第(5)項規定指派另一名估價師者，本局得命前任估價師向新任估價師提供本局認為係新任估價師執行估價所需之必要資訊及文件。
- (7)估價師未遵守依第(6)項規定發出之指令者，應構成犯罪；經定罪者，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金。
- (8)本局得隨時確定應向估價師支付之酬金及費用。
- (9)估價師之酬金及費用得由為清理第 5C 節金融機構而依第 5B 節設立之清理基金支應。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]



**Valuation**

- 116.—(1) A valuer for a Division 5C FI under resolution must conduct the valuation of the Division 5C FI in accordance with the valuation principles that are prescribed by regulations made under section 126, and any other valuation principles specified by the Authority by written notice to the valuer.
- (2) The valuer must determine the amount of compensation to be paid to each pre-resolution creditor or pre-resolution shareholder of the Division 5C FI, or each one that is within a class of pre-resolution creditors or pre-resolution shareholders of the Division 5C FI, by reference to the difference between —
- (a) the valuer's assessment of what the pre-resolution creditor or pre-resolution shareholder would have received had winding up proceedings been commenced against the Division 5C FI immediately before the resolution date; and
- (b) the valuer's assessment of what the pre-resolution creditor or pre-resolution shareholder has received, is receiving, or is likely to receive —
- (i) as a result of one or more of the actions mentioned in section 113 (2); and
- (ii) as compensation under the law of a foreign country or territory governing the foreign resolution (if applicable).
- (3) After conducting the valuation, the valuer for a Division 5C FI under resolution must issue a report setting out the valuer's decision on —
- (a) whether each pre-resolution creditor or pre-resolution shareholder of the Division 5C FI is eligible for compensation; and
- (b) the amount of compensation to be paid to each pre-resolution creditor or pre-resolution shareholder.
- (4) The valuation report must specify the information that is prescribed by regulations made under section 126 and any other valuation principles specified by the Authority by written notice to the valuer.
- (5) The valuer must provide the valuation report to the Minister and the Authority by such date as may be determined by the Minister.

**估價**

- 第 116 條**(1)被清理第 5C 節金融機構之估價師應遵照依第 126 條所定法規定明之估價原則，及本局所指明並以書面通知該估價師之任何其他估價原則，辦理該第 5C 節金融機構之估價。
- (2)估價師應參照下列兩種待遇間之差價，判定應向第 5C 節金融機構之每位清理前之債權人或清理前之股東，或第 5C 節金融機構之某類清理前之債權人或清理前之股東範圍內之每位清理前之債權人或清理前之股東，支付之補償金額—
- (a) 估價師評估若於清理日前對被清理第 5C 節金融機構實施清算程序者，清理前之債權人或清理前之股東本可獲得之待遇；且
- (b) 估價師評估清理前之債權人或清理前之股東於下列情形已受到、正受到或可能獲得之待遇—
- (i) 因第 113 條(2)項規定所指一項以上之行動；及
- (ii) 依管轄外國清理之境外國家或地區之法律予以補償（若有適用者）。
- (3)於辦理估價後，被清理第 5C 節金融機構之估價師應出具報告，列明其對下列事項之決定—
- (a) 該第 5C 節金融機構之每位清理前之債權人或清理前之股東有無補償資格；及
- (b) 支付予每位清理前之債權人或清理前之股東之補償數額。
- (4)估價報告應載明依第 126 條所定法規定明之資訊，及本局所指明並以書面通知估價師之任何其他估價原則。
- (5)估價師應於主管部長決定之期限內，向主管部長及本局提供估價報告。

- (6) On receiving a copy of the valuation report, where the Authority is of the view that —
- (a) the valuation report was not prepared in accordance with this section; or
  - (b) the valuer should have had regard to any additional circumstances not taken into account in the valuation report,
- the Authority may, by notice in writing, request the valuer to reconsider the valuation report or any aspect of the report by such date as the Authority may specify in the notice.
- (7) The Authority may cause the valuation report or any part of it to be published in the manner determined by the Authority.

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#### Access to information by valuer

- 117.—(1) A Division 5C FI under resolution for which a valuer is appointed must —
- (a) give the valuer access to such of its records and documents as the valuer may reasonably require to conduct the valuation;
  - (b) procure a person who is in possession of such records and documents to give the valuer access to them;
  - (c) provide such information and facilities as the valuer may reasonably require to conduct the valuation; and
  - (d) procure a person who is in possession of such information or facilities to provide the information or facilities to the valuer.
- (2) Subsection (1) has effect despite any obligation of confidentiality or other restrictions on the disclosure of information imposed on the Division 5C FI under resolution or any of its officers, or on any person mentioned in subsection (1) (b) or (d), by any prescribed written law or any requirement imposed under any such written law, any rule of law, any contract or any rule of professional conduct.
- (3) A Division 5C FI under resolution that refuses or neglects, without reasonable excuse, to comply with subsection (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part of a day during which the offence continues after conviction.

- (6) 本局於收到估價報告複本後，認為有下列情形者，得以書面通知估價師，要求其在本局於該通知書內指明之期限內重新審視估價報告或該報告之任何方面—
- (a) 該估價報告未依本條規定編製；或
  - (b) 估價師本應於估價報告中審酌，卻未加以審酌之任何其他情況。
- (7) 本局得以本局所定之方式，公布估價報告或其任何部分。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

#### 估價師對資訊之使用

- 第 117 條(1)被清理第 5C 節金融機構，經獲指派估價師後，應—
- (a) 使該估價師得以使用其為辦理估價所合理要求之紀錄及文件；
  - (b) 促請持有上述紀錄及文件之人使該估價師得以查閱該等紀錄及文件；
  - (c) 提供該估價師為辦理估價所得合理要求之資訊及設施；及
  - (d) 促請持有上述資訊或設施之人向該估價師提供該等資訊或設施。
- (2) 任何制定成文法、依該等成文法另予施加之任何要求、法律原則、契約或職業行為準則，對被清理第 5C 節金融機構、其任何職員或第(1)項第(b)款或第(d)款規定所指之任何人施加之保密義務或資訊揭露之限制，均不影響第(1)項規定之效力。
- (3) 被清理第 5C 節金融機構無正當理由拒絕或怠於遵守第(1)項規定者，應構成犯罪；經定罪者，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金。

- (4) No civil or criminal liability is incurred by a Division 5C FI under resolution or any of its officers, or by any person mentioned in subsection (1) (b) or (d) or any of the person's officers, in respect of any obligation or restriction mentioned in subsection (2), for doing or omitting to do any act, if the act is done or omitted to be done with reasonable care and in good faith and for the purpose of complying with or giving effect to subsection (1).
- (5) A Division 5C FI under resolution or any of its officers, or any person mentioned in subsection (1) (b) or (d), that, with reasonable care and in good faith, does or omits to do any act for the purpose of complying with or giving effect to subsection (1) is not to be treated as being in breach of any obligation or restriction mentioned in subsection (2).

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### Confidentiality and use of information

- 118.—(1) A valuer must not use or disclose any information obtained under this Division other than for the performance of its functions under this Division.
- (2) Any person who comes to know of any information in the course of assisting another person to perform a function under this Division must not use or disclose the information for any purpose other than for such assistance.
- (3) Except as provided under sections 116 (5) and 119, a valuer must not disclose any part of the valuation report issued by the valuer to any person.
- (4) The duties of a valuer under subsections (1) and (3) continue after the revocation or cessation of the valuer's appointment.
- (5) Any person who contravenes subsection (1), (2) or (3) shall be guilty of an offence and shall be liable on conviction —
- (a) in the case of an individual, to a fine not exceeding \$125,000 or to imprisonment for a term not exceeding 3 years or to both; or
- (b) in any other case, to a fine not exceeding \$250,000.
- (6) Any person to whom any information is disclosed, who knows or has reasonable grounds for believing at the time of the disclosure, that the information was disclosed to the person in contravention of subsection (1), (2) or (3), shall be guilty of an offence and shall be liable on conviction —

- (4) 被清理第 5C 節金融機構、其任何職員或第(1)項第(b)款或第(d)款規定所指之任何人，就第(2)項規定所指之義務或限制所作之行為或不行為，若係本於合理注意、忠實及為遵守或實行第(1)項規定者，均不應負擔民事或刑事責任。
- (5) 被清理第 5C 節金融機構、其任何職員或第(1)項第(b)款或第(d)款規定所指之人，為遵守或實行第(1)項規定且本於合理注意及忠實所作之行為或不行為，不應視為違反第(2)項規定所指之任何義務或限制。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

### 資訊之保密及使用

- 第 118 條(1)除為依本節規定履行其職能外，估價師不得使用或揭露任何依本節規定所取得之資訊。
- (2)任何人於協助另一人履行本節所定職能之過程中知悉任何資訊者，除為該協助之目的外，不得使用或揭露該資訊。
- (3)除第 116 條第(5)項及第 119 條所定情形外，估價師不得將其出具之估價報告之任何部分揭露予任何人。
- (4)第(1)項及第(3)項所定估價師之義務，於撤銷或停止估價師之指派後，仍應繼續遵守。
- (5)任何人違反第(1)項、第(2)項或第(3)項規定者，應構成犯罪；經定罪者，處罰如下—
- (a)如係個人，應科 12 萬 5 千元以下罰金或處或併處 3 年以下有期徒刑；或
- (b)如係其他情形，應科 25 萬元以下罰金。
- (6)任何接受揭露資訊之人，於該資訊被揭露當時即知悉或合理相信該揭露係違反第(1)項、第(2)項或第(3)項規定者，應構成犯罪；經定罪者，處罰如下—

- (a) in the case of an individual, to a fine not exceeding \$125,000 or to imprisonment for a term not exceeding 3 years or to both; or
  - (b) in any other case, to a fine not exceeding \$250,000.
- (7) Where a person is charged with an offence under subsection (6), it is a defence for the person to prove that —
- (a) the disclosure was made contrary to the person's desire;
  - (b) where the disclosure was made in any written or printed form, the person had as soon as practicable after receiving the information, surrendered, or taken all reasonable steps to surrender, the information and all copies of the information to the Authority; and
  - (c) where the disclosure was made in an electronic form, the person had, as soon as practicable after receiving the information, taken all reasonable steps to ensure the deletion of all electronic copies of the information and the surrender of the information and all copies of the information in other forms to the Authority.

[Act 31 of 2017 wef 29/10/2018]

#### Disclosure of valuation report

- 119.—(1) A valuer of a Division 5C FI under resolution may, with the Authority's approval, disclose the whole or any part of the valuation report of the Division 5C FI to the Division 5C FI, any pre-resolution creditor or pre-resolution shareholder of the Division 5C FI, or the public.
- (2) In granting approval for a disclosure, the Authority may impose such conditions or restrictions as it thinks fit on the valuer as to the form or content of the valuation report or part of it to be disclosed.
- (3) The Authority may also impose such conditions or restrictions as it thinks fit on the Division 5C FI under resolution or any pre-resolution creditor or pre-resolution shareholder of the Division 5C FI that the valuer discloses the valuation report to.
- (4) Any person who contravenes any of the provisions of this section, or any condition or restriction imposed under subsection (2) or (3), shall be guilty of an offence and shall be liable on conviction —
- (a) in the case of an individual, to a fine not exceeding \$125,000 or to imprisonment for a term not exceeding 3 years or to both; or
  - (b) in any other case, to a fine not exceeding \$250,000.

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- (a) 如係個人，應科 12 萬 5 千元以下罰金或處或併處 3 年以下有期徒刑；或
  - (b) 如係其他情形，應科 25 萬元以下罰金。
- (7) 涉及犯第(6)項規定罪行之被告，得提出下列證明，以資防禦—
- (a) 該揭露違背被告之意願；
  - (b) 該揭露若以任何書面或印刷形式為之者，被告於收到該資訊後，已在切實可行之範圍內，儘速採取一切合理步驟，將該資訊及其所有複本交回本局；且
  - (c) 該揭露若以電子形式為之，被告於收到該資訊後，已在切實可行之範圍內，儘速採取一切合理步驟，確保刪除該資訊之所有電子版本，且將該資訊其他形式之所有複本交回本局。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

#### 估價報告之揭露

- 第 119 條(1)被清理第 5C 節金融機構之估價師，經本局同意者，得向該第 5C 節金融機構、其清理前之債權人或清理前之股東，或公眾揭露該第 5C 節金融機構之估價報告。
- (2)本局為前項揭露之同意時，得就該估價報告或其部分被揭露之形式或內容，要求該估價師遵守本局認為適當之條件或限制。
- (3)本局亦得要求獲該估價師揭露估價報告之該第 5C 節金融機構、其清理前之債權人或清理前之股東，遵守本局認為適當之條件或限制。
- (4)任何人違反本條規定或依第(2)項或第(3)項規定所要求之條件或限制者，應構成犯罪；經定罪者，處罰如下—
- (a) 如係個人，應科 12 萬 5 千元以下罰金或處或併處 3 年以下有期徒刑；或
  - (b) 如係其他情形，應科 25 萬元以下罰金。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

**Appeals**

- 120.—(1) The Authority may appeal to the Court against a valuation report if it is dissatisfied with —
- (a) the valuer's decision on any person's eligibility for compensation; or
  - (b) the amount of compensation to be paid to any person pursuant to the valuation report.
- (2) A person may appeal to the Court against a valuation report if the person is dissatisfied with —
- (a) the valuer's decision on the person's eligibility for compensation; or
  - (b) the amount of compensation to be paid to the person pursuant to the valuation report.
- (3) The Court may make an order that confirms or varies the valuation report in respect of the eligibility of a person for compensation or the amount of compensation to be paid to the person.
- (4) No person may lodge an appeal after the resolution fund established under Division 5B in relation to the resolution of the Division 5C FI has been dissolved in accordance with regulations made for the purposes of section 109 (2).
- (5) Rules of Court may provide for the manner in which appeals under this section may be made and the procedure for the appeal.

[Act 31 of 2017 wef 29/10/2018]

**Division 6 — Miscellaneous****Notices to significant associated entities of specified financial institutions**

- 121.—(1) The Authority may, if it thinks it necessary or expedient in the public interest, in the interests of any affected person or class of affected persons of a specified financial institution or in the interests of the financial system in Singapore, by notice in writing to a significant associated entity of the specified financial institution, give directions or impose requirements on or relating to the operations or activities of the significant associated entity, including directions that the significant associated entity —
- (a) take such action, or do or not do such act or thing, as the Authority may specify in the notice; or
  - (b) continue to provide such services as the Authority may specify in the notice to —

**申訴**

- 第 120 條**(1) 本局對估價報告之下列事項有不滿意者，得向法院申訴—
- (a) 估價師就任何人之補償資格所作成之決定；或
  - (b) 依估價報告應支付任何人之補償數額。
- (2) 任何人對估價報告之下列事項有不滿意者，得向法院申訴—
- (a) 估價師就任何人之補償資格所作成之決定；或
  - (b) 依估價報告應支付任何人之補償數額；
- (3) 受訴法院得就某人之補償資格或應支付予該人之補償數額，作出維持或變更該估價報告之命令。
- (4) 為清理第 5C 節金融機構而依第 5B 節設立之清理基金，於依第 109 條第(2)項規定予以解散後，任何人均不得再提出申訴。
- (5) 法院規則得規範依本條提出申訴之方式及該申訴進行之程序。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

**第 6 節 附則****通知特定金融機構之重要聯營實體**

- 第 121 條**(1) 本局於認為有必要或有益於增進公共利益、特定金融機構之任何受影響人或某類受影響人之利益，或新加坡金融穩定之利益時，得以書面通知該特定金融機構之重要聯營實體，就其營運或活動本身或相關聯者發出指令或施加要求，包括令重要聯營實體應—
- (a) 採取某些措施，或對某些行動或事項作為或不作為，並經本局載明於該通知中；或
  - (b) 持續提供經本局載明於該通知中之某些服務予—

- (i) the specified financial institution; or
  - (ii) all or any of the entities treated, for accounting purposes according to the Accounting Standards, as part of the group of companies of the specified financial institution.
- (2) A significant associated entity of a specified financial institution shall comply with any direction given to the significant associated entity, or any requirement imposed on the significant associated entity, by any notice issued to the significant associated entity under subsection (1).
- (3) It shall not be necessary to publish any notice issued under subsection (1) in the *Gazette*.
- (4) Any significant associated entity (of a specified financial institution) which contravenes subsection (2) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part thereof during which the offence continues after conviction.
- (5) In this section —
- "Accounting Standards" has the same meaning as in section 4 (1) of the Companies Act (Cap. 50);
- "group of companies", in relation to a specified financial institution, means —
- (a) the specified financial institution;
  - (b) the entities that are subsidiaries of the specified financial institution; and
  - (c) the entity that is the holding company of the specified financial institution, and the entities that are subsidiaries of that holding company;
- "significant associated entity", in relation to a specified financial institution, means an entity incorporated, formed or established in Singapore —
- (a) which is treated, for accounting purposes according to the Accounting Standards, as part of the group of companies of the specified financial institution;
  - (b) which is not approved, authorised, designated, recognised, registered, licensed or otherwise regulated under this Act or any of the written laws set out in the Schedule; and
  - (c) which —
    - (i) is significant to the business of —

- (i) 該特定金融機構；或
  - (ii) 依會計準則，於會計上被視為該特定金融機構之公司集團所屬部分之所有或任何實體。
- (2) 特定金融機構之重要聯營實體應遵守依第(1)項規定向其發出之通知中所載，對其所為之任何指令或所施加之要求。
- (3) 依第(1)項規定發出之通知，無須登載於政府公報。
- (4) 特定金融機構之重要聯營實體違反第(2)項規定者，應構成犯罪；經定罪者，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金。
- (5) 本節之—
- 「會計準則」與公司法（第 50 章）第 4 條第(1)項規定所指者相同；
- 「公司集團」，就特定金融機構而言，指—
- (a) 該特定金融機構；
  - (b) 該特定金融機構之附屬實體；及
  - (c) 該特定金融機構之控股公司及該控股公司之附屬實體；
- 「重要聯營實體」，就特定金融機構而言，指在新加坡設立、成立或建立之實體，並符合下列條件者—
- (a) 依會計準則，於會計上被視為該特定金融機構之公司集團所屬部分；
  - (b) 未依本法或附錄所列任何成文法取得同意、授權、指定、核准、登記、執照或其他認可者；及
  - (c) 該實體—
    - (i) 對下列對象之業務具有重要性—

- (A) the specified financial institution; or
- (B) all or any of the entities which are treated, for accounting purposes according to the Accounting Standards, as part of the group of companies of the specified financial institution; or
- (ii) provides any service which is essential or necessary for the continued operation of —
  - (A) the specified financial institution; or
  - (B) all or any of the entities which are treated, for accounting purposes according to the Accounting Standards, as part of the group of companies of the specified financial institution.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

#### Modification of law of insolvency

122. Notwithstanding anything to the contrary in this Act, the Bankruptcy Act (Cap. 20) and the Companies Act (Cap. 50) —

- (a) any sale, transfer, assignment or other disposition of any property or business of a pertinent financial institution pursuant to section 58 or 64 must not be reversed, repaid or set aside, except where a certificate has been issued under section 62 to reverse such sale, transfer, assignment or other disposition; and

[Act 31 of 2017 wef 29/10/2018]

- (b) no order shall be made by any court for the rectification or stay of any such sale, transfer, assignment or other disposition.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

#### Power to obtain information under this Part

123.—(1) The Minister or the Authority may require a person to furnish, within the period and in the manner specified by the Minister or the Authority, any information or document that the Minister or the Authority may reasonably require —

- (a) for the discharge or exercise of the Minister's or the Authority's duties, functions or powers under this Part; or

- (A) 該特定金融機構；或
- (B) 依會計準則，於會計上被視為該特定金融機構之公司集團所屬部分之所有或任何實體；或
- (ii) 提供之服務係屬下列對象持續營運所必需或必要者—
  - (A) 該特定金融機構；或
  - (B) 依會計準則，於會計上被視為該特定金融機構之公司集團所屬部分之所有或任何實體。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

#### 無力清償法律之排除適用

第 122 條 儘管本法、破產法（第 20 章）及公司法（第 50 章）另有相反之規定，但—

- (a) 依第 58 條或第 64 條規定對有關金融機構之任何財產或業務所為任何出售、轉讓、分派或其他處置，除依第 62 條規定發出之證明書將其轉回外，不得予以撤銷、返還或擱置；及

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- (b) 任何法院均不得作出有關修改或停止任何該等出售、轉讓、分派或其他處置之命令。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

#### 依本章規定取得資訊之權力

第 123 條(1) 主管部長或本局基於下列目的之一，得要求某人依主管部長或本局所定期限及方式，提供主管部長或本局所合理要求之任何資訊或文件—

- (a) 為依本章規定履行或行使主管部長或本局之職責、職能或其權力；或

- (b) for transmission to a valuer appointed under section 115 in connection with the valuer's role under Division 5C.

