

第 7 部**債權證**

(格式變更——2013 年第 1 號編輯修訂紀錄)

第 1 分部 —— 導言**307. 釋義**

在本部中 ——

登記支冊 (branch register) 指根據第 312 條備存的登記支冊；**債權證** (debenture) 就公司而言 ——

- (a) 包括該公司的債券及任何其他債務證券 (不論該等債券及債務證券是否構成對該公司資產的押記)；及
- (b) 除在第 308、311(2)(a)、312 及 331(1)(a) 條及第 3 及 4 分部外，包括債權股證；

債權證持有人登記冊 (register of debenture holders) 指根據第 308 條備存的登記冊。**第 2 分部 —— 債權證持有人登記冊****308. 債權證持有人登記冊**

- (1) 如公司發行一系列不可藉交付而轉讓的債權證，或任何不可藉交付而轉讓的債權股證，該公司須備存一份該等債權證持有人或該等債權股證持有人的登記冊，該登記冊須以中文或英文備存。
- (2) 公司須將以下詳情記入債權證持有人登記冊 ——
 - (a) 每名債權證或債權股證持有人的姓名或名稱及地址；

Part 7**Debentures**

(Format changes—E.R. 1 of 2013)

Division 1—Preliminary**307. Interpretation**

In this Part—

branch register (登記支冊) means a branch register kept under section 312;**debenture** (債權證), in relation to a company—

- (a) includes bonds and any other debt securities of the company, whether or not constituting a charge on the assets of the company; and
- (b) except in sections 308, 311(2)(a), 312 and 331(1)(a) and Divisions 3 and 4, includes debenture stock;

register of debenture holders (債權證持有人登記冊) means a register kept under section 308.**Division 2—Register of Debenture Holders****308. Register of debenture holders**

- (1) If a company issues a series of debentures, or any debenture stock, that are not transferable by delivery, the company must keep in the English or Chinese language a register of the holders of the debentures or debenture stock.
- (2) A company must enter in the register of debenture holders—
 - (a) the name and address of each holder of debentures or debenture stock;

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- (b) 每名持有人持有的債權證或債權股證的款額；
 - (c) 每人作為債權證或債權股證持有人而記入該登記冊的日期；及
 - (d) 任何人不再是債權證或債權股證持有人的日期。
- (3) 如公司違反第 (1) 或 (2) 款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

309. 須於何處備存登記冊

- (1) 公司須將其債權證持有人登記冊備存於 ——
 - (a) 該公司的註冊辦事處；或
 - (b) 根據第 657 條訂立的規例所訂明的地方。
- (2) 公司須將有關債權證持有人登記冊備存所在的地方，通知處長。該通知須符合指明格式，並須在該登記冊首次在該地方備存後的 15 日內，交付處長登記。
- (3) 凡債權證持有人登記冊備存所在的地方有任何更改（公司的註冊辦事處地址的更改除外），公司須將更改通知處長。該通知須符合指明格式，並須在該更改後的 15 日內，交付處長登記。
- (4) 第 (2) 款並不規定公司在以下情況下，將債權證持有人登記冊備存所在的地方通知處長 ——
 - (a) 就於本分部的生效日期[#]當日或之後開始存在的登記冊而言，該登記冊時刻備存於該公司的註冊辦事處；或
 - (b) 在 ——

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- (b) the amount of debentures or debenture stock held by each holder;
 - (c) the date on which each person is entered in the register as a holder of debentures or debenture stock; and
 - (d) the date on which any person ceases to be a holder of debentures or debenture stock.
- (3) If a company contravenes subsection (1) or (2), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

309. Place where register must be kept

- (1) A company must keep its register of debenture holders at—
 - (a) the company's registered office; or
 - (b) a place prescribed by regulations made under section 657.
- (2) A company must notify the Registrar of the place at which the register of debenture holders is kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the register is first kept at that place.
- (3) A company must notify the Registrar of any change (other than a change of the address of the company's registered office) in the place at which the register of debenture holders is kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the change.
- (4) Subsection (2) does not require a company to notify the Registrar of the place at which the register of debenture holders is kept—

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- (i) 緊接該生效日期[#]前，該公司為《前身條例》第 74A 條的施行而備存某登記冊；而
 - (ii) 該生效日期[#]當日及之後，該登記冊為第 308(1) 條的施行而備存於在緊接該生效日期[#]前備存該登記冊所在的地方，作為債權證持有人登記冊。
- (5) 如公司違反第 (1)、(2) 或 (3) 款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