*[Act 31 of 2017 wef 29/10/2018]*

(2) Any person who —

- (a) without reasonable excuse, fails to comply with any requirement under subsection (1); or
- (b) in purported compliance with any requirement under subsection (1), knowingly or recklessly furnishes any information or document that is false or misleading in a material particular,

shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$125,000 or to imprisonment for a term not exceeding 3 years or to both and, in the case of a continuing offence, to a further fine not exceeding \$12,500 for every day or part thereof during which the offence continues after conviction.

- (3) Where a person claims, before furnishing the Minister or the Authority with any information or document that the person is required to furnish under subsection (1), that the information or document might tend to incriminate the person, the information or document shall not be admissible in evidence against the person in criminal proceedings other than proceedings under subsection (2).

*[Act 31 of 2017 wef 04/06/2018]*

*[Act 9 of 2013 wef 18/04/2013]*

**Immunity for officer of specified financial institution or significant associated entity**

124.—(1) No criminal or civil liability shall be incurred by an officer of a specified financial institution, or of a significant associated entity referred to in section 121, for anything done (including any statement made) or omitted to be done with reasonable care and in good faith in complying with any provision of this Part or any direction given, notice issued or requirement imposed by the Minister or the Authority under this Part.

*[Act 31 of 2017 wef 04/06/2018]*

- (2) In this section, "officer", in relation to a specified financial institution or a significant associated entity referred to in section 121, includes —

- (b) 為將該等資訊或文件轉送予依第 115 條規定所指派，履行第 5C 節所定任務之估價師。

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

- (2) 任何人有下列行為之一者，應構成犯罪；經定罪者，應科 12 萬 5 千元以下罰金或處或併處 3 年以下有期徒刑；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 1 萬 2 千 5 百元以下罰金—

- (a) 無正當理由未遵守依第(1)項規定所為之要求；或

- (b) 佯稱遵守依第(1)項規定所為之要求，但故意或恣意就重要事項提供虛假或誤導性之任何資訊或文件。

- (3) 任何人於依第(1)項規定所為之要求提供任何資訊或文件予主管部長或本局前，聲明該資訊或文件恐致其受刑事訴追者，該資訊或文件，除第(2)項所定犯罪之訴追程序外，不得於其他刑事訴追程序中，作為不利於該人之證據。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

**特定金融機構或重要聯營實體職員之免責**

第 124 條(1)特定金融機構之職員或第 121 條規定所指重要聯營實體之職員，其作為（包括作成任何聲明）或不作為若係本於合理注意及忠實而遵守本章規定或主管部長或本局依本章規定所為之指令、發出之通知或所施加之要求者，均不應負擔刑事或民事責任。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

- (2) 本條之「職員」，就特定金融機構或第 121 條規定所指之重要聯營實體而言，包括—



- (a) a director, a secretary or an executive officer of the specified financial institution or significant associated entity (as the case may be);
- (b) a receiver or manager of any part of the undertaking of the specified financial institution or significant associated entity (as the case may be) appointed under a power contained in any instrument; and
- (c) a liquidator of the specified financial institution or significant associated entity (as the case may be) appointed in a voluntary winding up.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

#### Cessation of moratorium, etc., under this Part

125.—(1) The Minister may, by order in the *Gazette*, direct that section 59 (1) or (2), 67 (13), 70 (13) or 77, or any part of that provision, ceases to apply to a pertinent financial institution, any business (or any part of the business) of a pertinent financial institution, any share in a pertinent financial institution or any eligible instrument issued by a Division 4A FI or to which it is a party or is subject, and the order has effect according to its terms on the date specified by the Minister in the order.

[Act 31 of 2017 wef 29/10/2018]

(2) In this section, "business" includes affairs, property, right, obligation and liability.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

#### Regulations for this Part

126.—(1) The Minister may make such regulations as may be necessary or expedient for carrying out the purposes and provisions of this Part and for prescribing anything that may be required to be prescribed under this Part.

(2) Without prejudice to the generality of subsection (1), regulations made under this section may —

- (a) 該特定金融機構或重要聯營實體（視情況而定）之董事、秘書或執事人員；
- (b) 依任何文書所載權力，就該特定金融機構或重要聯營實體（視情況而定）業務之任何部分所委任之接管人或管理人；及
- (c) 於該特定金融機構或重要聯營實體（視情況而定）之自願清算中受委任之清算人。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

#### 依本章所定暫停期之終止等

第 125 條(1)主管部長得於政府公報登載命令，指明第 59 條第(1)項或第(2)項、第 67 條第(13)項、第 70 條第(13)項、第 77 條規定或各該條項之任何部分規定，不再適用於有關金融機構、有關金融機構之任何業務、有關金融機構之任何股份，或第 4A 節金融機構所發行或以其為當事人一方或對其有拘束力之合格工具；且該命令所定條款自主管部長於該命令所指定之日起生效。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

(2)本條之「業務」，包括事務、財產、權利、義務及責任。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

#### 本章之授權規定

第 126 條(1)主管部長為執行本章之目的及規定，或為定明依本章規定應規範之事項，得訂定必要或適當之法規。

(2)於不損及第(1)項規定普遍性之前提下，依本條訂定之法規得—

- (a) restrict, or impose conditions on, any transfer of only part (but not the whole) of the business (as defined in section 56) of a pertinent financial institution under Division 2;

*[Act 31 of 2017 wef 04/06/2018]*

- (b) provide for either or both of the following:

- (i) that any arrangement, transaction or action is exempt from any provision of this Part;
- (ii) that the Minister or the Authority must not exercise any power under this Part in relation to any arrangement, transaction or action, or any matter for which any arrangement has been entered into, either in all circumstances or if specified conditions are not satisfied;

*[Act 31 of 2017 wef 29/10/2018]*

- (c) prescribe —

- (i) any set-off arrangement, netting arrangement or other type of arrangement as an arrangement referred to in paragraph (b) (i) or (ii);
- (ia) any transaction or action as a transaction or action in paragraph (b) (i) or (ii);

*[Act 31 of 2017 wef 29/10/2018]*

- (ii) for any arrangement, transaction or action referred to in paragraph (b) (i), each provision of this Part which that arrangement, transaction or action is exempted from; and

*[Act 31 of 2017 wef 29/10/2018]*

- (iii) for any arrangement, transaction, action or matter referred to in paragraph (b)(ii), each power which the Minister or the Authority shall not exercise in relation to that arrangement, transaction, action or matter;

*[Act 31 of 2017 wef 29/10/2018]*

- (d) provide for any transaction to be void or voidable, or for any other consequence (including a consequence affecting any business, affairs, property, right, obligation, liability or power of any person under this Part, or affecting the operation of any provision of this Part) to arise, if any specified provision of the regulations is contravened;

- (a) 對第 2 節所定有關金融機構之部分（不得為全部）業務（第 56 條所定義者）之移轉加以限制或附加條件；

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

- (b) 就下列事項加以規定：

- (i) 豁免適用本章任何規定之任何安排、交易或行動；
- (ii) 主管部長或本局不得就任何安排、交易或行動，或已作出安排之任何事項，行使本章所定任何權力之全部情形或不具備特定條件之情形；

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

- (c) 定明—

- (i) 第(b)款第(i)目或第(ii)目規定所指之抵銷安排、淨額結算安排或其他類型之安排；
- (ia) 第(b)款第(i)目或第(ii)目規定之交易或行動；

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

- (ii) 本章任一規定豁免適用於第(b)款第(i)目規定所指之任何安排、交易或行動之情形；及

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

- (iii) 主管部長或本局不得對第(b)第(ii)目規定所指之任何安排、交易或行動行使之各項權力；

*[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]*

- (d) 規定任何交易於違反該法規所定明之條款時，應屬無效或可撤銷，或發生任何其他後果（包括影響本章所定任何人之任何業務、事務、財產、權利、義務、責任或權力，或影響本章任何規定之執行等後果）；

- (e) provide that any contravention of any specified provision of the regulations shall be an offence punishable —
- (i) in the case of an individual, with a fine not exceeding \$125,000 or with imprisonment for a term not exceeding 3 years or with both and, in the case of a continuing offence, with a further fine not exceeding \$12,500 for every day or part thereof during which the offence continues after conviction; or
  - (ii) in any other case, with a fine not exceeding \$250,000 and, in the case of a continuing offence, with a further fine not exceeding \$25,000 for every day or part thereof during which the offence continues after conviction;

[Act 31 of 2017 wef 29/10/2018]

- (f) exempt any person or class of persons from all or any of the provisions of this Part and the regulations, subject to such conditions or restrictions as may be prescribed; and

[Act 31 of 2017 wef 29/10/2018]

- (g) provide that a pertinent financial institution, any of its subsidiaries or any subsidiary within a class of its subsidiaries, must include a provision in a specified contract to which the pertinent financial institution or subsidiary is a party, the effect of which is that the parties to the contract agree to be bound by section 83 and by any suspension of a termination right in the contract by the Authority under section 84.

[Act 31 of 2017 wef 29/10/2018]

- (3) For the purposes of the definition of "affected person" in section 49, the Minister may prescribe, in relation to any specified institution, different persons for different purposes.

[Act 31 of 2017 wef 04/06/2018]

- (4) For the purposes of the definitions of "excluded financial institution" and "pertinent financial institution" in section 49, the Minister may prescribe different financial institutions for different purposes.

[Act 31 of 2017 wef 04/06/2018]

- (5) All regulations made under this section shall be presented to Parliament as soon as possible after publication in the *Gazette*.

- (e) 規定違反該等法規所指明之條款者，應構成犯罪；其處罰如下—

- (i) 如係個人，應科 12 萬 5 千元以下罰金或處或併處 3 年以下有期徒刑；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 1 萬 2 千 5 百元以下罰金；或
- (ii) 如係其他情形，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金；

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

- (f) 在符合指定之條件或限制下，豁免任何人或任何類別之人適用本章之全部或任一規定或相關法規；及

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

- (g) 規定有關金融機構、其任何子公司或任何屬於其某類之子公司，應於以該有關金融機構或子公司作為當事人一方之特定契約中，納入契約當事人同意受第 83 條規定及本局依第 84 條規定行使暫停契約終止權約束之條款。

[2017 年第 31 號法案，自 2018 年 10 月 29 日生效]

- (3) 就第 49 條所定義之「受影響人」而言，主管部長得對任何特定機構，為不同之目的，定明不同之人。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (4) 就第 49 條所定義之「豁免金融機構」及「有關金融機構」而言，主管部長得為不同之目的，定明不同之金融機構。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (5) 依本條所定之所有法規，於登載政府公報後，應儘速呈交國會。

(6) In this section —

"netting arrangement" means an arrangement under which 2 or more claims or obligations can be converted into a net claim or obligation, and includes a close-out netting arrangement (under which actual or theoretical debts are calculated during the course of a contract for the purpose of enabling them to be set-off against each other or to be converted into a net debt);

"set-off arrangement" means an arrangement under which 2 or more debts, claims or obligations can be set-off against each other.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

## PART V

### FINANCIAL SECTOR DEVELOPMENT FUND

#### Establishment of Financial Sector Development Fund

127.—(1) There shall be established a fund to be called the Financial Sector Development Fund (referred to in this Part as the Fund) which shall, subject to the directions of the Minister, be controlled and administered by the Authority.

(2) The Fund shall consist of —

- (a) such proceeds raised in connection with the sale of the transferee holding company's shares as is referred to in section 10 of the Exchanges (Demutualisation and Merger) Act 1999 (Act 27 of 1999);
- (b) all moneys contributed by the Government to the Fund;
- (c) all donations and gifts accepted by the Authority for the Fund; and
- (d) any interest, dividend and other income derived from the investment of the moneys in the Fund.

(3) The Fund shall be used for the objects and purposes set out in section 128 and shall be deemed not to be a fund of the Authority for the purposes of any written law.

[Act 31 of 2017 wef 04/06/2018]

(6) 本條之一

「淨額結算安排」指可將兩項以上之債權或債務轉換為一項淨債權或債務之安排，並包括一項終止淨額結算之安排（依該安排，於合約期間計算實際債務或理論債務，俾使該等債務互相抵消或轉換成一項淨債務）；

「抵銷安排」指可將兩項以上之債務、債權或義務相互抵銷之安排。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

## 第 5 章 金融業發展基金

### 金融業發展基金之設置

第 127 條(1)新加坡政府應設置一個名為金融業發展基金（以下簡稱本基金）之基金；本基金應遵守主管部長之指令，並由本局監控及管理。

(2) 本基金之來源為—

- (a) 1999 年交易所（公司制及合併）法（1999 年第 27 號法令）第 10 條規定所指與出售受讓人控股公司股份相關之所得款項；
- (b) 政府對本基金捐助之所有款項；
- (c) 本局為本基金所收受之捐款及禮品；及
- (d) 本基金之資金投資所得之任何利息、股息及其他收入。

(3) 本基金之使用應符合第 128 條所定之宗旨及用途，而就任何成文法而言，不得視為本局之基金。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

**Objects of Fund and expenditure of moneys of Fund**

128.—(1) The objects for which moneys of the Fund may be applied are as follows:

- (a) the promotion of Singapore as a financial centre;
  - (b) the development and upgrading of skills and expertise required by the financial services sector;
  - (c) the development and support of educational and research institutions, research and development programmes and projects relating to the financial services sector; and
  - (d) the development of infrastructure to support the financial services sector in Singapore.
- (2) In carrying out the objects of the Fund, the Authority may, from time to time, authorise moneys of the Fund to be paid out and expended for all or any of the following purposes carried out in Singapore or elsewhere:
- (a) establishing or expanding facilities or assisting in the maintenance of facilities for training courses and training programmes designed to promote the skills or expertise for purposes consistent with the objects of the Fund;
  - (b) the provision of scholarships, grants, subsidies, rebates, loans or other financial assistance or incentives for purposes consistent with the objects of the Fund; and
  - (c) such other purposes not inconsistent with the objects of the Fund as the Minister may approve.
- (3) The Authority may also authorise moneys of the Fund to be used to pay the following:
- (a) all claims in satisfaction of any indemnity or warranty given by the Authority in relation to the sale of the transferee holding company's shares as defined in the Exchanges (Demutualisation and Merger) Act 1999 (Act 27 of 1999);
  - (b) all expenses incurred by the Authority or its employees or agents in the administration of the Fund; and
  - (c) the fees referred to in section 129 (3).

[Act 31 of 2017 wef 04/06/2018]

- (4) The Minister may, from time to time, approve the payment of such sums in the Fund to the Consolidated Fund as the Minister may determine.

[Act 31 of 2017 wef 04/06/2018]

**本基金之目的及資金之支出**

第 128 條(1)本基金之資金得適用於下列目的：

- (a) 促進新加坡作為金融中心；
  - (b) 發展及提升金融服務業所需之技能及專業知識；
  - (c) 發展及支持與金融服務業相關之教育機構及研究機構、研究及發展之計畫與項目；及
  - (d) 發展基礎設施，以支持新加坡金融服務業。
- (2)在執行本基金之上述目的時，本局可隨時批准將本基金之款項支付及使用於新加坡或其他地方所進行之下列用途之全部或一部：
- (a) 建立或擴大訓練課程或計畫所需之設施或協助維持該設施，俾促進符合本基金目的所需之技能及專業知識；
  - (b) 提供獎助學金、補貼、折扣、貸款或其他財務援助或獎勵，俾符合本基金目的；及
  - (c) 主管部長認可未牴觸本基金目的之其他用途。
- (3)本局亦得核准將本基金之款項用於支付下列款項：
- (a) 就 1999 年交易所（公司制及合併）法（1999 年第 27 號法令）所指受讓人控股公司股份之出售而言，經本局保證或應予補償之所有債權；
  - (b) 本局或其雇員或代理人管理本基金所生之費用；及
  - (c) 第 129 條第(3)項規定所指之費用。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (4)主管部長得隨時核准將本基金中之款項，依其所定之數額繳入統一公債基金。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

**Investment**

129.—(1) The Authority may invest the moneys of the Fund in accordance with the standard investment power of statutory bodies as defined in section 33A of the Interpretation Act (Cap. 1).

[45/2004 wef 15/12/2004]

(2) The Authority may delegate all or any of its powers and functions under subsection (1) to any employee or agent as it may appoint.

(3) The Authority may pay to any person appointed under subsection (2) a fee for any service rendered in exercise of any power and function delegated to that person under that subsection.

[Act 31 of 2017 wef 04/06/2018]

**Financial year of Fund**

130. The financial year of the Fund begins on 1 April of each year and ends on 31 March of the succeeding year.

[Act 31 of 2017 wef 05/06/2018]

**Audit**

131. The accounts of the Fund are to be audited by the Auditor-General or such other auditor as may be appointed annually by the Minister in consultation with the Auditor-General.

[Act 31 of 2017 wef 05/06/2018]

**Preparation and publication of financial statements and annual report of Fund**

132.—(1) The Authority must, within 6 months from the close of the financial year of the Fund, send to the Minister —

- (a) a copy of the audited financial statements of the Fund, together with a copy of the auditor's report; and
- (b) a report on the activities concerning the Fund during that financial year.

(2) The Authority must publish the audited financial statements and the auditor's report mentioned in subsection (1) (a) in the *Gazette*.

(3) The Authority must publish the report mentioned in subsection (1) (b) in such manner as the Authority may determine.

**投資**

**第 129 條**(1)本局得依釋義法（第 1 章）第 33A 條所定法定機構標準投資權力，使用本基金之資金進行投資。

[2004 年第 45 號法案，自 2004 年 12 月 15 日生效]

(2)本局得將其依第(1)項所定權力及職能之全部或一部，授予其指派之任何雇員或代理人。

(3)本局得向其依第(2)項規定所指派之任何人支付該人因行使依該項授予之任何權力及職能而提供任何服務所生之費用。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

**本基金之會計年度**

**第 130 條** 本基金之會計年度，自每年 4 月 1 日開始，至次年 3 月 31 日終了。

[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]

**審計**

**第 131 條** 本基金之帳目應由審計長或經主管部長於每年度洽商審計長後而任命之其他審計員進行審計。

[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]

**編制及公布本基金之財務報表及年度報告**

**第 132 條**(1)本局應自本基金會計年度終了日起 6 個月內，向主管部長送交—

- (a) 本基金經審計之財務報表，連同審計報告；及
- (b) 該會計年度內有關本基金活動之報告。

(2)本局應在政府公報登載第(1)項第(a)款規定所指經審計之財務報表及審計報告。

(3)本局應自行決定適當之方式，公布第(1)項第(b)款規定所指之報告。

- (4) The Minister must, within 6 months from the close of the financial year of the Fund, cause a copy of the audited financial statements and a copy of the auditor's report mentioned in subsection (1) (a), and a copy of the report mentioned in subsection (1) (b), to be presented to Parliament.

[Act 31 of 2017 wef 05/06/2018]

## PART VA

### BOOK-ENTRY SECURITIES ISSUED BY AUTHORITY

[Act 9 of 2013 wef 18/04/2013]

#### Interpretation of this Part

133. In this Part, unless the context otherwise requires —

"book-entry MAS securities" means any securities issued by the Authority under this Part in the form of an entry in the records of the Authority;

"depository institution" means a financial institution approved by the Authority which regularly —

(a) accepts in the course of its business book-entry MAS securities by way of a custodial service for its customers; and

(b) maintains accounts in the names of its customers reflecting ownership or interest in such book-entry MAS securities;

"depositor" means any person in whose name an account is established and maintained on the records of the Authority;

"pledge" includes a pledge of, or any security interest in, book-entry MAS securities —

(a) as collateral for loans or advances; or

(b) to secure the performance of an obligation;

"security interest" means an interest, not being an interest arising from a trust, in property which secures the payment of a debt or performance of an obligation.

[Act 9 of 2013 wef 18/04/2013]

[Act 31 of 2017 wef 04/06/2018]

- (4) 主管部長應自本基金會計年度終了日起6個月內，將第(1)項第(a)款規定所指經審計之財務報表、審計報告及第(1)項第(b)款規定所指之報告提交國會。

[2017 年第 31 號法案，自 2018 年 6 月 5 日生效]

## 第 5A 章 本局發行登錄債券

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

### 本章之釋義

第 133 條 除上下文另有所指外，本章之—

「本局登錄債券」指本局依本章規定以登錄於本局帳簿之形式發行之任何債券；

「存託機構」指經本局同意定期辦理下列事項之金融機構—

(a) 於營業過程中，為向其客戶提供保管服務而收受本局登錄債券；及

(b) 以其客戶名義維護帳戶，表彰該等本局登錄債券之所有權或權益歸屬；

「存託人」指於本局帳簿上建立或維護之帳戶之名義人；

「質押」包括為下列目的，對本局登錄債券設定質權或任何擔保權益—

(a) 作為貸款或墊款之擔保品；或

(b) 確保債務之履行；

「擔保權益」指確保償還債務或履行義務，且非因信託所生之財產權益。

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

**Issue of book-entry MAS securities**

134.—(1) The Authority may —

- (a) issue book-entry MAS securities upon such terms as may be prescribed by means of entries on its records which include the name of the depositor and the amount and description of the securities;
  - (b) maintain accounts of book-entry MAS securities —
    - (i) for any depositor on such terms and conditions as may be specified by the Authority for such securities the depositor holds for its own account and, where the depositor is a depositary institution, for the account of its customers;
    - (ii) for the Government; and
    - (iii) for the Authority; and
  - (c) otherwise service and maintain book-entry MAS securities.
- (2) The Authority may take all action necessary in respect of book-entry MAS securities to enable the Authority to perform its obligations as depositary with respect to such securities.

[Act 9 of 2013 wef 18/04/2013]

[Act 31 of 2017 wef 04/06/2018]

**Transfers and pledges effected by Authority under book-entry clearing system**

- 135.—(1) A transfer or a pledge of book-entry MAS securities to the Authority or to any transferee or pledgee eligible to maintain an appropriate account in its name with the Authority shall be effected, notwithstanding any written law to the contrary, by the Authority making an appropriate entry in its records of the securities transferred or pledged.
- (2) The making of an entry in the records of the Authority under subsection (1) shall —
- (a) have the effect of delivery of the book-entry MAS securities as if the securities had been issued in the form of an engraved or printed certificate;
  - (b) have the effect of a taking of delivery by the transferee or pledgee;
  - (c) constitute the transferee or pledgee a holder; and
  - (d) in the case of a pledge, have the effect of vesting a security interest in favour of the pledgee.

**本局登錄債券之發行**

第 134 條(1)本局得—

- (a) 透過登錄帳簿之方式，定明包括債券之存託人姓名、數額及說明等條件，發行本局登錄債券；
  - (b) 為下列對象維護本局登錄債券之帳目—
    - (i) 符合本局對自有債券帳所定期限及條款之任何存託人；存託人若為存託機構者，則為其客戶債券帳；
    - (ii) 政府；及
    - (iii) 本局；及
  - (c) 以其他方式服務及維護本局登錄債券。
- (2)本局得對本局登錄債券採取一切必要之行動，以履行本局作為該等債券保管人之職責。

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

**本局於登錄債券清算系統完成轉讓及質押之效力**

- 第 135 條(1)轉讓或質押本局登錄債券予本局或有權以本人名義於本局開立合適帳戶之受讓人或質押權人者，儘管其他成文法另有相反之規定，經本局對該債券適切登錄轉讓或質押之紀錄後生效。
- (2)依第(1)項規定於本局帳簿所作之登錄—
- (a) 對本局登錄債券之交割效力，等同於以刻製或印製證書等實體形式發行債券之交割效力；
  - (b) 具有受讓人或質押權人受領交割之效力；
  - (c) 使受讓人或質押權人成為持有人；及
  - (d) 就質押而言，具有使質權人取得擔保權益之效力。



- (3) A transfer or pledge of any book-entry MAS securities effected in accordance with this section shall have priority over any transfer or pledge involving, or any interest in, the securities effected or created in any other manner before, on or after the date of the transfer or pledge in accordance with this section.

[Act 9 of 2013 wef 18/04/2013]

[Act 31 of 2017 wef 04/06/2018]

### Transfers and pledges effected by other means

- 136.—(1) Notwithstanding section 135, a transfer or pledge of book-entry MAS securities, or any interest therein, which is maintained by the Authority in an account may be effected by any means that would be effective to effect a transfer or pledge of book-entry MAS securities, or any interest therein, if the securities were issued by the Authority in the form of engraved or printed certificates.

[Act 31 of 2017 wef 04/06/2018]

- (2) The Authority shall be deemed not to be —
- (a) a bailee for the purposes of notification of pledges of book-entry MAS securities not effected in accordance with section 135; and
- (b) a person in possession of book-entry MAS securities for the purposes of acknowledgment of transfers of such securities not effected in accordance with section 135.

[Act 31 of 2017 wef 04/06/2018]

- (3) Where book-entry MAS securities are recorded on the books of a depositary institution for account of the pledgor or transferor thereof and such securities are on deposit with the Authority in an account, that depositary institution shall, for the purposes of effecting delivery of the securities to a purchaser or pledgee, be deemed to be —
- (a) the bailee to which notification of the pledge of the securities may be given; or
- (b) the person in possession from which acknowledgment of the holding of the securities may be obtained.
- (4) The Authority shall not accept any notice or advice of a transfer or pledge of any book-entry MAS securities not effected in accordance with section 135 and any such notice or advice shall be void.

[Act 31 of 2017 wef 04/06/2018]

- (3) 依本條規定登錄任何本局登錄債券之轉讓或質押者，其效力優先於任何在該轉讓或質押登錄日及其前後，以任何其他方式對該債券完成轉讓、質押或創設擔保權益之效力。

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

### 以其他方式完成轉讓及質押之效力

- 第 136 條(1) 儘管有第 135 條規定，若本局仍以刻製或印製證書等實體形式發行債券者，則得以任何可有效完成轉讓或質押該本局登錄債券或其任何擔保權益之方式，完成轉讓及質押本局於帳戶中所維護之本局登錄債券或其任何擔保權益。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (2) 本局應不被視為 —
- (a) 受託保管人，於通知非依第 135 條規定完成本局登錄債券質押之目的者；及
- (b) 本局登錄債券所有人，於確認非依第 135 條規定完成本局登錄債券轉讓之目的者。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (3) 若本局登錄債券係登錄在保管機構簿冊之質押人帳戶或讓與人帳戶，並存放於本局帳戶者，為完成交割該債券予買受人或質押權人之目的，該保管機構應被視為 —
- (a) 得向其發出該債券質押通知書之受託保管人；或
- (b) 得自其取得該債券持有確認書之所有人。
- (4) 本局不接受任何非依第 135 條規定完成本局登錄債券轉讓或質押之通知或通報，且任何該等通知或通報均屬無效。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (5) The Authority may continue to deal with its depositor in accordance with this Part notwithstanding any transfer or pledge not effected in accordance with section 135.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

#### Authority to be discharged by action on instructions

- 137.—(1) The Authority shall not be liable for conversion or for participation in any breach of fiduciary duty where the Authority has, in respect of book-entry MAS securities maintained in accounts maintained by the Authority —
- (a) made entries regarding the securities; or
  - (b) transferred or delivered the securities,
- according to the instructions of its depositor, notwithstanding that the depositor had no right to dispose of or take any other action in respect of the securities.
- (2) The Authority shall be fully discharged of its obligations under this Part by the transfer or delivery of book-entry MAS securities upon the instructions of its depositor.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

#### Confirmation of transaction

- 138.—(1) The Authority shall, following any transaction affecting book-entry MAS securities maintained for any depositor under this Part, issue to each depositor a confirmation thereof in the form of an advice (serially numbered or otherwise).
- (2) The advice referred to in subsection (1) shall specify the amount and description of the securities and any other pertinent transaction data.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

#### Payment of interest

- 139.—(1) Subject to subsection (2), the interest payable on any book-entry MAS securities issued under this Part, if any, shall be paid half-yearly at the office of the Authority as shall be prescribed in regulations made under section 144 relating to the issue of the securities.

[Act 31 of 2017 wef 04/06/2018]

- (5) 儘管轉讓或質押非依第 135 條規定完成，本局仍得依本章規定繼續與其存託人往來。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

#### 依指示履行權力

- 第 137 條(1) 凡本局依本局登錄債券存託人之指示，對本局維護之帳戶中所保管之本局登錄債券完成下列事項者，即使該存託人無權就該債券進行處置或採取任何其他行動，本局仍無須負侵占或背信之責—
- (a) 該債券之登錄；或
  - (b) 該債券之轉讓或交割。
- (2) 本局應依存託人之指示，轉讓或交割本局登錄債券，以完全履行本章所定之義務。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

#### 交易之確認

- 第 138 條(1) 任何交易對於依本章規定為存託人維護之本局登錄債券產生影響者，其交易後，本局應向所涉之每位存託人發送確認通知書（連續編號或其他方式）。
- (2) 第(1)項規定所指通知書應載明該債券之數額、說明，及任何其他有關之交易資料。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

#### 利息之支付

- 第 139 條(1) 除第(2)項另有規定外，依本章發行本局登錄債券需付之孳息（若有者），應遵守依第 144 條就債券發行事宜所定法規之規範，於本局營業處所每半年支付一次。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (2) Where any book-entry MAS securities that are redeemable at the election of the holder thereof at any time are redeemed before the date of maturity of the securities, a portion of the half-yearly interest payable on the securities (calculated on a pro-rata basis) shall be payable on such date as may be specified as the redemption date in the duly served notice of intention to redeem the securities.

*[Act 31 of 2017 wef 04/06/2018]*

*[Act 9 of 2013 wef 18/04/2013]*

### Redemption of book-entry MAS securities

140.—(1) Subject to section 141, book-entry MAS securities shall be redeemable at par —

- (a) on such date as may be prescribed in regulations made under section 144 relating to the issue of such book-entry MAS securities (referred to in this Part as the date of maturity); or

*[Act 31 of 2017 wef 04/06/2018]*

- (b) in the case of book-entry MAS securities that are redeemable at the election of the holder thereof at any time, on the earlier of the following dates:

- (i) the date of maturity;
- (ii) such date as may be specified as the redemption date in any notice of intention to redeem that is duly served in the manner prescribed by regulations made under section 144.

*[Act 31 of 2017 wef 04/06/2018]*

- (2) After the date of maturity of the book-entry MAS securities under subsection (1), all the interest on the principal sums payable on the securities shall cease and determine, whether or not payment of the principal sums has been demanded.
- (3) Redemption proceeds of book-entry MAS securities shall be disposed of in accordance with the instructions from the depositor for whose account the securities shall have been maintained by the Authority.

*[Act 31 of 2017 wef 04/06/2018]*

*[Act 9 of 2013 wef 18/04/2013]*

- (2) 凡本局登錄債券可由持有者隨時選擇贖回者，於到期日前經贖回時，每半年需付孳息之數額（按比例計算），應於正式送達之贖回意願通知書中所載明之贖回日期支付之。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

### 本局登錄債券之贖回

第 140 條(1)除第 141 條另有規定外，本局登錄債券應按面額於下列日期贖回—

- (a) 依第 144 條就本局登錄債券發行事宜所定法規之日期（本章中稱之為到期日）；或

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

- (b) 本局登錄債券若屬可由持有者隨時選擇贖回者，則為下列日期中發生較早者：

- (i) 到期日；
- (ii) 遵循依第 144 條所定法規之方式正式送達之贖回意願通知書中所載之贖回日。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

- (2) 於第(1)項規定所指本局登錄債券到期日後，該債券應還本金所生之全部孳息，無論是否要求返還該本金，均應停止計算並加以確定。

- (3) 由本局維護之存託人債券帳戶之本局登錄債券，其贖回款項應依存託人之指示處置。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

**Early redemption**

- 141.—(1) The Authority may, from time to time, by public notice invite the public to apply to redeem any book-entry MAS securities specified in the public notice before the date of maturity of those securities.
- (2) The public notice referred to in subsection (1) may specify —
- the terms and conditions relating to the early redemption of the book-entry MAS securities specified in the public notice, including the manner in which any offer for early redemption shall be made; and
  - such other information as the Authority may consider necessary.
- (3) The Authority may refuse any application to redeem any book-entry MAS securities before the date of maturity of those securities without assigning any reason.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

**Invitation to take up book-entry MAS securities and refusal of application**

- 142.—(1) The Authority may, from time to time, by public notice invite the public to apply to take up book-entry MAS securities issued under this Part.
- (2) The Authority may refuse any application to take up book-entry MAS securities issued under this Part without assigning any reason.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

**Securities lending arrangements**

- 143.—(1) The Authority may, from time to time, enter into securities lending arrangements by lending book-entry MAS securities issued under this Part to primary dealers.
- (2) Lending book-entry MAS securities shall include an arrangement under which book-entry MAS securities are sold and repurchased.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

**Power of Authority to make regulations for this Part**

- 144.—(1) The Authority may make regulations for the purposes of this Part, including regulations to prescribe anything which may be prescribed under this Part.

**提前贖回**

- 第 141 條**(1) 本局得於本局登錄債券到期日前，隨時以公告徵求大眾申請贖回載明於該公告中所列之本局登錄債券。
- (2) 第(1)項規定所指公告得載明—
- 有關公告所載本局登錄債券提前贖回之期限及條件，包括提前贖回申請之提出方式；及
  - 本局認為必要之其他資訊。
- (3) 本局得不附理由拒絕任何本局登錄債券到期日前之任何贖回申請。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

**徵求認購本局登錄債券及拒絕申請**

- 第 142 條**(1) 本局得隨時以公告徵求大眾申請認購依本章發行之本局登錄債券。
- (2) 本局得不附理由拒絕有關依本章發行之本局登錄債券之任何認購申請。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

**借券協議**

- 第 143 條**(1) 本局得隨時簽訂借券協議，將依本章發行之本局登錄債券出借予主要交易商。
- (2) 出借本局登錄債券，應一併約定該本局登錄債券被出售及被買回等事宜。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

**訂定本章授權法規之權力**

- 第 144 條**(1) 本局得訂定關於本章之法規，包括訂定依本章得定明之任何事項之法規。

- (2) Without prejudice to the generality of subsection (1), regulations made under this section may prescribe —
- (a) the terms of issue of book-entry MAS securities;
  - (b) the manner in which applications to take up book-entry MAS securities shall be made; and
  - (c) the manner in which book-entry MAS securities shall be issued.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

## PART VB PRIMARY DEALERS FOR SECURITIES ISSUED BY AUTHORITY

[Act 9 of 2013 wef 18/04/2013]

### Appointment as primary dealer

145.—(1) The Authority may, on application, appoint as a primary dealer any financial institution which carries on or intends to carry on, or holds itself out as carrying on or willing to carry on, the business of either or both of the following:

- (a) applying to the Authority to purchase securities issued by the Authority on behalf of another person in pursuance of any public invitation under section 142;

[Act 31 of 2017 wef 04/06/2018]

- (b) offering to redeem any securities issued by the Authority on behalf of another person in pursuance of any public invitation under section 141 or otherwise.