編輯附註：

[#] 生效日期：2014 年 3 月 3 日。

310. 查閱及要求文本的權利

- (1) 公司的成員一經以訂明方式提出要求，即有權按照根據第 657 條訂立的規例，免費查閱該公司的債權證持有人登記冊。
- (2) 任何在有關登記冊內登記為有關公司的債權證持有人的人，一經以訂明方式提出要求，即有權按照根據第 657 條訂立的規例，免費查閱該登記冊。
- (3) 任何其他人士一經以訂明方式提出要求及繳付訂明費用，均有權按照根據第 657 條訂立的規例，查閱有關登記冊。

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- (a) if, in the case of a register that came into existence on or after the commencement date[#] of this Division, it has at all times been kept at the company's registered office; or
 - (b) if—
 - (i) immediately before that commencement date[#], the company kept a register for the purposes of section 74A of the predecessor Ordinance; and
 - (ii) on and after that commencement date[#], that register is kept as a register of debenture holders for the purposes of section 308(1) at the place at which it was kept immediately before that commencement date[#].
- (5) If a company contravenes subsection (1), (2) or (3), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

Editorial Note:

[#] Commencement date: 3 March 2014.

310. Right to inspect and request copy

- (1) A member of a company is entitled, on request made in the prescribed manner and without charge, to inspect the register of debenture holders of the company in accordance with regulations made under section 657.
- (2) A person who is registered in the register as a debenture holder of the company is entitled, on request made in the prescribed manner and without charge, to inspect the register in accordance with regulations made under section 657.

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- (4) 任何人一經提出要求及繳付訂明費用，均有權按照根據第 657 條訂立的規例，獲提供某公司的債權證持有人登記冊（或其任何部分）的文本。
- (5) 公司債權證持有人或公司所有債權證持有人的受託人，一經提出要求及繳付訂明費用，均有權按照根據第 657 條訂立的規例，獲提供保證該等債權證的發行的任何信託契據或任何其他文件的文本。
- (6) 在本條中 ——
訂明 (prescribed) 指根據第 657 條訂立的規例所訂明。

311. 閉封債權證持有人登記冊的權力

- (1) 公司可在按照第 (2) 款發出通知後，將其債權證持有人登記冊或該登記冊的任何部分，閉封一段或多於一段期間，但在任何一年之中，閉封期合計不得超過 30 日。
- (2) 第 (1) 款所指的通知 ——
 - (a) 如由有第 308(1) 條所述的債權證或債權股證在認可證券市場上市的公司發出，則 ——
 - (i) 須按照適用於該證券市場的《上市規則》發出；或
 - (ii) 須藉在一份於香港廣泛流通的報章上的廣告發出；及
 - (b) 如由任何其他公司發出，則須藉在一份於香港廣泛流通的報章上的廣告發出。

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- (3) Any other person is entitled, on request made in the prescribed manner and on payment of a prescribed fee, to inspect the register in accordance with regulations made under section 657.
- (4) A person is entitled, on request and on payment of a prescribed fee, to be provided with a copy of the register of debenture holders of a company, or any part of it, in accordance with regulations made under section 657.
- (5) A debenture holder of a company or the trustee for all debenture holders of a company is entitled, on request and on payment of a prescribed fee, to be provided with a copy of any trust deed or any other document securing the issue of the debentures in accordance with regulations made under section 657.
- (6) In this section—
prescribed (訂明) means prescribed by regulations made under section 657.

311. Power to close register of debenture holders

- (1) A company may, on giving notice in accordance with subsection (2), close its register of debenture holders, or any part of it, for any period or periods not exceeding in the whole 30 days in each year.
- (2) A notice for the purposes of subsection (1)—
 - (a) in the case of a company having any of the debentures or debenture stock mentioned in section 308(1) listed on a recognized stock market, must be given—
 - (i) in accordance with the listing rules applicable to the stock market; or
 - (ii) by advertisement in a newspaper circulating generally in Hong Kong; and