[Act 31 of 2017 wef 04/06/2018]

- (2) In determining whether to appoint a financial institution as a primary dealer, the Authority shall consider the following:
- (a) the financial standing of the financial institution;
  - (b) the experience of that financial institution in carrying on the business referred to in subsection (1), and its ability to perform the duties which would be imposed on it by or under this Act; and
  - (c) the public interest.
- (3) The Authority may, in any particular case, require a financial institution applying to be appointed as a primary dealer (referred to in this section as an applicant) to furnish such information or document as the Authority deems relevant to its consideration under subsection (2).

- (2)於不損及第(1)項規定普遍性之前提下，依本條訂定之法規得規定—

- (a) 本局登錄債券之發行條件；
- (b) 本局登錄債券之認購申請方式；及
- (c) 本局登錄債券之發行方式。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

## 第 5B 章 本局所發債券之主要交易商

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

### 主要交易商之指定

第 145 條(1)任何經營或擬經營，持續經營或擬持續經營下列一項或兩項業務之金融機構，均得向本局申請指定為主要交易商：

- (a) 於依第 142 條規定徵求大眾認購本局所發行之債券時，代表其他人購買該債券；

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (b) 於依第 141 條規定或其他規定徵求大眾贖回本局所發行之債券時，代表其他人提出贖回該債券之要求。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (2)本局於決定是否指定金融機構擔任主要交易商時，應審酌下列事項：

- (a) 該金融機構之財務狀況；
- (b) 該金融機構經營第(1)項規定所指業務之經驗，及其履行本法所定或所課義務之能力；及
- (c) 公共利益。

- (3)本局得在任何個案中，要求申請指定為主要交易商之金融機構（於本條簡稱為申請人），提供本局認為與第(2)項所定應審酌事項有關之資訊或文件。

- (4) The Authority may refuse an application under subsection (1) if —
- (a) the applicant does not furnish the Authority with such information or document as is required under subsection (3);
  - (b) in the opinion of the Authority, the applicant does not meet, or is unlikely to be able to continue to meet, such requirements as may be prescribed by regulations made under section 151 in relation to carrying on any business referred to in subsection (1); or

*[Act 31 of 2017 wef 04/06/2018]*

- (c) the applicant makes any statement, or furnishes any information or document, in relation to its application that is false or misleading in any material particular, or omits to state any matter or thing without which its application is false or misleading in a material particular.
- (5) Every appointment as a primary dealer under this section shall continue in force for such period as may be specified by the Authority, unless the appointment is earlier cancelled or suspended.
- (6) Any financial institution which, immediately before the date of commencement of section 11 of the Monetary Authority of Singapore (Amendment) Act 2013, was appointed as a primary dealer under section 29A of the Government Securities Act (Cap. 121A) shall, for so long as that appointment remains in force, be deemed —
- (a) to be appointed as a primary dealer under this section; and
  - (b) to be subject, under section 146, to the conditions and restrictions to which his appointment as a primary dealer under section 29A of the Government Securities Act is subject.

*[Act 31 of 2017 wef 04/06/2018]*

- (7) If a person who is not a primary dealer carries on, or holds himself out as carrying on or willing to carry on, any business referred to in subsection (1), the person shall be guilty of an offence and shall be liable on conviction —
- (a) in the case of an individual, to a fine not exceeding \$125,000 or to imprisonment for a term not exceeding 3 years or to both and, in the case of a continuing offence, to a further fine not exceeding \$12,500 for every day or part thereof during which the offence continues after conviction; or

- (4) 有下列情形之一者，本局得駁回依第(1)項規定提出之申請—

- (a) 申請人未向本局提供依第(3)項規定所要求之資訊或文件；
- (b) 本局認為申請人不符合或恐未能繼續符合依第151條就第(1)項所指任何業務所定法規之規定；或

*[2017年第31號法案，自2018年6月4日生效]*

- (c) 申請人就其申請有關之重要事項，作出或提供虛假或誤導性之任何聲明、資訊或文件，或遺漏任何事項或事物。
- (5) 依本條規定指定為主要交易商者，於本局所定之期間內應繼續有效。但該指定經提前解除或終止者，不在此限。
- (6) 任何金融機構於2013年新加坡貨幣管理局（修訂）法第11條規定施行日前，依政府債券法（第121A章）第29A條規定指定為主要交易商者，於該指定有效期間內，視為—
- (a) 已依本條指定為主要交易商；及
  - (b) 依第146條規定，應遵守其依政府債券法第29A條規定指定為主要交易商之條件及限制。

*[2017年第31號法案，自2018年6月4日生效]*

- (7) 任何非屬主要交易商之人經營、持續經營或擬持續經營第(1)項規定所指之任何業務，應構成犯罪；其處罰如下—
- (a) 如係個人，應科12萬5千元以下罰金或處或併處3年以下有期徒刑；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足1日亦以1日計算）加科1萬2千5百元以下罰金；或

- (b) in any other case, to a fine not exceeding \$250,000 and, in the case of a continuing offence, to a further fine not exceeding \$25,000 for every day or part thereof during which the offence continues after conviction.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

### Conditions of appointment as primary dealer

- 146.—(1) The Authority may appoint any financial institution as a primary dealer subject to such conditions or restrictions as the Authority thinks fit.
- (2) Without prejudice to the generality of subsection (1), the Authority may impose such conditions or restrictions with respect to the type of services which may or may not be provided by the primary dealer as the Authority may consider appropriate.
- (3) Subject to subsections (4), (5) and (6), the Authority may at any time add to, vary or revoke any condition or restriction of the appointment of any financial institution as a primary dealer.
- (4) Before making any modification to the conditions or restrictions of the appointment of any financial institution as a primary dealer under this section, the Authority shall, unless the Authority in respect of any particular case considers that it is not practicable or desirable to do so, give notice to the financial institution concerned —
- (a) stating that the Authority proposes to make the modification in the manner specified in the notice;
- (b) stating the reasons why the Authority proposes to make the modification; and
- (c) specifying the time (being not less than 28 days after the date of service of the notice on the financial institution) within which written representations with respect to the proposed modification may be made.
- (5) Where the Authority receives any written representation under subsection (4) (c) —
- (a) the Authority shall consider the representation and may —
- (i) reject the representation; or
- (ii) withdraw or amend the proposed modification in accordance with the representation or otherwise; and

- (b) 如係其他情形，應科 25 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 萬 5 千元以下罰金。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

### 主要交易商之指定條件

- 第 146 條(1)本局得依本局認為合適之條件或限制，指定任何金融機構擔任主要交易商。
- (2)於不損及第(1)項規定普遍性之前提下，本局得對本局認為適當之主要交易商所得提供或不得提供之服務類別施加條件或限制。
- (3)於不損及第(4)項、第(5)項及第(6)項規定下，本局得隨時增補、更改或撤銷指定任何金融機構擔任主要交易商之條件或限制。
- (4)於依本條規定對指定任何金融機構擔任主要交易商之條件或限制作出任何修改之前，除本局認為予以通知係不可行或不宜者外，應將下列有關事項通知該金融機構—
- (a) 敘明本局擬按通知書上所載明之方式作出修改；
- (b) 敘明本局擬作出修改之理由；及
- (c) 定明得對該修改計畫提出書面意見之期限（自通知送達金融機構翌日起算 28 日以上）。
- (5)於收到依第(4)項第(c)款規定之任何書面意見後—
- (a) 本局應審酌該意見，並得—
- (i) 駁回該意見；或
- (ii) 依該意見或其他方式撤回或修正該修改計畫；及

- (b) in either case, the Authority shall thereupon issue a notice in writing to the primary dealer concerned requiring that effect be given, within a reasonable time, to the proposed modification specified in the notice or to such modification as may subsequently be amended by the Authority.
- (6) If no written representation is received by the Authority within the time specified under subsection (4) (c), or if any written representation made under that subsection is subsequently withdrawn, the modification shall take effect as specified in the notice given under that subsection.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

#### Directions to primary dealers

- 147.—(1) The Authority may give directions to be observed by any primary dealer or class of primary dealers —
- (a) to ensure the continuity or reliability of the provision of services by the primary dealer or class of primary dealers to its customers; or
- (b) in the public interest.
- (2) A direction under subsection (1) —
- (a) shall require the primary dealer or every primary dealer in that class of primary dealers concerned (according to the circumstances of the case) to do, or not to do, such things as are specified in the direction or are of a description as specified therein, including but not limited to the manner in which the primary dealer conducts the business referred to in section 145 (1) with its customers;
- (b) shall take effect at such time, being the earliest practicable time, as is determined by or under that direction; and
- (c) may be varied or revoked at any time by the Authority.
- (3) Every primary dealer shall comply with every direction of the Authority given to the dealer under this section.
- (4) It shall not be necessary to publish any direction under subsection (1) in the *Gazette*.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

- (b) 本局應將決定情形即時以書面通知主要交易商，說明有關將於合理時間內實施該通知所載明之修改計畫或其後續得由本局加以修正之情形。

- (6) 若本局於依第(4)項第(c)款規定所定期限內未收到書面意見，或依該項作出之任何書面意見經撤回者，該項修改即依該項規定所發通知上載明之事項實施。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

#### 對主要交易商之指令

- 第 147 條(1) 本局得發出指令，供任何主要交易商或某類主要交易商遵守—
- (a) 以確保任何主要交易商或某類主要交易商向其客戶提供服務之持續性及可靠性；或
- (b) 增進公共利益。
- (2) 第(1)項規定之指令—
- (a) 應要求主要交易商或某類主要交易商中之所有主要交易商（視情況而定）從事或不從事指令中所指明之事項或其說明，包括但不限於主要交易商向其客戶辦理第 145 條第(1)項規定所指業務之方式；
- (b) 應依該指令所定或據以另定之時間儘早生效；及
- (c) 得由本局隨時予以更改或撤銷。
- (3) 所有主要交易商均應遵守本局依本條規定向主要交易商所為之所有指令。
- (4) 依第(1)項規定所為之指令無須登載政府公報。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]



**Cancellation, etc., of appointment as primary dealer**

148.—(1) If the Authority is satisfied that —

- (a) a primary dealer is contravening, is likely to contravene or has contravened —
  - (i) any provision of this Act applicable to the primary dealer; or
  - (ii) any condition or restriction of its appointment as a primary dealer;
- (b) a primary dealer has not complied with any direction issued by the Authority under section 147;

*[Act 31 of 2017 wef 04/06/2018]*

- (c) a primary dealer has gone or is likely to go into compulsory or voluntary liquidation other than for the purpose of amalgamation or reconstruction;
- (d) a receiver, a receiver and manager or a person in an equivalent capacity has been appointed, whether in Singapore or elsewhere, in relation to or in respect of any property of the primary dealer;
- (e) a primary dealer has obtained his appointment as such by fraud or misrepresentation;
- (f) a primary dealer has failed to satisfy any of its obligations under or arising from this Act;
- (g) a primary dealer has been convicted, whether in Singapore or elsewhere, of an offence committed before, on or after the date of commencement of section 11 of the Monetary Authority of Singapore (Amendment) Act 2013, involving fraud or dishonesty or the conviction for which involved a finding that it had acted fraudulently or dishonestly;
- (h) a primary dealer is no longer in a position to effectively carry out its duties or responsibilities as a primary dealer under this Act or under any regulations made under section 151; or

*[Act 31 of 2017 wef 04/06/2018]*

- (i) a primary dealer is carrying on its business referred to in section 145 (1) in a manner that is likely to be detrimental to its clients or contrary to the public interest,

*[Act 31 of 2017 wef 04/06/2018]*

the Authority may by order cancel the appointment as a primary dealer.

**主要交易商指定資格之取消等事項**

**第 148 條**(1)若本局確信有下列情形之一者，得以命令取消主要交易商之指定資格—

- (a) 主要交易商刻正、可能或已違反—
  - (i) 本法任何適用於主要交易商之規定；或
  - (ii) 主要交易商之指定條件或限制；
- (b) 主要交易商未遵守本局依第 147 條規定所為之指令；

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

- (c) 主要交易商已經或可能進行非為合併或重整目的之強制或自願清算；
- (d) 主要交易商之任何財產，無論在新加坡或其他地方，業經指派接管人、接管人兼管理人或相當職務之人；
- (e) 主要交易商施以詐術或虛偽說明而取得該指定；
- (f) 主要交易商未遵守本法所定或據以另定之任何義務；
- (g) 於 2013 年新加坡貨幣管理局（修訂）法第 11 條規定施行日前、施行日或施行日後，在新加坡或其他地方曾因詐欺或不誠實行為遭判決有罪，或定罪涉及一項曾犯詐欺或不誠實行為之判決；
- (h) 主要交易商已不能有效履行本法或依第 151 條所定規定中關於主要交易商之職責或責任；或

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

- (i) 主要交易商以可能有害於其客戶或違反公共利益之方式經營第 145 條第(1)項規定所指之業務。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

- (2) The Authority may, if it considers it desirable to do so, in lieu of an order cancelling the appointment as a primary dealer, by order do either or both of the following:
- (a) suspend the appointment for such period (not exceeding 6 months) as the Authority thinks fit;
  - (b) reprimand the primary dealer in writing.
- (3) In the case of a failure by a primary dealer to comply with any direction issued by the Authority under section 147, the Authority may, in addition to any order that may be made under subsection (2), order the primary dealer to pay to the Authority, for every day or part thereof of such failure, a financial penalty in accordance with such formula as the Minister may, by notification published in the *Gazette*, prescribe.

[Act 31 of 2017 wef 04/06/2018]

- (4) A financial penalty collected by the Authority under subsection (3) shall be paid into the Consolidated Fund.
- (5) The Authority shall not make any order under subsection (1), (2) or (3) against a primary dealer unless the Authority has given to the primary dealer an opportunity of being heard by a representative in writing, being a period of at least 21 days but not more than 28 days.
- (6) Where the Authority has made any order under subsection (1), (2) or (3) against any primary dealer, it shall serve on the primary dealer a notice of the order.
- (7) Subject to subsections (8) and (9), any order made by the Authority under subsection (1), (2) or (3) against any primary dealer shall not take effect until the expiration of 21 days after the Authority has served the notice of the order on the primary dealer.
- (8) Any order cancelling or suspending an appointment as a primary dealer shall not operate so as to —
  - (a) prejudice the enforcement by any person of any right or claim against the financial institution formerly appointed as a primary dealer, or by the financial institution formerly so appointed of any right or claim against any person; or
  - (b) affect the validity or enforceability of any agreement, transaction or arrangement in respect of any securities issued by the Authority entered into (whenever) by the primary dealer.

- (2) 本局認為有需要時，得以命令執行下列任何一項或兩項，代替取消主要交易商指定資格之命令：
- (a) 將指定資格暫停一段本局認為合適之期間（6個月以下）；
  - (b) 以書面告誡主要交易商。
- (3) 主要交易商未遵守本局依第 147 條規定所為之指令者，除依第(2)項規定作出之任何命令外，本局並得命主要交易商依主管部長於政府公報登載之通知所規定之準則，就其未遵守上述指令之期間，按日（不足 1 日亦以 1 日計算）向本局支付罰款。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (4) 本局依第(3)項規定所收取之罰款應繳入統一公債基金。
- (5) 本局依第(1)項、第(2)項或第(3)項規定向主要交易商作出任何命令前，應給予主要交易商之代表人，得於 21 日以上，28 日以下之期間內，以書面陳述意見之機會。
- (6) 本局依第(1)項、第(2)項或第(3)項規定向主要交易商作出任何命令者，應將該命令之通知書送達該主要交易商。
- (7) 於不損及第(8)項及第(9)項規定下，本局依第(1)項、第(2)項或第(3)項規定向主要交易商作出之任何命令，應於本局將該命令之通知書送達該主要交易商後屆滿 21 日之翌日起生效。
- (8) 任何取消或暫停主要交易商指定資格之命令—
  - (a) 不得損害任何人執行其對原已指定為主要交易商之金融機構之權利或請求，或該金融機構執行其對任何人之權利或請求；或
  - (b) 不得影響主要交易商就本局發行之任何債券所為協議、交易或約定之有效性或可執行性。

- (9) An order of reprimand under subsection (2) shall take effect on the date it is served on the primary dealer concerned.
- (10) The Authority may recover on behalf of the Government any financial penalty ordered under subsection (3) as though the financial penalty were a civil debt due to the Authority.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

### Appeal to Minister

149.—(1) Any primary dealer who is aggrieved by —

- (a) any notice of a condition or restriction of the appointment of any financial institution as a primary dealer under section 146;

[Act 31 of 2017 wef 04/06/2018]

- (b) any direction given by the Authority under section 147 or variation of any such direction; or

[Act 31 of 2017 wef 04/06/2018]

- (c) any order of the Authority under section 148 (1), (2) or (3), except an order of reprimand,

[Act 31 of 2017 wef 04/06/2018]

may, within 14 days after the receipt by the primary dealer of the notice of the condition or restriction, the direction (or variation thereof) or the order, as the case may be, appeal to the Minister whose decision shall be final.

(2) Where an appeal is lodged under this section —

- (a) the order under section 148 cancelling the appointment as a primary dealer shall not take effect unless the order is confirmed by the Minister or the appeal is for any reason dismissed by the Minister or withdrawn; and

[Act 31 of 2017 wef 04/06/2018]

- (b) every other notice, direction (or variation thereof) or order appealed against shall take effect and be complied with until the determination of the appeal.

(3) Subject to subsection (4), the Minister may determine an appeal under this section by confirming, varying or reversing the notice, direction (or variation thereof) or order of the Authority that is appealed against.

(9)依第(2)項規定作出之告誡令，應於送達受告誡之主要交易商之日起生效。

(10)本局得將依第(3)項規定所處之任何罰款，視同對本局之民事債務，代表政府予以追討。

[2017年第31號法案，自2018年6月4日生效]

[2013年第9號法案，自2013年4月18日生效]

### 向主管部長申訴

第 149 條(1)任何主要交易商不服下列事項者，得於收到該命令、指令（或其變更）、條件或限制之通知書後 14 日內，向主管部長申訴，並由該主管部長作出最終裁決—

- (a) 依第 146 條規定就任何金融機構指定為主要交易商之條件或限制所為之任何通知；

[2017年第31號法案，自2018年6月4日生效]

- (b) 本局依第 147 條規定所為之指令或任何該等指令之變更；或

[2017年第31號法案，自2018年6月4日生效]

- (c) 本局依第 148 條(1)項、第(2)項或第(3)項規定作出之任何命令，但不包括告誡令。

[2017年第31號法案，自2018年6月4日生效]

(2)依本條規定提出申訴者—

- (a) 依第 148 條規定作出取消主要交易商指定資格之命令，應俟該命令經主管部長裁決確認或該申訴因任何理由被主管部長駁回或經撤回時，始生效力；及

[2017年第31號法案，自2018年6月4日生效]

- (b) 其他被申訴之通知、指令（或其變更）或命令，於申訴經裁決前，仍生效力並應予以遵守。

(3)於不損及第(4)項規定下，主管部長得以認同、更改或撤銷被申訴之本局通知、指令（或其變更）或命令等方式，對本條之申訴作出裁決。

- (4) If the Minister is satisfied that an appeal by a primary dealer is instituted or pursued without reasonable ground, the Minister may, without calling for a reply from the Authority, but after giving the primary dealer an opportunity to be heard, determine the appeal by confirming the notice, direction (or variation thereof) or order of the Authority that is appealed against.

*[Act 31 of 2017 wef 04/06/2018]*

*[Act 9 of 2013 wef 18/04/2013]*

### Inspection of books

150.—(1) The Authority may from time to time inspect, under conditions of secrecy, the books of a primary dealer relating to its business referred to in section 145 (1) for the purposes of ensuring that —

- (a) any condition or restriction imposed by the Authority under section 146 on the primary dealer is complied with;

*[Act 31 of 2017 wef 04/06/2018]*

- (b) any direction given by the Authority under section 147 to the primary dealer is complied with; or

*[Act 31 of 2017 wef 04/06/2018]*

- (c) the primary dealer has satisfied or satisfies any of its obligations under or arising from this Part.

*[Act 31 of 2017 wef 04/06/2018]*

(2) For the purposes of an inspection under this section —

- (a) a primary dealer, and any person who is in possession of the books of the primary dealer relating to its business referred to in section 145 (1), shall produce such books (and afford the Authority access thereto) and provide such information and facilities as may be required by the Authority to conduct the inspection;

*[Act 31 of 2017 wef 04/06/2018]*

- (b) the primary dealer shall procure that any such person in paragraph (a) who is in possession of the primary dealer's books produce the books to the Authority and give such information or facilities as may be required by the Authority; and

- (c) the Authority may —

- (4) 主管部長認為主要交易商之申訴無理由者，得不要求本局提出答辯，而係給予該主要交易商陳述意見之機會後，對該申訴作出認同本局通知、指令（或其變更）或命令之裁決。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

*[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]*

### 簿冊之檢查

第 150 條(1) 本局得於保密條件下，隨時檢查第 145 條第(1)項規定所指與業務相關之主要交易商簿冊，以確保—

- (a) 本局依第 146 條規定對主要交易商施加之任何條件或限制業經遵守；

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

- (b) 本局依第 147 條規定向主要交易商所為之指令業經遵守；或

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

- (c) 主要交易商已履行或符合其依本法所定或據以另定之任何義務。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

(2) 為依本條執行檢查—

- (a) 主要交易商及保有第 145 條第(1)項規定所指與業務相關之主要交易商簿冊之人，應出示該等簿冊（並向本局提供該等簿冊）並提供本局為執行檢查所要求之資訊及設備；

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

- (b) 主要交易商應促請任何依第(a)款規定保有主要交易商簿冊之人向本局出示該簿冊，並提供本局所要求之資訊或設備；及

- (c) 本局得—

- (i) make copies of, or take possession of, any of such books; and
- (ii) retain possession of any of such books for so long as is necessary for the purposes of exercising a power conferred by this section (except subsection (4)).
- (3) No person shall be entitled, as against the Authority, to claim a lien on any of the books, but such a lien is not otherwise prejudiced.
- (4) While the books of a primary dealer are in the possession of the Authority, the Authority —
  - (a) shall permit any other person to inspect at all reasonable times such (if any) of the books as that other person would be entitled to inspect if the books were not in the possession of the Authority; and
  - (b) may permit any other person to inspect any of the books.
- (5) The Authority may require a person who produced any book to the Authority to explain, to the best of his knowledge and belief, any matter about the compilation of the book or to which the book relates.
- (6) Any person who fails, without reasonable excuse, to comply with subsection (2) or a requirement of the Authority under subsection (5) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$50,000 or to imprisonment for a term not exceeding 2 years or to both and, in the case of a continuing offence, to a further fine not exceeding \$5,000 for every day or part thereof during which the offence continues after conviction.
- (7) In this section, "books" includes any record, register, document or other record of information, and any account or accounting record, however compiled, recorded or stored, whether in written or printed form or on microfilm or in any electronic form or otherwise.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

#### Power of Authority to make regulations for this Part

- 151.—(1) The Authority may make regulations for the purposes of this Part, including regulations to prescribe anything which may be prescribed under this Part.
- (2) Without prejudice to the generality of subsection (1), regulations made under this section may —

- (i) 複印或占有任何簿冊；及
- (ii) 為行使本條所授予之權力，於必要期間內保有任何簿冊（不包括第(4)項規定）。
- (3) 任何人無權對本局主張該等簿冊之留置權，但該留置權於其他情形不受妨礙。
- (4) 本局保有之主要交易商簿冊—
  - (a) 若本局未保有該簿冊，其他人即有權檢查者，則應允許任何其他人在合理時間內檢視該等簿冊（若有者）；及
  - (b) 得允許任何其他人在合理時間內檢視該等簿冊。
- (5) 本局可要求向本局出示任何簿冊之人，盡其所知及所信，對該簿冊之彙編或該簿冊所涉之任何事項作出解釋。
- (6) 任何人無正當理由未遵守第(2)項規定或本局依第(5)項規定所為之要求，應構成犯罪；經定罪者，應科 5 萬元以下罰金或處或併處 2 年以下有期徒刑；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 5 千元以下罰金。
- (7) 本條所稱「簿冊」，包括任何紀錄、登記簿、文件或其他資訊之紀錄，以及任何帳目或會計紀錄，且無論以書寫、印刷、攝錄、任何電子或其他形式編纂、記錄或儲存，均屬之。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

#### 訂定本章授權法規之權力

- 第 151 條(1) 本局得訂定關於本章之法規，包括訂定依本章得定明之任何事項之法規。
- (2) 於不損及第(1)項規定普遍性之前提下，依本條訂定之法規得—

- (a) prescribe the manner in which any application to be appointed as a primary dealer is to be made;
- (b) prescribe the duties and obligations of a primary dealer; and
- (c) provide that any contravention of any specified provision of the regulations shall be an offence punishable —
  - (i) in the case of an individual, with a fine not exceeding \$12,500 or with imprisonment for a term not exceeding 12 months or with both and, in the case of a continuing offence, with a further fine not exceeding \$1,250 for every day or part thereof during which the offence continues after conviction; or
  - (ii) in any other case, with a fine not exceeding \$25,000 and, in the case of a continuing offence, with a further fine not exceeding \$2,500 for every day or part thereof during which the offence continues after conviction.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

## PART VC

### ASSISTANCE TO FOREIGN AUTHORITIES AND DOMESTIC AUTHORITIES FOR THEIR SUPERVISORY AND OTHER ACTIONS IN RESPECT OF MONEY LAUNDERING, TERRORISM FINANCING AND OTHER OFFENCES

[Act 14 of 2015 wef 26/06/2015]

#### Division 1 — General provisions

##### Interpretation of this Part

152.—(1) In this Part, unless the context otherwise requires —

"agent" means an insurance agent in respect of policies which relate to general business within the meaning of section 2 (1) (b) of the Insurance Act (Cap. 142);

"AML/CFT authority", or Anti-Money Laundering/Countering the Financing of Terrorism authority, means a public authority of a foreign country which is responsible for the supervision of foreign financial institutions in that foreign country;

- (a) 明定任何指定主要交易商之申請方式；
- (b) 明定主要交易商之責任及義務；及
- (c) 規定違反該等法規所指明之任何條文者，應構成犯罪；其處罰如下—
  - (i) 如係個人，應科 1 萬 2 千 5 百元以下罰金或處或併處 1 年以下有期徒刑；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 1 千 2 百 50 元以下罰金；或
  - (ii) 如係其他情形，應科 2 萬 5 千元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 2 千 5 百元以下罰金。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

## 第 5C 章 協助外國當局及國內當局對洗錢、資恐及其他犯罪行為進行監管及其他行動

[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]

### 第 1 節 通則

#### 本章之釋義

第 152 條(1)除上下文另有所指外，本章之—

「代理人」指保險法（第 142 章）第 2 條第(1)項第(b)款所定義之一般業務範疇內所涉保單之保險代理人；

「AML 或 CFT 當局」或「防制洗錢或打擊資恐當局」指負責監管外國金融機構之該外國政府公共當局；

"AML/CFT requirement", or Anti-Money Laundering/Countering the Financing of Terrorism requirement —

- (a) in relation to a foreign country, means a law or regulatory requirement of that foreign country for the detection or prevention of money laundering or the financing of terrorism; or
- (b) in relation to Singapore, means a written law, or a regulatory requirement imposed under a written law, for the detection or prevention of money laundering or the financing of terrorism;

"applicable offence" means a drug dealing offence or a serious offence as defined in the Corruption, Drug Trafficking and Other Serious Crimes (Confiscation of Benefits) Act (Cap. 65A);

"book" includes any record, register, document or other record of information and any account or accounting record, however compiled, recorded or stored, and whether in written or printed form or on microfilm or any electronic form or otherwise;

"chief executive", in relation to a financial institution, means any person, by whatever name described, who —

- (a) is in the direct employment of, or acting for or by arrangement with, the financial institution; and
- (b) is principally responsible for the management and conduct of the business of the financial institution;

"corresponding authority" means a public authority of a foreign country which exercises a function that corresponds to a regulatory function of the Authority under any prescribed written law;

"director", in relation to a financial institution, includes —

- (a) any person, by whatever name described, occupying the position of a director of the financial institution;
- (b) a person in accordance with whose directions or instructions the directors of the financial institution are accustomed to act; and
- (c) an alternate director, or a substitute director, of the financial institution;

"domestic authority" means a Law Officer, a ministry or department of the Government, or a statutory body (other than the Authority) established by or under a public Act for a public purpose;

"employee" includes an individual seconded or temporarily transferred from another employer;

「AML 或 CFT 規定」或「防制洗錢或打擊資恐規定」—

- (a) 就外國而言，指該外國有關偵查、防制洗錢或資恐之法律或監管規定；或
- (b) 就新加坡而言，指有關偵查、防制洗錢或資恐之成文法或依成文法施加之監管規定；

「適用之犯罪」指貪污、販毒及其他重罪（沒收利益）法（第 65A 章）所定義之販毒罪或重罪；

「簿冊」包括任何紀錄、登記簿、文件或其他資訊之紀錄，以及任何帳戶或會計紀錄，且無論係以書寫、印刷、攝錄、任何電子形式或其他形式編纂、記錄或儲存者，均屬之；

「執行長」，就金融機構而言，指下列之任何人，無論其名稱為何—

- (a) 直接受僱於該金融機構、代表該金融機構或與其訂定協議行事之人；且
- (b) 主要負責該金融機構業務之管理及營運者；

「對口當局」指掌理相當於本局法定監管職能之外國政府當局；

「董事」，就金融機構而言，包括—

- (a) 擔任該金融機構董事職務之人，無論其名稱為何；
- (b) 依例遵照該金融機構董事指示或指揮辦事之人；及
- (c) 該金融機構之代理董事或候補董事；

「國內當局」指法律官員、政府部會或部門，或依公共法律及為公共目的所設立之法定機構（不含本局）；

「雇員」包括從其他雇主借調或臨時移撥之個人；

"enforcement action" means any criminal or civil action taken by a domestic authority against a person for an applicable offence, including the restraining of dealing with, or the seizure or confiscation of, any property in connection with an applicable offence, and the offer of composition of the offence;

"executive officer", in relation to a financial institution, means any person, by whatever name described, who —

- (a) is in the direct employment of, or acting for or by arrangement with, the financial institution; and
- (b) is concerned with or takes part in the management of the financial institution on a day-to-day basis;

"financial institution" has the same meaning as in section 27A (6) read with section 27A (7);

"foreign country" means any country or territory other than Singapore;

"foreign financial institution" means an institution that is licensed, approved, registered or otherwise regulated under any law administered by a corresponding authority in a foreign country to carry on any financial activities in that country, or that is exempted from such licensing, approval, registration or regulation for the carrying on of any financial activities in that country;

"information" includes any information, book, document or other record in any form whatsoever (including an electronic form), as well as any container or article containing any information or record;

"insurance agent" has the same meaning as in section 1A of the Insurance Act;

"investigation", in relation to a domestic authority, means an investigation by that authority to determine if a person has committed or is committing an applicable offence;

"Law Officer" means the Attorney-General, a Deputy Attorney-General, the Solicitor-General, a Deputy Public Prosecutor or a legally qualified member of the Attorney General's Chambers;

"office holder", in relation to a financial institution, means any person acting as the liquidator, the provisional liquidator, the receiver or the receiver and manager of the financial institution, or acting in an equivalent capacity in relation to that financial institution;

「執法行動」指國內當局為適用之犯罪對任何人所採取之任何刑事或民事訴訟，包括限制處置、扣押或沒收任何與適用之犯罪相關之財產，及犯罪和解之提議；

「執事人員」，就金融機構而言，無論其名稱為何，指下列之任何人—

- (a) 直接受僱於該金融機構、擔任其代表或與其訂定協議行事之人；且
- (b) 涉及或參與該金融機構業務之日常管理者；

「金融機構」與第 27A 條第(6)項及第 27A 條第(7)項規定所指者相同；

「外國」指新加坡以外之任何國家或地區；

「外國金融機構」指依任何法律取得執照、同意、登記或其他認可，且在外國經營之金融活動係由該外國政府之對口當局予以管理之機構，或在該國經營之任何金融活動，經豁免取得執照、同意、登記或其他認可之機構；

「資訊」包括任何形式之任何資訊、簿冊、文件或其他紀錄（包括電子形式），以及含有任何資訊或紀錄之任何容器或物件；

「保險代理人」與保險法第 1A 條規定所指者相同；

「調查」，就國內當局而言，指該當局為確定某人是否已觸犯或正在觸犯某一適用之罪行所進行之調查；

「法律官員」指總檢察長、副總檢察長、副檢察長，主任檢察官或檢察總署所屬具備法定資格之成員；

「辦公室主持人」，就金融機構而言，指任何擔任清算人、臨時清算人、接管人、該金融機構之接管人兼管理人或相當職務之人；



"policy" has the same meaning as in the First Schedule to the Insurance Act;

"prescribed written law" means the following Acts and the subsidiary legislation made under those Acts:

- (a) this Act;
- (b) the Banking Act (Cap. 19);
- (c) the Business Trusts Act (Cap. 31A);
- (d) the Deposit Insurance and Policy Owners' Protection Schemes Act (Cap. 77B);
- (e) the Finance Companies Act (Cap. 108);
- (f) the Financial Advisers Act (Cap. 110);
- (g) the Financial Holding Companies Act 2013 (Act 13 of 2013);
- (h) the Insurance Act;
- (i) the Money-changing and Remittance Businesses Act (Cap. 187);
- (j) the Payment Systems (Oversight) Act (Cap. 222A);
- (k) the Securities and Futures Act (Cap. 289);
- (l) the Trust Companies Act (Cap. 336);
- (m) such other Act as the Authority may prescribe by regulations made under section 179;

[Act 31 of 2017 wef 04/06/2018]

"protected information" means information that is protected from unauthorised disclosure under any prescribed written law;

"public authority" includes a financial supervisor established as an independent non-governmental authority under a law of a foreign country;

"supervision" —

- (a) in relation to an AML/CFT authority of a foreign country, means the supervision by the AML/CFT authority of foreign financial institutions carrying on any financial activities in that country for compliance with the AML/CFT requirements of that country applicable to those institutions; or
- (b) in relation to a domestic authority, means the supervision by the domestic authority of persons regulated by it for compliance with the applicable AML/CFT requirements of Singapore;

「政策」與保險法附錄 1 所指者相同；

「制定成文法」指下列法律及依該等法律訂定之附屬法規：

- (a) 本法；
- (b) 銀行法（第 19 章）；
- (c) 商業信託法（第 31A 章）；
- (d) 存款保險及保單所有人保障計畫法（第 77B 章）；
- (e) 融資公司法（第 108 章）；
- (f) 財務顧問法（第 110 章）；
- (g) 2013 年金融控股公司法（2013 年第 13 號法案）；
- (h) 保險法；
- (i) 貨幣兌換及匯款業法（第 187 章）；
- (j) 支付系統（監督）法（第 222A 章）；
- (k) 證券及期貨法（第 289 章）；
- (l) 信託公司法（第 336 章）；
- (m) 本局依第 179 條訂定之法規所定明之其他法律；

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

「受保護之資訊」指受任何制定成文法保護，以免未經授權即遭揭露之資訊；

「公共當局」包括依外國法律設立，獨立於政府當局以外之金融監理人員；

「監理」—

- (a) 就外國防制洗錢或打擊資恐當局而言，指防制洗錢或打擊資恐當局對於在該國經營任何金融活動之外國金融機構應遵守該國對其適用之防制洗錢或打擊資恐規定之監理；或
- (b) 就國內當局而言，指國內當局對於其所監管之人應遵守新加坡對其適用之防制洗錢或打擊資恐規定之監理；

"supervisory action" —

- (a) in relation to an AML/CFT authority, means any action taken by the authority for or in connection with its supervision of foreign financial institutions; or
  - (b) in relation to a domestic authority, means any action taken by the authority for or in connection with its supervision of persons regulated by it.
- (2) In this Part, an AML/CFT authority exercises consolidated supervision authority over a financial institution if —
- (a) the financial institution is either —
    - (i) a foreign financial institution established or incorporated in the foreign country of the AML/CFT authority; or
    - (ii) a subsidiary of such a foreign financial institution; and
  - (b) the AML/CFT authority carries out consolidated supervision of the foreign financial institution mentioned in paragraph (a) (i) or (ii) (as the case may be), and its subsidiaries, branches, agencies and offices outside that foreign country, for compliance with the AML/CFT requirements of that foreign country that are applicable to the foreign financial institution.