- (3) 就任何一年而言，第(1)款所述的 30 日期間，可藉以下方法延長：在該年為有關目的而召開的會議上，在親自出席或由代表出席（如准許代表出席會議）的債權證持有人中佔該等債權證價值多數者所通過的決議；或按照保證該等債權證的發行的信託契據或任何其他文件。
- (4) 第(1)款所述的 30 日期間，不得在任何年度延長一段超過 30 日的額外期間，或多於一段合計超過 30 日的額外期間。
- (5) 如有人尋求查閱根據本條閉封的登記冊或登記冊的任何部分，而該人提出要求，有關公司須應有關要求，提供由該公司的公司秘書簽署的證明書，述明該登記冊或該登記冊部分被閉封的期間，以及述明誰人授權閉封。
- (6) 如公司違反第(5)款，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款。

312. 債權證持有人登記支冊

- (1) 公司如在香港以外地方，發行一系列不可藉交付而轉讓的債權證，或任何該等債權股證，而該公司的章程細則批准它在當地備存居於當地的債權證持有人或債權股證持有人的登記支冊，則它可安排於當地備存該登記支冊。
- (2) 開始備存登記支冊的公司，須在如此行事後的 15 日內，將符合指明格式的通知交付處長登記，該通知須述明備存該登記支冊所在的地址。

- (b) in the case of any other company, must be given by advertisement in a newspaper circulating generally in Hong Kong.

- (3) The period of 30 days mentioned in subsection (1) may be extended in respect of any year by a resolution passed in that year by a majority in value of the debenture holders present in person or, if proxies are permitted, by proxy at a meeting summoned for the purpose or otherwise in accordance with the trust deed or any other document securing the issue of the debentures.
- (4) The period of 30 days mentioned in subsection (1) must not be extended for a further period or periods exceeding 30 days in the whole in any year.
- (5) A company must, on demand, provide any person seeking to inspect a register or part of a register that is closed under this section with a certificate signed by the company secretary of the company stating the period for which, and by whose authority, it is closed.
- (6) If a company contravenes subsection (5), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3.

312. Branch register of debenture holders

- (1) If a company issues in a place outside Hong Kong a series of debentures, or any debenture stock, that are not transferable by delivery, the company may, if it is authorized to do so by its articles, cause to be kept there a branch register of the holders of the debentures or debenture stock who are resident there.
- (2) A company that begins to keep a branch register must deliver to the Registrar for registration a notice in the specified form

- (3) 備存登記支冊的公司，須在備存該登記支冊所在的地址有所更改後的 15 日內，就更改該地址一事，將符合指明格式的通知，交付處長登記。
- (4) 如公司違反第 (2) 或 (3) 款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

313. 備存登記支冊

- (1) 登記支冊的備存方式，須等同於按本條例規定的備存有關公司的債權證持有人登記冊 (**登記主冊**) 的方式。
- (2) 於某地方備存登記支冊的公司，可按根據第 311 條閉封有關登記主冊的同樣方式，閉封該登記支冊，但該條所述的廣告，須於在該地方廣泛流通的報章上刊登。
- (3) 備存登記支冊的公司 ——
 - (a) 須安排於備存該公司的登記主冊所在的地方，備存該登記支冊的複本；及
 - (b) 須於在該登記支冊作出記項後 15 日內 ——
 - (i) 將該記項的文本，傳轉至其註冊辦事處；及
 - (ii) 更新該登記支冊的複本。
- (4) 就本條例的所有目的而言，登記支冊的複本，須視為登記主冊的一部分。
- (5) 在本條例條文的規限下，公司可藉其章程細則，就備存登記支冊的事宜，訂立它認為合適的條文。

within 15 days after doing so, stating the address where the branch register is kept.

- (3) A company that keeps a branch register must deliver to the Registrar for registration a notice in the specified form of any change in the address where the branch register is kept, within 15 days after the change.
- (4) If a company contravenes subsection (2) or (3), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

313. Keeping of branch register

- (1) A branch register must be kept in the same manner in which the company's register of debenture holders (*the principal register*) is by this Ordinance required to be kept.
- (2) A company that keeps a branch register may close it in the same manner in which the principal register may be closed under section 311 except that the advertisement mentioned in that section must be inserted in a newspaper circulating generally in the place in which the branch register is kept.
- (3) A company that keeps a branch register—
 - (a) must cause a duplicate of it to be kept at the place at which the company's principal register is kept; and
 - (b) must, within 15 days after an entry is made in the branch register—
 - (i) transmit a copy of the entry to its registered office; and
 - (ii) update the duplicate of the branch register.
- (4) A duplicate of a branch register is to be regarded for all the purposes of this Ordinance as part of the principal register.