[Act 31 of 2017 wef 04/06/2018]

[Act 14 of 2015 wef 26/06/2015]

### Purposes of this Part

153. The purposes of this Part are —

- (a) to enable the Authority to provide information to an AML/CFT authority of a foreign country in connection with the AML/CFT authority's supervision of foreign financial institutions carrying on any financial activities in that country for compliance with the AML/CFT requirements of that country applicable to those institutions, including the taking of supervisory action against them for a contravention of those requirements;
- (b) to enable the Authority to provide information to a domestic authority in connection with —
  - (i) an investigation into the commission or an alleged commission of an applicable offence by a person;

「監理行動」—

- (a) 就外國防制洗錢或打擊資恐當局而言，指防制洗錢或打擊資恐當局為監管外國金融機構或對於該監管之相關事項所採取之任何行動；或
  - (b) 就國內當局而言，指該當局為其所監管之人或對於該監管之相關事項所採取之任何行動。
- (2) 本章中，防制洗錢或打擊資恐當局對金融機構行使合併監理權力之條件為—
- (a) 該金融機構係—
    - (i) 於外國防制洗錢或打擊資恐當局所在國設立或組成之外國金融機構；或
    - (ii) 該外國金融機構之附屬機構；且
  - (b) 防制洗錢或打擊資恐當局對第(a)款第(i)目或第(ii)目（視情況而定）規定所指外國金融機構及其在該國境外之附屬公司、分支機構、代辦機構及辦事處行使合併監理權力，係為促其遵守該外國適用於該外國金融機構之防制洗錢或打擊資恐規定。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]

### 本章之目的

第 153 條 本章之目的為—

- (a) 使本局得向外國防制洗錢或打擊資恐當局提供資訊，俾其監理在該國經營任何金融活動之外國金融機構遵守該國對其適用之防制洗錢或打擊資恐規定，包括對於違反該等規定者所採取之監理行動；
- (b) 使本局得向國內當局提供下列事項之有關資訊—
  - (i) 調查罪犯或犯罪嫌疑人；

- (ii) an enforcement action against a person for the commission or an alleged commission of an applicable offence; or
- (iii) a supervisory action against a person regulated by the domestic authority for a contravention of an applicable AML/CFT requirement of Singapore; and
- (c) to enable an AML/CFT authority of a foreign country to carry out an inspection in Singapore of a financial institution over which the AML/CFT authority exercises consolidated supervision authority.

[Act 31 of 2017 wef 04/06/2018]

[Act 14 of 2015 wef 26/06/2015]

## Division 2 — Assistance to AML/CFT authorities

### Conditions for provision of assistance to AML/CFT authority

154.—(1) The Authority may, on the request of an AML/CFT authority of a foreign country, provide the assistance referred to in section 155 to the AML/CFT authority, if the Authority is satisfied that all of the following conditions are fulfilled:

- (a) the request is received by the Authority on or after the date of commencement of section 5 of the Monetary Authority of Singapore (Amendment) Act 2015;
- (b) the assistance is intended to enable the AML/CFT authority to carry out supervision or take supervisory action;
- (c) the AML/CFT authority has given a written undertaking that any information or copy of any information obtained as a result of the request will not be used for any purpose other than a purpose that is specified in the request and approved by the Authority;
- (d) the AML/CFT authority has given a written undertaking that the AML/CFT authority will not disclose to a third party any information or copy of any information obtained as a result of the request, unless the AML/CFT authority is compelled to do so by the law or a court of the foreign country, and that the AML/CFT authority will inform the Authority promptly if the AML/CFT authority is so compelled;
- (e) the AML/CFT authority has given a written undertaking to obtain the prior consent of the Authority before disclosing any information or copy of any information obtained as a result of the request to a third party, and to make such disclosure only in accordance with such conditions as may be imposed by the Authority;

- (ii) 對於罪犯或犯罪嫌疑人所採取之執法行動；或
- (iii) 對於受國內當局監理之人違反新加坡防制洗錢或打擊資恐規定所為之監理行動；以及
- (c) 使外國防制洗錢或打擊資恐當局得在新加坡對其行使合併監理權力之金融機構進行檢查。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]

## 第 2 節 協助防制洗錢或打擊資恐當局

### 向防制洗錢或打擊資恐當局提供協助之條件

第 154 條(1) 本局於確信下列條件均符合時，得依外國防制洗錢或打擊資恐當局之請求，向其提供第 155 條規定所指之協助：

- (a) 本局於 2015 年新加坡貨幣管理局（修訂）法第 5 條規定施行日或施行日後收到該請求；
- (b) 協助之提供係為使防制洗錢或打擊資恐當局能夠執行監理或採取監理行動；
- (c) 防制洗錢或打擊資恐當局業以書面承諾，依其請求所取得之任何資訊或其複本，僅依該請求所指明，並經本局同意之目的使用之；
- (d) 防制洗錢或打擊資恐當局業以書面承諾，除依該國或地區之法律或法院要求而被迫揭露者外，不向第三方揭露依其請求所取得之任何資訊或其複本；當上述被迫揭露之情形發生時，防制洗錢或打擊資恐當局應立即通知本局；
- (e) 防制洗錢或打擊資恐當局業以書面承諾，於向指定第三方揭露依其請求所取得之任何資訊或其複本前，應先取得本局之同意，並應依本局所定之條件進行該揭露；

- (f) the AML/CFT authority has given a written undertaking to otherwise protect the confidentiality of any information or copy of any information obtained pursuant to the request;
- (g) the request specifies —
  - (i) the purpose of the request and the nature of the assistance being sought;
  - (ii) the identity of the financial institution which has in its possession the information requested for;
  - (iii) the relevance of the information requested to the supervision or supervisory action (as the case may be) of the AML/CFT authority; and
  - (iv) any other information that may assist in giving effect to the request;
- (h) the type and amount of information requested for is proportionate to, and is of sufficient importance to, the carrying out of supervision or the taking of the supervisory action by the AML/CFT authority;
- (i) the matter to which the request relates is of sufficient gravity;
- (j) the AML/CFT authority has given or is willing to give an undertaking to the Authority to comply with a future request by the Authority to the AML/CFT authority for similar assistance;
- (k) the rendering of assistance will not be contrary to the national interest or public interest.

[Act 31 of 2017 wef 04/06/2018]

- (2) Despite subsection (1) (c), (d), (e) and (f), the Authority may provide the assistance sought without any of the undertakings referred to in one or more of those provisions if —
  - (a) none of the information requested for is protected information; and
  - (b) the Authority considers it appropriate to provide the assistance in the circumstances of the case.
- (3) In considering whether to provide the assistance referred to in section 155 to an AML/CFT authority, the Authority may also have regard to the following:
  - (a) if the request concerns a contravention of an AML/CFT requirement of a foreign country, whether the act or omission that is alleged to constitute the contravention would, if it had occurred in Singapore, have constituted a contravention of any direction or regulation issued or made under section 27A or 27B;

- (f) 防制洗錢或打擊資恐當局業以書面承諾，對依其請求所取得之任何資訊或其複本予以保密；
- (g) 該請求應指明—
  - (i) 請求之目的及尋求協助之本質；
  - (ii) 保有該請求資訊之金融機構身分；
  - (iii) 該請求資訊與防制洗錢或打擊資恐當局之監理或監理行動（視情況而定）間之相關性；及
  - (iv) 任何其他有助於實現該請求之資訊；
- (h) 該請求資訊之型態及數量對於防制洗錢或打擊資恐當局執行監理或採取之監理行動係屬相稱，且相當重要；
- (i) 該請求所涉事項係屬相當嚴重；
- (j) 防制洗錢或打擊資恐當局已給予或有意給予本局有關本局於未來向其請求類似協助時，其將予以配合之承諾；
- (k) 協助之提供不會違反國家利益或公共利益。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (2) 符合下列情形者，儘管欠缺第(1)項第(c)款、第(d)款、第(e)款及第(f)款規定所指之一項或多項承諾，本局仍得提供所請求之協助—
  - (a) 所請求之資訊均非屬受保護之資訊；且
  - (b) 本局認為適宜對該請求案予以提供協助。
- (3) 本局在決定是否同意向防制洗錢或打擊資恐當局提供第 155 條規定所稱之協助時，亦可審酌下列事項：
  - (a) 若該請求涉及違反外國之防制洗錢或打擊資恐規定者，則該涉嫌違法之作為或不作為，當發生於新加坡時，有無違反依第 27A 條或第 27B 條規定所發布之任何規定或作出之任何指令；

- (b) whether the AML/CFT authority has given or is willing to give an undertaking to the Authority to contribute towards the costs of providing the assistance.

[Act 31 of 2017 wef 04/06/2018]

[Act 14 of 2015 wef 26/06/2015]

#### Assistance that may be rendered to AML/CFT authority

- 155.—(1) Despite the provisions of any prescribed written law or any requirement imposed under any such written law, any rule of law, any contract or any rule of professional conduct, the Authority or any person authorised by the Authority may, in relation to a request by an AML/CFT authority for assistance, transmit to the AML/CFT authority any information in the possession of the Authority that is requested by the AML/CFT authority or a copy of the information.
- (2) The Authority or any person authorised by the Authority may, in relation to a request by an AML/CFT authority for assistance —
- (a) order any financial institution or any person who is or used to be a chief executive or director, or an executive officer, employee, agent or office holder, of a financial institution to furnish to the Authority any information requested by the AML/CFT authority which is in the possession or control of the financial institution or person (as the case may be), or a copy of that information, for transmission to the AML/CFT authority; or
- (b) request a domestic authority to furnish to the Authority any information that is requested by the AML/CFT authority, or a copy of that information, for transmission to the AML/CFT authority.
- (3) An order under subsection (2) (a) has effect despite any obligation of confidentiality or other restrictions on the disclosure of information imposed by any prescribed written law or any requirement imposed under any such written law, any rule of law, any contract or any rule of professional conduct.
- (4) Nothing in this section requires an advocate and solicitor, or a legal counsel referred to in section 128A of the Evidence Act (Cap. 97) —

- (b) 防制洗錢或打擊資恐當局是否已給予或有意給予本局有關由其支付本局依其請求提供該協助所生費用之承諾。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]

#### 得向防制洗錢或打擊資恐當局提供之協助

- 第 155 條(1)無論制定成文法之規定或依該等制定成文法、法律原則、契約或職業行為準則所施加之要求，於防制洗錢或打擊資恐當局向本局請求提供協助時，本局或本局授權之任何人得將該當局所請求，且由本局保有之任何資訊或其複本送交予該當局。
- (2)本局或本局授權之任何人對於請求提供協助之洗錢或打擊資恐當局，得提供下列協助—
- (a) 命任何金融機構或該金融機構之前任或現任執行長、董事、執事人員、雇員、代理人或辦公室主持人，向本局提供防制洗錢或打擊資恐當局所請求，且由該金融機構或該等人員（視情況而定）所保有之任何資訊或其複本，俾送交該防制洗錢或打擊資恐當局；或
- (b) 請求國內當局向本局提供防制洗錢或打擊資恐當局所請求之任何資訊或其複本，俾送交該防制洗錢或打擊資恐當局。
- (3)依任何制定成文法所定或依該等制定成文法、法律原則、契約或職業行為準則所施加之限制或保密義務，不影響依第(2)項第(a)款規定所定命令之效力。
- (4)本條之任何規定不得強制證據法（第 97 章）第 128A 條規定所指之辯護人、律師或法律顧問為下列行為—

- (a) to provide or transmit any information, or a copy of any information, that contains; or
  - (b) to disclose, a privileged communication made by or to the advocate and solicitor or legal counsel in that capacity.
- (5) An advocate and solicitor, or a legal counsel referred to in section 128A of the Evidence Act, who refuses to provide or transmit any information, or copy of any information, that contains, or to disclose, any privileged communication must nevertheless give the name and address (if known) of the person to whom, or by or on behalf of whom, the privileged communication was made.

[Act 31 of 2017 wef 04/06/2018]

[Act 14 of 2015 wef 26/06/2015]

### Division 3 — Assistance to domestic authorities

#### Conditions for provision of assistance to domestic authority

156. The Authority may, on the request of a domestic authority, provide the assistance referred to in section 157 to the domestic authority, if the Authority is satisfied that all of the following conditions, and all such other conditions as the Authority may determine, are fulfilled:

- (a) the request is received by the Authority on or after the date of commencement of section 5 of the Monetary Authority of Singapore (Amendment) Act 2015;
- (b) the assistance requested for is intended to enable the domestic authority to carry out any investigation, or take any enforcement action or supervisory action;
- (c) the type and amount of information requested for is proportionate to, and is of sufficient importance to, the investigation or enforcement action or supervisory action;
- (d) the matter to which the request relates is of sufficient gravity.

[Act 31 of 2017 wef 04/06/2018]

[Act 14 of 2015 wef 26/06/2015]

#### Assistance that may be rendered to domestic authority

157.—(1) Despite the provisions of any prescribed written law or any requirement imposed under any such written law, any rule of law, any contract or any rule of professional conduct, the Authority or any person authorised by the Authority may, in relation to a request by a domestic authority for assistance, transmit to the domestic authority any information in the possession of the Authority that is requested by the domestic authority or a copy of the information.

- (a) 提供、傳送其依該等身分製作或取得含有特權保密溝通之資訊或其複本；或

- (b) 予以揭露。

- (5) 證據法第 128A 條規定所指之辯護人、律師或法律顧問，拒絕提供、傳送含有特權保密溝通之資訊或其複本，或予以揭露者，仍有義務提供該特權保密溝通之製作人、取得人或其代表人之姓名及地址（若其知悉該等人者）。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]

### 第 3 節 協助國內當局

#### 向國內當局提供協助之條件

第 156 條 本局對於國內當局提出之請求，確信具備下列條件或其他本局另定之條件者，得向其提供第 157 條規定所指之協助：

- (a) 本局於 2015 年新加坡貨幣管理局（修訂）法第 5 條規定施行日或施行日後收到該請求；
- (b) 協助之提供係為使國內當局能夠執行調查、採取執法或監理行動；
- (c) 該請求資訊之型態及數量對於國內當局執行調查、採取執法或監理行動係屬相稱，且相當重要；
- (d) 該請求所涉事項係屬相當嚴重。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]

#### 得向國內當局提供之協助

第 157 條(1) 無論制定成文法之規定或依該等制定成文法、法律原則、契約或職業行為準則所施加之要求，於國內當局向本局請求提供協助時，本局或本局授權之任何人得將該當局所請求，且由本局保有之任何資訊或其複本送交予該當局。

- (2) The Authority or any person authorised by the Authority may, in relation to a request by a domestic authority for assistance, order any financial institution or any person who is or used to be a chief executive or director, or an executive officer, employee, agent or office holder, of a financial institution to furnish to the Authority any information requested by the domestic authority which is in the possession or control of the financial institution or person (as the case may be), or a copy of that information, for transmission to the domestic authority.
- (3) An order under subsection (2) has effect despite any obligation of confidentiality or other restrictions on the disclosure of information imposed by any prescribed written law or any requirement imposed under any such written law, any rule of law, any contract or any rule of professional conduct.
- (4) Nothing in this section requires an advocate and solicitor, or a legal counsel referred to in section 128A of the Evidence Act (Cap. 97) —
- (a) to provide or transmit any information, or copy of any information, that contains; or
- (b) to disclose,
- a privileged communication made by or to the advocate and solicitor or legal counsel in that capacity.
- (5) An advocate and solicitor, or a legal counsel referred to in section 128A of the Evidence Act, who refuses to provide or transmit any information, or copy of any information, that contains, or to disclose, any privileged communication must nevertheless give the name and address (if known) of the person to whom, or by or on behalf of whom, the privileged communication was made.

[Act 31 of 2017 wef 04/06/2018]

[Act 14 of 2015 wef 26/06/2015]

#### Division 4 — Additional provisions for Divisions 2 and 3

##### Offences under this Part

- 158.—(1) A person shall be guilty of an offence if the person —
- (a) without reasonable excuse, refuses or fails to comply with an order under section 155 (2) (a) or 157 (2);
- (b) without reasonable excuse, refuses or fails to comply with section 155 (5) or 157 (5); or

[Act 31 of 2017 wef 04/06/2018]

[Act 31 of 2017 wef 04/06/2018]

- (2) 國內當局請求提供協助時，本局得命任何金融機構或該金融機構之前任或現任執行長、董事、執事人員、雇員、代理人或辦公室主持人，向本局提供國內當局所請求，且由該金融機構或該等人員（視情況而定）所保有之任何資訊或其複本，俾送交該國內當局。
- (3) 依任何制定成文法所定或依該等制定成文法、法律原則、契約或職業行為準則所施加之限制或保密義務，均不影響依第(2)項所定命令之效力。
- (4) 本條之任何規定不得強制證據法（第 97 章）第 128A 條規定所指之辯護人、律師或法律顧問為下列行為—
- (a) 提供、傳送其依該等身分製作或取得含有特權保密溝通之資訊或其複本；或
- (b) 予以揭露。
- (5) 證據法第 128A 條規定所指之辯護人、律師或法律顧問，拒絕提供、傳送含有特權保密溝通之資訊或其複本，或予以揭露者，仍有義務提供該特權保密溝通之製作人、取得人或其代表人之姓名及地址（若其知悉該等人者）。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]

#### 第 4 節 第 2 節及第 3 節之補充規定

##### 本章之罪刑

第 158 條(1)任何人有下列行為之一者，應構成犯罪—

- (a) 無正當理由拒絕或未遵守依第 155 條第(2)項第(a)款或第 157 條第(2)項所定之命令；
- (b) 無正當理由拒絕或未遵守第 155 條第(5)項或第 157 條第(5)項規定；或

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- (c) in purported compliance with an order under section 155 (2) (a) or 157 (2) or with section 155 (5) or 157 (5), furnishes to the Authority any information, or copy of any information, known to the person to be false or misleading in a material particular.

*[Act 31 of 2017 wef 04/06/2018]*

- (2) Any person who is guilty of an offence under subsection (1) (a) or (b) shall be liable on conviction —
- (a) in any case where the person is an individual, to a fine not exceeding \$50,000 or to imprisonment for a term not exceeding 2 years or to both and, in the case of a continuing offence, to a further fine not exceeding \$5,000 for every day or part of a day during which the offence continues after conviction; or
- (b) in any other case, to a fine not exceeding \$100,000 and, in the case of a continuing offence, to a further fine not exceeding \$10,000 for every day or part of a day during which the offence continues after conviction.
- (3) Any person who is guilty of an offence under subsection (1) (c) shall be liable on conviction —
- (a) in any case where the person is an individual, to a fine not exceeding \$50,000 or to imprisonment for a term not exceeding 2 years or to both; or
- (b) in any other case, to a fine not exceeding \$100,000.

*[Act 31 of 2017 wef 04/06/2018]*

*[Act 14 of 2015 wef 26/06/2015]*

### Immunities

- 159.—(1) No civil or criminal liability is incurred by any person for —
- (a) providing to the Authority any information or copy of any information, if the person had provided the information or copy with reasonable care and in good faith and in compliance with an order under section 155 (2) (a) or 157 (2) or with section 155 (5) or 157 (5); or

*[Act 31 of 2017 wef 04/06/2018]*

- (c) 佯稱遵守依第 155 條第(2)項第(a)款或第 157 條第(2)項所定之命令、第 155 條第(5)項或第 157 條第(5)項規定，但故意就重要事項向本局提供虛假或誤導性之任何資訊或其複本。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

- (2) 任何人犯第(1)項第(a)款或第(b)款規定之罪，並經定罪者，處罰如下—
- (a) 如係個人，應科 5 萬元以下罰金或處或併處 2 年以下有期徒刑；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 5 千元以下罰金；或
- (b) 如係其他情形，應科 10 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 1 萬元以下罰金。
- (3) 任何人犯第(1)項第(c)款規定之罪，並經定罪者，處罰如下—
- (a) 如係個人，應科 5 萬元以下罰金或處或併處 2 年以下有期徒刑；或
- (b) 如係其他情形，應科 10 萬元以下罰金。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

*[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]*

### 豁免事項

- 第 159 條(1) 任何人不得因下列行為而承擔民事或刑事責任—
- (a) 本於合理注意及忠實而依第 155 條第(2)項第(a)款或第 157 條第(2)項所定之命令、第 155 條第(5)項或第 157 條第(5)項規定，向本局提供任何資訊或其複本；或

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*



- (b) doing or omitting to do any act, if the person had done or omitted to do the act with reasonable care and in good faith and for the purpose of complying with an order under section 155 (2) (a) or 157 (2) or with section 155 (5) or 157 (5).

*[Act 31 of 2017 wef 04/06/2018]*

- (2) A person does not breach any restriction upon the disclosure of information imposed by any prescribed written law or any requirement imposed under any such written law, any rule of law, any contract or any rule of professional conduct, if the person makes the disclosure with reasonable care and in good faith and in compliance with an order made under section 155 (2) (a) or 157 (2) or with section 155 (5) or 157 (5).

*[Act 31 of 2017 wef 04/06/2018]*

*[Act 14 of 2015 wef 26/06/2015]*

#### Authority may provide assistance

160. Despite the provisions of any prescribed written law or any requirement imposed under any such written law, any rule of law, any contract or any rule of professional conduct, the Authority or any person authorised by the Authority may, on the Authority's own motion, and subject to the satisfaction of such conditions as the Authority may determine, transmit any information in the possession of the Authority or a copy of the information, to —

- (a) an AML/CFT authority in connection with any supervision or supervisory action by the AML/CFT authority; or  
(b) a domestic authority in connection with an investigation, an enforcement action or a supervisory action by the domestic authority.

*[Act 31 of 2017 wef 04/06/2018]*

*[Act 14 of 2015 wef 26/06/2015]*

#### Division 5 — Inspection by AML/CFT authority

##### Conditions for inspection by AML/CFT authority

161.—(1) An AML/CFT authority may, with the prior written approval of the Authority and under conditions of secrecy, conduct an inspection in Singapore of the books of a financial institution in accordance with this section, if all of the following conditions are satisfied:

- (b) 本於合理注意及忠實而依第 155 條第(2)項第(a)款或第 157 條第(2)項所定之命令、第 155 條第(5)項或第 157 條第(5)項規定作為或不作為。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

- (2)任何人本於合理注意及忠實而依第 155 條第(2)項第(a)款或第 157 條第(2)項所定之命令、第 155 條第(5)項或第 157 條第(5)項規定揭露資訊者，不得視為違反任何制定成文法或依該等制定成文法、法律原則、契約或職業行為準則對於資訊揭露所定之任何限制。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

*[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]*

#### 本局得提供協助

**第 160 條** 無論制定成文法之規定或依該等制定成文法、法律原則、契約或職業行為準則所施加之要求，本局或本局授權之人，基於本局之提議及符合本局所定條件者，得向下列對象傳送本局持有之任何資訊或其複本—

- (a) 執行監理或監理活動之防制洗錢及打擊資恐當局；或  
(b) 執行調查、執法行動或監理行動之國內當局。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

*[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]*

#### 第 5 節 由防制洗錢或打擊資恐當局進行之檢查

##### 防制洗錢或打擊資恐當局進行檢查之條件

**第 161 條**(1)符合下列情形者，防制洗錢或打擊資恐當局經本局事先以書面同意並遵守保密之條件者，得依本條規定在新加坡對金融機構之簿冊實施檢查：

- (a) the financial institution is one over which the AML/CFT authority exercises consolidated supervision authority, and the inspection is solely for the purpose of such consolidated supervision;
  - (b) the AML/CFT authority —
    - (i) is prohibited by the laws applicable to it from disclosing information obtained by it in the course of the inspection to any other person, except when compelled to do so by the laws or a court of the country or territory where it is established; or
    - (ii) has given to the Authority such written undertaking to protect the confidentiality of the information obtained as the Authority may require;
  - (c) the AML/CFT authority has given a written undertaking to the Authority to comply with such conditions as the Authority may impose under subsection (3);
  - (d) the AML/CFT authority has provided or is willing to provide similar assistance to the Authority.
- (2) The Authority may take into account other factors which it considers relevant, besides the satisfaction of the conditions under subsection (1), when deciding whether or not to give its approval under that subsection.
- (3) The Authority may at any time, whether before, when or after giving its approval for an inspection under this section, impose conditions on the AML/CFT authority relating to —
- (a) the classes of information to which the AML/CFT authority may or may not have access in the course of inspection;
  - (b) the conduct of the inspection;
  - (c) the use or disclosure of any information obtained in the course of the inspection; and
  - (d) such other matters as the Authority may determine.
- (4) An AML/CFT authority may, with the prior written approval of the Authority, appoint any person to conduct the inspection under subsection (1), and in such event, this section (other than this subsection) and section 162 and 163 apply to the person, as if a reference to the AML/CFT authority in those sections includes a reference to the person.

- (a) 該金融機構屬防制洗錢或打擊資恐當局行使合併監理權力所涵括之對象，且該檢查僅為合併監理而實施；
  - (b) 該防制洗錢或打擊資恐當局—
    - (i) 依其所適用之法律，不得向任何其他人揭露其於檢查過程中所取得之資訊。但其因所屬國家或地區之法院或法律要求而被迫揭露者，不在此限；或
    - (ii) 業以書面向本局承諾，將依本局之要求對其取得之資訊予以保密；
  - (c) 該防制洗錢或打擊資恐當局業以書面向本局承諾遵守本局依第(3)項規定所施加之條件；
  - (d) 該防制洗錢或打擊資恐當局已給予或有意給予本局類似之協助。
- (2) 本局於決定是否依第(1)項規定予以同意時，除審酌第(1)項所定條件外，並得審酌其認為有關之其他因素。
- (3) 於同意依本條規定進行檢查之當時或其前後，本局得隨時對該防制洗錢或打擊資恐當局就下列事項施加條件—
- (a) 該防制洗錢或打擊資恐當局於檢查過程中得審閱或不得審閱之資訊類別；
  - (b) 檢查行為；
  - (c) 於檢查過程中所取得資訊之使用及揭露；及
  - (d) 本局所定之其他事項。
- (4) 防制洗錢或打擊資恐當局經本局事先以書面同意者，得指派其他人進行第(1)項規定之檢查；經指派者，本條（不包括本項規定）、第 162 條及第 163 條規定提及該防制洗錢或打擊資恐當局者，均包括該被指派之人。

- (5) For the purposes of ensuring the confidentiality of any information obtained in the course of an inspection by an AML/CFT authority under this section, each provision set out in a paragraph below applies, with the necessary modifications, to any official of the AML/CFT authority, and any person referred to in subsection (4), as if the official or person were a person set out against that provision in that paragraph:
- (a) section 47 (1) of the Banking Act (Cap. 19) — an officer of a bank in Singapore (as defined in section 2 (1) of that Act);
  - (b) section 47 (1) of the Banking Act as applied under section 47 (10) of that Act — an officer of a merchant bank approved as a financial institution under section 28 of this Act;
  - (c) section 49 (1) of the Trust Companies Act (Cap. 336) — an officer of a licensed trust company (as defined in section 2 of that Act) in Singapore.
- (6) The Authority may, in relation to an inspection by an AML/CFT authority conducted or to be conducted under this section on a financial institution, at any time, by notice in writing to the financial institution impose such conditions or restrictions on the financial institution as the Authority may think fit, and the financial institution must comply with such conditions or restrictions.

[Act 31 of 2017 wef 04/06/2018]

[Act 14 of 2015 wef 26/06/2015]

#### Duty of financial institution under inspection

- 162.—(1) For the purposes of an inspection under section 161, and subject to subsection (2), the financial institution must —
- (a) give the AML/CFT authority access to such of the books of the financial institution; and
  - (b) provide such information (including information relating to the internal control systems of the financial institution) and facilities, as the AML/CFT authority may require for the inspection.

[Act 31 of 2017 wef 04/06/2018]

- (5) 為確保防制洗錢或打擊資恐當局依本條規定進行檢查過程中所取得之任何資訊予以保密，下列各款所列之規定，經必要之變通後，適用於防制洗錢及打擊資恐當局之任何官員及第(4)項規定所指之任何人，如同該官員或該人係該款所列擬規範之人：
- (a) 銀行法（第 19 章）第 47 條第 1 項規定—新加坡銀行之職員（定義見該法第 2 條第 1 項規定）；
  - (b) 銀行法第 47 條第 10 項規定準用同條第(1)項規定—依本法第 28 條規定核准為金融機構之商業銀行之職員；
  - (c) 信託公司法（第 336 章）第 49 條第(1)項規定—新加坡持牌信託公司之職員（定義見該法第 2 條規定）。
- (6) 防制洗錢或打擊資恐當局依本條規定對金融機構所進行或確定進行之檢查，本局得隨時對該金融機構施加本局認為適當之條件或限制，並以書面通知該金融機構，且該金融機構即應照辦。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]

#### 受檢金融機構之義務

- 第 162 條(1) 為配合第 161 條規定之檢查，除第(2)項另有規定外，對於防制洗錢或打擊資恐當局檢查時之要求，金融機構應—
- (a) 使防制洗錢或打擊資恐當局得以查閱為執行檢查所要求之金融機構簿冊；及
  - (b) 提供相關資訊（包括與該金融機構內控制度相關之資訊）及設備。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (2) The financial institution need not give the AML/CFT authority access to the books of the financial institution, or provide information or facilities, at such times or at such places as would unduly interfere with the proper conduct of the normal daily business of the financial institution.
- (3) Subsection (1) has effect despite any obligation of confidentiality or other restrictions on the disclosure of information imposed on the financial institution or any of its officers by any prescribed written law or any requirement imposed under any such written law, any rule of law, any contract or any rule of professional conduct.
- (4) A financial institution which refuses or neglects, without reasonable excuse, to comply with subsection (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$100,000 and, in the case of a continuing offence, to a further fine not exceeding \$10,000 for every day or part of a day during which the offence continues after conviction.
- (5) No civil or criminal liability is incurred by a financial institution or any of its officers in respect of any obligation or restriction referred to in subsection (3) for doing or omitting to do any act, if the act is done or omitted to be done with reasonable care and in good faith and for the purpose of complying with subsection (1).
- (6) A financial institution which or any of its officers who, with reasonable care and in good faith, does or omits to do any act for the purpose of complying with subsection (1) is not to be treated as being in breach of any obligation or restriction referred to in subsection (3).

[Act 31 of 2017 wef 04/06/2018]

[Act 14 of 2015 wef 26/06/2015]

### Confidentiality of inspection reports

- 163.—(1) Except as provided under subsection (2), where a written report has been produced by an AML/CFT authority in respect of a financial institution following an inspection under section 161, and is provided by the AML/CFT authority to the financial institution, the report must not be disclosed to any person by —
- (a) the financial institution; or
  - (b) any officer or auditor of the financial institution.

[Act 31 of 2017 wef 04/06/2018]

- (2) 金融機構對於會不當干擾其一般日常業務正常營運時間或地點之情況下，無須配合防制洗錢及打擊資恐當局查閱金融機構之簿冊、提供資訊或設備。
- (3) 任何制定成文法或依該等制定成文法、法律原則、契約或職業行為準則對於金融機構或其職員所施加關於保密義務或資訊揭露之限制，均不影響第(1)項規定之效力。
- (4) 金融機構無正當理由拒絕或怠於遵守第(1)項規定者，應構成犯罪；經定罪者，應科 10 萬元以下罰金；如屬持續犯行，另就該犯行於定罪後之持續期間，按日（不足 1 日亦以 1 日計算）加科 1 萬元以下罰金。
- (5) 金融機構或其職員就第(3)項規定所指之義務或限制所作之行為或不行為，若係本於合理注意、忠實及為遵守第(1)項規定者，均不應負擔民事或刑事責任。
- (6) 金融機構或其職員為遵守第(1)項規定且本於合理注意及忠實所作之行為或不行為，不應視為違反第(3)項規定所指之任何義務或限制。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]

### 檢查報告之保密

- 第 163 條(1)除第(2)項另有規定外，凡防制洗錢或打擊資恐當局依第 161 條規定檢查金融機構後所作成，並提供予該金融機構之書面報告，下列對象不得向任何人揭露—
- (a) 該金融機構；或
  - (b) 該金融機構之任何職員或稽核人員。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (2) Disclosure of the report may be made —
- (a) by the financial institution to any officer or auditor of that financial institution solely in connection with the performance of the duties of the officer or auditor, as the case may be, in that financial institution;
  - (b) by any officer or auditor of the financial institution to any other officer or auditor of that financial institution, solely in connection with the performance of their respective duties in that financial institution;
  - (c) to the Authority, if requested by the Authority; or
  - (d) to such other person as the Authority may approve in writing.
- (3) In granting approval for any disclosure under subsection (2) (d), the Authority may impose such conditions or restrictions as it thinks fit on the financial institution, any officer or auditor of that financial institution or the person to whom disclosure is approved, and that financial institution, officer, auditor or person (as the case may be) must comply with those conditions or restrictions.
- (4) The obligations on an officer or auditor under subsections (1) and (3) continue after the termination or cessation of the employment or appointment of the officer or auditor by the financial institution.
- (5) Any person who contravenes subsection (1), or fails to comply with any condition or restriction imposed by the Authority under subsection (3), shall be guilty of an offence and shall be liable on conviction —
- (a) in any case where the person is an individual, to a fine not exceeding \$125,000 or to imprisonment for a term not exceeding 3 years or to both; or
  - (b) in any other case, to a fine not exceeding \$250,000.
- (6) Any person to whom the report is disclosed and who knows or has reasonable grounds for believing, at the time of the disclosure, that the report was disclosed to the person in contravention of subsection (1) shall be guilty of an offence and shall be liable on conviction —
- (a) in any case where the person is an individual, to a fine not exceeding \$125,000 or to imprisonment for a term not exceeding 3 years or to both; or
  - (b) in any other case, to a fine not exceeding \$250,000.

- (2) 檢查報告得 —
- (a) 由該金融機構向其職員或稽核人員揭露，但僅供該職員或稽核人員（視情況而定）於該金融機構內執行其職責；
  - (b) 由該金融機構之職員或稽核人員向該金融機構之其他職員或稽核人員揭露，但僅供該等人員於該金融機構執行各自之職責；
  - (c) 於本局要求時，向本局揭露；或
  - (d) 揭露予經本局書面同意之其他人。
- (3) 於認可第(2)項第(d)款所定之任何揭露時，本局得對該金融機構、該金融機構之職員或稽核人員或經本局書面同意之其他人，規範本局認為適當之條件或限制，且該等金融機構、職員、稽核人員或其他人（視情況而定）應遵守該等條件或限制。
- (4) 第(1)項及第(3)項所定職員或稽核人員之義務，於該職員或稽核人員經所屬金融機構終止或中斷聘僱關係後，仍應繼續遵守。
- (5) 任何人違反第(1)項或未遵守本局依第(3)項所定之任何條件或限制，應構成犯罪；經定罪者，處罰如下—
- (a) 如係個人，應科 12 萬 5 千元以下罰金或處或併處 3 年以下有期徒刑；或
  - (b) 如係其他情形，應科 25 萬元以下罰金。
- (6) 任何被揭露檢查報告之人，於被揭露當時知悉或合理相信該報告之揭露係違反第(1)項規定者，應構成犯罪；經定罪者，處罰如下—
- (a) 如係個人，應科 12 萬 5 千元以下罰金或處或併處 3 年以下有期徒刑；或
  - (b) 如係其他情形，應科 25 萬元以下罰金。

- (7) Where a person is charged with an offence under subsection (6), it is a defence for the person to prove that —
- (a) the disclosure was made contrary to the person's desire;
  - (b) where the disclosure was made in any written or printed form, the person had, as soon as practicable after receiving the report, surrendered, or taken all reasonable steps to surrender, the report and all copies of the report to the Authority; and
  - (c) where the disclosure was made in an electronic form, the person had, as soon as practicable after receiving the report, taken all reasonable steps to ensure the deletion of all electronic copies of the report and the surrender of the report and all copies of the report in other forms to the Authority.

*[Act 31 of 2017 wef 04/06/2018]*

*[Act 14 of 2015 wef 26/06/2015]*

## PART VI MISCELLANEOUS

### Statistics

- 164.—(1) The Authority may, at any time, for the purpose of carrying out its functions under this Act request such persons or classes of persons as it may decide to collect and furnish such statistical information as the Authority may specify and those persons or classes of persons shall comply with that request.
- (2) Statistical information received from the persons or classes of persons referred to in subsection (1) shall be regarded as secret between them and the Authority.
- (3) Any person who fails to comply with a request of the Authority under subsection (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$2,000.