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- (6) 如公司違反第 (3) 款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

314. 在登記支冊內登記的債權證的交易

- (1) 在某公司的登記支冊內登記的債權證，須與在該公司的債權證持有人登記冊內登記的債權證有所區分。
- (2) 關於在某登記支冊內登記的任何債權證的交易，在該項登記持續有效期間，不得在任何其他登記冊內登記。

315. 中止登記支冊

- (1) 公司可中止登記支冊。
- (2) 如某公司中止登記支冊，該登記支冊的所有記項，均須轉移至 ——
 - (a) 該公司在香港以外的同一地方備存的另一登記支冊；或
 - (b) 該公司的債權證持有人登記冊。
- (3) 如某公司中止登記支冊，該公司須在如此行事後的 15 日內，將符合指明格式的通知交付處長登記，告知處長以下事項 ——
 - (a) 中止該登記支冊；及
 - (b) 有關記項轉移至的登記冊。

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- (5) Subject to the provisions of this Ordinance, a company may by its articles make any provision that it thinks fit respecting the keeping of branch registers.
- (6) If a company contravenes subsection (3), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

314. Transactions in debentures registered in branch register

- (1) The debentures registered in a branch register of a company must be distinguished from those registered in the company's register of debenture holders.
- (2) No transaction with respect to any debentures registered in a branch register may, during the continuance of that registration, be registered in any other register.

315. Discontinuance of branch register

- (1) A company may discontinue a branch register.
- (2) If a company discontinues a branch register, all the entries in that register must be transferred to—
 - (a) some other branch register kept in the same place outside Hong Kong by the company; or
 - (b) the company's register of debenture holders.
- (3) If a company discontinues a branch register, it must, within 15 days after the discontinuance, deliver to the Registrar for registration a notice in the specified form informing the Registrar of—
 - (a) the discontinuance; and
 - (b) the register to which the entries have been transferred.

- (4) 如公司違反第 (3) 款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

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316. 配發申報書

- (1) 公司須在債權證或債權股證配發後的一個月內，將符合第 (2) 款的配發申報書交付處長登記。
- (2) 申報書 ——
 - (a) 須符合指明格式；及
 - (b) 須述明 ——
 - (i) 所配發的債權證或債權股證的款額；
 - (ii) 每名獲配發者的姓名或名稱及地址；
 - (iii) 該等債權證或債權股證的配發日期；及
 - (iv) 該等債權證或債權股證的贖回日期。
- (2A) 如有關債權證或債權股證可藉交付而轉讓，則第 (2)(b)(ii) 款不適用。 (*由 2018 年第 35 號第 28 條增補*)
- (3) 如公司違反第 (1) 款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。
- (4) 如公司沒有在債權證或債權股證配發後的一個月內，交付符合第 (2) 款的申報書，原訟法庭可應該公司或其責任人的申請，將交付該申報書的限期延長一段由原訟法庭決定的期間。
- (5) 原訟法庭須信納以下事項，方可根據第 (4) 款延長限期 ——
 - (a) 有關公司沒有交付申報書，屬意外或無心之失；或

- (4) If a company contravenes subsection (3), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

Division 3—Allotment of Debentures or Debenture Stock

316. Return of allotment

- (1) Within one month after an allotment of debentures or debenture stock, a company must deliver to the Registrar for registration a return of the allotment that complies with subsection (2).
- (2) A return—
 - (a) must be in the specified form; and
 - (b) must state—
 - (i) the amount of debentures or debenture stock allotted;
 - (ii) the name and address of each allottee;
 - (iii) the date of allotment of debentures or debenture stock; and
 - (iv) the date of redemption of debentures or debenture stock.
- (2A) Subsection (2)(b)(ii) does not apply if the debentures or debenture stock are transferable by delivery. (*Added 35 of 2018 s. 28*)
- (3) If a company contravenes subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

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- (b) 延長限期是公正公平的。
- (6) 如原訟法庭延長交付申報書的限期，有關公司或其責任人已就第 (3) 款所指的罪行招致的法律責任，即告終絕，而第 (1) 款在猶如提述一個月是提述該延長的限期的情況下，具有效力。

317. 配發的登記

- (1) 公司須在切實可行的範圍內，盡快登記債權證或債權股證的配發，而無論如何須在配發日期之後的 2 個月內作出登記，登記方式為在其債權證持有人登記冊內，記入第 308(2) 條所述的資料。
- (2) 如公司沒有在債權證或債權股證配發日期之後的 2 個月內，登記該項配發，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

318. 在配發後發出債權證或債權股證證明書

- (1) 公司須在債權證或債權股證配發後的 2 個月內 ——

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- (4) If a company fails to deliver a return that complies with subsection (2) within one month after an allotment of debentures or debenture stock, the Court may, on application by the company or a responsible person of the company, extend the period for delivery of the return by a period determined by the Court.
- (5) The Court may extend a period under subsection (4) only if it is satisfied—
- (a) that failure to deliver the return was accidental or due to inadvertence; or
- (b) that it is just and equitable to extend the period.
- (6) If the Court extends the period for delivery of a return, any liability already incurred by the company or a responsible person of the company for an offence under subsection (3) is extinguished and subsection (1) has effect as if the reference to one month were a reference to the extended period.

317. Registration of allotment

- (1) A company must register an allotment of debentures or debenture stock as soon as practicable and in any event within 2 months after the date of the allotment, by entering in its register of debenture holders the information mentioned in section 308(2).
- (2) If a company fails to register an allotment of debentures or debenture stock within 2 months after the date of the allotment, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

318. Issue of debenture or certificate for debenture stock on allotment

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- (a) (如屬債權證配發)製成該等債權證,以及備妥該等債權證以供交付;或
- (b) (如屬債權股證配發)製成該等債權股證證明書,以及備妥該等證明書以供交付。
- (2) 如債權證或債權股證的配發條件另有規定,則第(1)款不適用。
- (3) 如公司違反第(1)款,該公司及其每名責任人均屬犯罪,可各處第4級罰款,如有關罪行是持續的罪行,則可就該罪行持續期間的每一日,另各處罰款 \$700。

319. 關於交付債權證或債權股證證明書的原訟法庭命令

- (1) 如公司就債權證或債權股證的配發違反第318條,有權獲得該等債權證或該等債權股證證明書的人,可向該公司送達通知,要求該公司在10日內,將該等債權證或證明書交付該人。
- (2) 如有第(1)款所指的通知於某日送達公司,而該公司沒有在該日後的10日內交付有關債權證或證明書,則有關人士可向原訟法庭申請第(3)款所指的命令。
- (3) 原訟法庭可應第(2)款所指的申請,作出一項命令,指示有關公司及其任何高級人員,在該命令指明的限期內,將有關債權證或證明書交付有關人士。
- (4) 上述命令可規定有關申請的所有訟費及附帶費用,均須由有關公司或對有關違反行為負有責任的該公司的高級人員承擔。

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- (1) Within 2 months after an allotment of debentures or debenture stock, a company must—
 - (a) in the case of an allotment of debentures, complete the debentures and have them ready for delivery; or
 - (b) in the case of an allotment of debenture stock, complete the certificates for the debenture stock and have them ready for delivery.
- (2) Subsection (1) does not apply if the conditions of allotment of the debentures or debenture stock provide otherwise.
- (3) If a company contravenes subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

319. Court order for delivery of debenture or certificate for debenture stock

- (1) If a company contravenes section 318 in relation to an allotment of debentures or debenture stock, a person entitled to the debentures or certificates for the debenture stock may serve a notice on the company requiring it to deliver the debentures or certificates to the person within 10 days.
- (2) If a company on which a notice has been served under subsection (1) does not deliver the debentures or certificates within 10 days after service of the notice, the person may apply to the Court for an order under subsection (3).
- (3) On an application under subsection (2), the Court may make an order directing the company and any officer of the company to deliver the debentures or certificates to the person within the period specified in the order.

第 4 分部 —— 債權證或債權股證的轉讓

320. 關於轉讓文書的規定

- (1) 除非一份妥善的轉讓文書已交付公司，否則該公司不得登記該公司的債權證或債權股證的轉讓。
- (2) 如一項獲得債權證或債權股證的權利已藉法律的施行而傳轉予某人，公司將該人登記為債權證持有人的權力，不受第 (1) 款影響。

321. 登記轉讓或拒絕登記

- (1) 公司債權證或債權股證的受讓人或出讓人，均可向該公司提交有關轉讓書。
- (2) 在有關轉讓書提交後的 2 個月內，有關公司須 ——
 - (a) 登記有關轉讓；或
 - (b) 將拒絕登記有關轉讓的通知，送交有關受讓人及出讓人。
- (3) 如公司違反第 (2) 款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

322. 轉讓的證明

- (1) 公司對其債權證或債權股證的轉讓文書作出的證明 ——

- (4) The order may provide that all costs of and incidental to the application are to be borne by the company or by an officer of the company responsible for the contravention.