*[Act 31 of 2017 wef 04/06/2018]*

### Authority's financial year

165. The financial year of the Authority shall begin on 1st April of each year and end on 31st March of the succeeding year.

*[Act 31 of 2017 wef 04/06/2018]*

- (7) 涉及犯第(6)項規定罪行之被告，得提出下列證明，以資防禦—
- (a) 該揭露違背該被告之意願；
  - (b) 該揭露若以任何書面或印刷形式為之者，該被告於收到該報告後，已在切實可行之範圍內，儘速採取一切合理步驟，將該報告及其所有複本交回本局；及
  - (c) 該揭露若以電子形式為之者，該被告於收到該報告後，已在切實可行之範圍內，儘速採取一切合理步驟，確保刪除該報告之所有電子版本，並將該報告其他形式之所有複本交回本局。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

*[2015 年第 14 號法案，自 2015 年 6 月 26 日生效]*

## 第 6 章 附則

### 統計

- 第 164 條(1)本局得隨時因執行本法所賦與之職責，要求其所指定之任何人或任何類別之人應蒐集並提供其所指定之統計資訊，各該人士均應照辦。
- (2)自第(1)項規定所指之人或類別之人取得之統計資訊，視為各該人士與本局間之機密事項。
- (3)未遵守本局依第(1)項規定之要求者，應構成犯罪；經定罪者，應科 2 千元以下罰金。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

### 本局會計年度

- 第 165 條 本局之會計年度，應自每年 4 月 1 日開始，至次年 3 月 31 日終了。

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

**Budget**

- 166.—(1) The Authority shall, in every financial year, prepare a budget containing estimates of income and expenditure of the Authority for the ensuing financial year and a supplementary budget (if necessary) for any financial year and present them to the President for his approval under Article 22B of the Constitution.
- (2) The budget and supplementary budget (if any) when approved by the President shall be published in the *Gazette*.

[Act 31 of 2017 wef 04/06/2018]

**Audit**

167. The accounts of the Authority shall be audited by the Auditor-General.

[Act 31 of 2017 wef 04/06/2018]

**Preparation and publication of financial statements and annual report**

- 168.—(1) The Authority shall, within 6 months from the close of its financial year, transmit to the President —
- (a) a copy of the financial statements certified by the Auditor-General and those statements shall then be published in the *Gazette*; and
  - (b) a report by the board on the performance of the functions and duties of the Authority throughout the financial year and that report shall be published by the Authority.

[24/2003 wef 01/01/2004]

[13/2007 wef 30/06/2007]

- (2) The Authority shall, within 6 months from the close of its financial year, cause the financial statements and the annual report to be presented to Parliament.

[24/2003 wef 01/01/2004]

- (3) In preparing the financial statements for the purpose of this section, the Authority may comply with accounting standards to the extent that it is, in the opinion of the Authority, appropriate to do so, having regard to the objects and functions of the Authority.

[24/2003 wef 01/01/2004]

[Act 31 of 2017 wef 04/06/2018]

**預算**

- 第 166 條(1)本局應於每會計年度擬具本局下一會計年度之收支預算及追加預算（必要時），送請總統依憲法第 22B 條規定予以核准。
- (2)前項預算及追加預算（若有者）經總統核可者，應刊登於政府公報。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

**審計**

- 第 167 條 本局之帳目應受審計長稽核。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

**編制及公布財務報表及年度報告**

- 第 168 條(1)本局應自每會計年度終了日起 6 個月內，向總統提出—
- (a) 經審計長核發之財務報表複本，並應登載於政府公報；及
  - (b) 理事會關於執行本局職能及職責之年度報告，並應由本局公布之。

[2003 年第 24 號法案，自 2004 年 1 月 1 日生效]

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

- (2)本局應自每會計年度終了日起 6 個月內，將財務報表及年度報告送交國會。

[2003 年第 24 號法案，自 2004 年 1 月 1 日生效]

- (3)本局為本條目的而編製之財務報表，於衡酌本局之目標及職能並認為適當之範圍內，得遵守會計準則。

[2003 年第 24 號法案，自 2004 年 1 月 1 日生效]

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

**Borrowing from Authority by employees**

169. The Authority may grant loans to its employees for any purpose specifically approved by the Authority.

[Act 31 of 2017 wef 04/06/2018]

**Power to appoint attorney**

170.—(1) The Authority may, by instrument under its common seal, appoint a person (whether in Singapore or in a place outside Singapore) to be its attorney.

(2) The person so appointed may, subject to the instrument, do any act or execute any power or function which he is authorised by the instrument to do or execute.

[Act 31 of 2017 wef 04/06/2018]

**Validity of acts and transactions of Authority**

171. The validity of an act or transaction of the Authority shall not be called in question in any court on the ground that any provision of this Act has not been complied with.

[Act 31 of 2017 wef 04/06/2018]

**Guarantee by Government**

172.—(1) The Government shall be responsible for the payment of all moneys due by the Authority.

(2) Nothing in this section shall authorise a creditor or other person claiming against the Authority to sue the Government in respect of his claim.

[Act 31 of 2017 wef 04/06/2018]

**Consent of Public Prosecutor**

173. No prosecution in respect of any offence under this Act shall be instituted without the consent in writing of the Public Prosecutor.

[Act 31 of 2017 wef 04/06/2018]

[15/2010 wef 02/01/2011]

**Legal officer of Authority may act for Authority in civil proceedings**

174. Notwithstanding the provisions of any written law, a legal officer of the Authority who has been admitted as an advocate and solicitor under the Legal Profession Act (Cap. 161) or a State Counsel may —

**雇員向本局借款**

**第 169 條** 本局得依其核可之特定目的，借款予本局雇員。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

**指派訴訟代理人之權力**

**第 170 條**(1)本局得以簽蓋其關防之文書，指派其（在新加坡境內或境外）訴訟代理人。

(2)受指派之訴訟代理人得執行文書上所授予之任何權力或職責。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

**本局行為及交易之有效性**

**第 171 條** 本局行為或交易之有效性，不得以未遵守本法規定為理由，於法院中提出質疑。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

**政府保證**

**第 172 條**(1)政府應負責本局所有應付款項之支付。

(2)本條並非授權對本局有所請求之債權人或其他人，就其請求對政府起訴。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

**公訴人之同意**

**第 173 條** 非經公訴人之書面同意，不得對本法所定犯行進行訴追。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2010 年第 15 號法案，自 2011 年 1 月 2 日生效]

**本局法務人員得於民事程序中代理本局**

**第 174 條** 儘管其他成文法另有規定，本局法務人員經登錄為法律專業法（第 161 章）所定之辯護人或律師或國家顧問者，得—



- (a) appear in any civil proceedings on behalf of the Authority under the Securities and Futures Act 2001, including proceedings referred to in section 232 of that Act; and
- (b) make and do all acts and applications in respect of such proceedings on behalf of the Authority.

[2/2000 wef 06/03/2000]

[42/2001 wef 01/10/2002]

[Act 31 of 2017 wef 04/06/2018]

### Jurisdiction of District Court

175. Notwithstanding the provisions of any other written law, a District Court shall have jurisdiction to try all offences under this Act and to impose the full penalty prescribed therefor.

[Act 31 of 2017 wef 04/06/2018]

### Composition of offences

176.—(1) The Authority may, in its discretion, compound any offence under this Act which is prescribed as a compoundable offence by collecting from a person reasonably suspected of having committed the offence a sum of money not exceeding one half of the amount of the maximum fine prescribed for that offence.

[13/2007 wef 30/06/2007]

[Act 9 of 2013 wef 18/04/2013]

(1A) The Authority may, in its discretion, compound any offence under this Act (including an offence under a provision that has been repealed) which —

- (a) was compoundable under this section at the time the offence was committed; but
- (b) has ceased to be so compoundable, by collecting from a person reasonably suspected of having committed the offence a sum of money not exceeding one half of the amount of the maximum fine prescribed for that offence at the time it was committed.

[Act 9 of 2013 wef 18/04/2013]

(2) On payment of the sum of money referred to in subsection (1) or (1A), no further proceedings shall be taken against that person in respect of the offence.

[13/2007 wef 30/06/2007]

[Act 9 of 2013 wef 18/04/2013]

- (a) 依 2001 年證券及期貨法代表本局出席民事程序，包括該法第 232 條所定之程序。
- (b) 代表本局進行與各該民事程序有關之一切行為及聲請。

[2000 年第 2 號法案，自 2000 年 3 月 6 日生效]

[2001 年第 42 號法案，自 2002 年 10 月 1 日生效]

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

### 地方法院之管轄權

第 175 條 儘管其他成文法另有規定，地方法院應有審理本法所定一切犯行及科處本法所定一切刑罰之管轄權。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

### 犯罪之和解

第 176 條(1)任何人經合理懷疑違犯本法所定任何罪行，而該等罪行經定明得免予訴追者，本局得酌情不對該人進行訴追，而向該人收取不超過本法對該罪所定應科罰金最高數額之半數款項。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

(1A)任何人經合理懷疑違犯本法所定任何罪行（包括已刪除條文所定之罪行），而該等罪行符合下列情形者，本局得酌情不對該人進行訴追，而向該人收取不超過其違犯該罪當時，本法對該罪所定應科罰金最高數額之半數款項—

- (a) 犯罪發生時，依本條規定係屬得免予訴追；但
- (b) 嗣後已不得免予訴追。

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

(2)第(1)項或第(1A)項規定所指款項經支付後，不得再對該人之該犯行進行任何訴追程序。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

- (3) The Authority may make regulations to prescribe the offences which may be compounded.

[13/2007 wef 30/06/2007]

- (4) All sums collected by the Authority under subsection (1) or (1A) shall be paid into the Consolidated Fund.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

### Recovery of fees, expenses, etc.

177. There shall be recoverable as a civil debt due to the Authority from the financial institution concerned —

- (a) the amount of any fees payable to the Authority under section 29 or under any rules issued under section 29A; and
- (b) any remuneration and expenses payable by the financial institution to —
  - (i) a statutory adviser appointed under section 33 (2);

[Act 31 of 2017 wef 04/06/2018]

- (ii) a statutory manager appointed under section 33 (2);

[Act 31 of 2017 wef 04/06/2018]

- (iii) the Authority or any person appointed by the Authority under section 13B in relation to the Authority's assumption of control of any business of the financial institution under section 33; and

[Act 31 of 2017 wef 04/06/2018]

- (iv) any person appointed to perform any independent assessment under Part IVA or IVB.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

### Exemption

178.—(1) The Authority may, by regulations, exempt any person or class of persons from all or any of the provisions of Parts IVA, VA and VB and any regulations made under section 27A, 27B, 28A, 41, 51, 144 or 151, subject to such conditions or restrictions as may be prescribed.

[Act 31 of 2017 wef 04/06/2018]

- (3) 本局得訂定法規，定明得免予訴追之罪行。

[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]

- (4) 本局依第(1)項或第(1A)項規定所收取之款項，均應繳入統一公債基金。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

### 復原之費用及開支等

第 177 條 下列款項，本局應向有關金融機構追討民事債務—

- (a) 依第 29 條或依第 29A 條規定所發布之任何規則，應向本局繳付任何費用之數額；及
- (b) 該金融機構應向下列對象支付之任何酬金及費用—
  - (i) 依第 33 條第(2)項規定指派之法定顧問；

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (ii) 依第 33 條第(2)項規定指派之法定管理人；

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (iii) 依第 33 條規定接管該金融機構任何業務之本局或本局依第 13B 條規定指派之人；及

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- (iv) 依第 4A 章或第 4B 章受託進行任何獨立評估之人。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

### 豁免

第 178 條(1) 本局得依法規，並定明條件或限制，豁免任何人或任何類別之人適用第 4A 章、第 5A 章及第 5B 章之全部或任何部分條文，及依第 27A 條、第 27B 條、第 28A 條、第 41 條、第 51 條、第 144 條或第 151 條所定之任何法規。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

(2) The Authority may, on the application of any person, by notice in writing exempt the person from —

- (a) all or any of the provisions of Parts IVA, VA and VB and any regulations made under section 27A, 27B, 28A, 41, 51, 144 or 151; and

[Act 31 of 2017 wef 04/06/2018]

- (b) all or any of the requirements specified in any direction made by the Authority under this Act, subject to such conditions or restrictions as the Authority may specify by notice in writing.

(3) The Authority may at any time, by notice in writing to a person, add to, vary or revoke any condition or restriction imposed on the person under subsection (2).

(4) It shall not be necessary to publish any exemption granted under subsection (2) in the *Gazette*.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

#### Power of Authority to make regulations relating to objects and purposes of Act

179. The Authority may, with the approval of the President, make regulations for the better carrying out of the objects and purposes of this Act.

[Act 31 of 2017 wef 04/06/2018]

[Act 9 of 2013 wef 18/04/2013]

#### Operation of Act not to affect Currency Act

180. Nothing in this Act shall affect the operation of the Currency Act (Cap. 69).

[Act 31 of 2017 wef 04/06/2018]

#### THE SCHEDULE

Sections 16 (2), 23 (8), (9) and (10), 31 (4), 39 (6), 40 (2) and (9), 49, 51 (2), 52 (1) and (2), 54 (1) and (2), 55 (1), 56, 57 (6), 58 (7) and 121 (5)

(2) 本局得依任何人之申請，並以書面通知定明條件或限制，豁免該人適用下列規定—

- (a) 第 4A 章、第 5A 章及第 5B 章之全部或任何部分條文，及依第 27A 條、第 27B 條、第 28A 條、第 41 條、第 51 條、第 144 條或第 151 條所定之任何法規；及

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

- (b) 本局依本法所為之任何指令所指明之所有或任何要求。

(3) 本局得隨時增補、更改或撤銷依第(2)項規定對該人施加之任何條件或限制，並以書面通知該人。

(4) 依第(2)項規定所同意之豁免，無須登載於政府公報。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

#### 訂定本法目標及宗旨授權法規之權力

第 179 條 為促進本法所定目標及宗旨之實現，本局經總統核可者，得訂定有關法規。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

[2013 年第 9 號法案，自 2013 年 4 月 18 日生效]

#### 本法之施行不影響通貨法

第 180 條 本法之施行不影響通貨法（第 69 章）。

[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]

#### 附錄

第 16 條第(2)項、第 23 條第(8)項、第(9)項及第(10)項、第 31 條第(4)項、第 39 條第(6)項、第 40 條第(2)項及第(9)項、第 49 條、第 51 條第(2)項、第 52 條第(1)項及第(2)項、第 54 條第(1)項及第(2)項、第 55 條第(1)項、第 56 條、第 57 條第(6)項、第 58 條第(7)項及第 121 條第(5)項規定

## WRITTEN LAWS

1. Banking Act (Cap. 19)
- 1A. Bills of Exchange Act (Cap. 23)
2. Bretton Woods Agreements Act (Cap. 27)
3. Business Trusts Act (Cap. 31A)
4. Chit Funds Act (Cap. 39)
5. Currency Act (Cap. 69)
6. Deposit Insurance and Policy Owners' Protection Schemes Act 2011
7. Development Loan Act (Cap. 81)
8. Development Loan (1987) Act (Cap. 81A)
9. Exchange Control Act (Cap. 99)
10. Exchanges (Demutualisation and Merger) Act (Cap. 99B)
11. Finance Companies Act (Cap. 108)
12. Financial Advisers Act (Cap. 110)
13. Government Securities Act (Cap. 121A)
14. Insurance Act (Cap. 142)
15. Local Treasury Bills Act (Cap. 167)
16. Money-changing and Remittance Businesses Act (Cap. 187)
17. Payment and Settlement Systems (Finality and Netting) Act (Cap. 231)
18. Payment Systems (Oversight) Act 2006 (Act 1 of 2006)
19. Securities and Futures Act (Cap. 289)
20. Trust Companies Act (Cap. 336).

*[13/2007 wef 30/06/2007]*

*[21/2010 wef 15/01/2010]*

*[15/2011 wef 01/05/2011]*

*[Act 31 of 2017 wef 04/06/2018]*

## 成文法

- 1、銀行法（第 19 章）
- 1A、票據法（第 23 章）
- 2、布雷頓森林協定法（第 27 章）
- 3、商業信託法（第 31A 章）
- 4、合會基金法（第 39 條）
- 5、通貨法（第 69 章）
- 6、2011 年存款保險及保單所有人保障計畫法
- 7、發展貸款法（第 81 章）
- 8、1987 年發展貸款法（第 81A 章）
- 9、外匯管理法（第 99 章）
- 10、交易所（公司制及合併）法（第 99B 章）
- 11、融資公司法（第 108 章）
- 12、財務顧問法（第 110 章）
- 13、政府債券法（第 121A 章）
- 14、保險法（第 142 章）
- 15、本地國庫券法（第 167 章）
- 16、貨幣兌換及匯款業法（第 187 章）
- 17、支付及清算系統（最終性及淨額結算）法（第 231 章）
- 18、支付系統（監督）法（2006 年第 1 號法案）
- 19、證券及期貨法（第 289 章）
- 20、信託公司法（第 336 章）

*[2007 年第 13 號法案，自 2007 年 6 月 30 日生效]*

*[2010 年第 21 號法案，自 2010 年 1 月 15 日生效]*

*[2011 年第 15 號法案，自 2011 年 5 月 1 日生效]*

*[2017 年第 31 號法案，自 2018 年 6 月 4 日生效]*

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65	各國中央銀行法選譯	加拿大、英國、法國、義大利、日本、印尼、印度、約旦、韓國、泰國 (10 國)
81	各國中央銀行法選譯 (第一輯)	英國、德國、法國、瑞士、瑞典、丹麥、比利時、日本、韓國、新加坡、泰國、澳洲、紐西蘭 (13 國) (附我國央行法)
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92	各國中央銀行法選譯 (九十二年版)	歐盟、德國、英國、法國、瑞士、瑞典、芬蘭、日本、韓國、新加坡、馬來西亞、澳洲、加拿大、墨西哥 (14 國) (附我國央行法、日本及韓國央行法原文)
93	各國中央銀行法選輯 (2003 年版) 《中英對照本》 Collections of Central Bank Acts of Selected Countries (2003 Edition)	同上
98	各國中央銀行法選譯 (續編)	義大利、荷蘭、比利時、盧森堡、葡萄牙、捷克、巴西、俄羅斯、印度、菲律賓 (10 國) (附我國央行法)
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