Division 4—Transfer of Debentures or Debenture Stock

320. Requirement for instrument of transfer

- (1) A company must not register a transfer of debentures or debenture stock of the company unless a proper instrument of transfer has been delivered to the company.
- (2) Subsection (1) does not affect any power of a company to register as a debenture holder a person to whom the right to debentures or debenture stock has been transmitted by operation of law.

321. Registration of transfer or refusal of registration

- (1) The transferee or transferor of debentures or debenture stock of a company may lodge the transfer with the company.
- (2) Within 2 months after the transfer is lodged, the company must either—
 - (a) register the transfer; or
 - (b) send the transferee and the transferor notice of refusal to register the transfer.
- (3) If a company contravenes subsection (2), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

322. Certification of transfer

- (1) The certification by a company of an instrument of transfer of any debentures or debenture stock of the company—

- (a) 是由該公司向基於信賴該證明而行事的人作出的一項陳述，其內容為該公司已獲出示文件，而該等文件證明該等債權證或債權股證的所有權屬於在該轉讓文書內列名的出讓人；及
 - (b) 並非一項內容為該出讓人對該等債權證或債權股證具有所有權的陳述。
- (2) 如某人基於對某公司疏忽地作出的虛假證明的信賴而行事，該公司對該人的法律責任，與猶如該項證明是欺詐地作出該公司便須負上的法律責任一樣。
- (3) 就本條而言，如轉讓文書載有 ——
- (a) “certificate lodged” 字樣，或具有相同意思的英文或中文文字；及
 - (b) 由具有實際或表面權限代表公司證明轉讓的人，在該等文字下方或旁邊作出的簽署或簡簽，
- 則該轉讓文書即屬經該公司證明。
- (4) 除非相反證明成立，否則 ——
- (a) 如第 (3)(b) 款所述的轉讓文書所載的簽署或簡簽，看來是某人的簽署或簡簽，該簽署或簡簽須視為該人的簽署或簡簽；而
 - (b) 該簽署或簡簽須視為由該人加於該轉讓文書上，或由具有實際或表面權限為代表有關公司證明轉讓而使用該簽署或簡簽的另一人，加於該轉讓文書上。

323. 在轉讓後發出債權證或債權股證證明書

- (1) 公司須在第 (2) 款指明的限期內 ——

- (a) is a representation by the company to any person acting on the faith of the certification that documents have been produced to the company that evidence title to the debentures or debenture stock in the transferor named in the instrument; and
 - (b) is not a representation that the transferor has any title to the debentures or debenture stock.
- (2) If a person acts on the faith of a false certification by a company made negligently, the company is under the same liability to the person as if the certification had been made fraudulently.
- (3) For the purposes of this section, an instrument of transfer is certified by a company if it bears—
- (a) the words “certificate lodged”, or words to the same effect, in English or Chinese; and
 - (b) under or adjacent to those words, the signature or initials of a person having the actual or apparent authority to certify transfers on behalf of the company.
- (4) Unless the contrary is proved, a signature or initials appearing on an instrument of transfer as mentioned in subsection (3)(b) must be regarded—
- (a) as the signature or initials of the person whose signature or initials they purport to be; and
 - (b) as having been placed on the instrument by that person or by another person who has the actual or apparent authority to use the signature or initials for the purpose of certifying transfers on behalf of the company.

323. Issue of debenture or certificate for debenture stock on transfer

- (1) Within the period specified in subsection (2), a company must—

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第 324 條

- (a) (如屬債權證轉讓)製成該等債權證,以及備妥該等債權證以供交付;或
- (b) (如屬債權股證轉讓)製成該等債權股證證明書,以及備妥該等證明書以供交付。
- (2) 就——
 - (a) 私人公司而言,上述限期是向該公司提交有關轉讓書的日期後的 2 個月;
 - (b) 任何其他公司而言,上述限期是向該公司提交有關轉讓書的日期後的 10 個營業日。
- (3) 如——
 - (a) 有關債權證或債權股證的發行條件另有規定;
 - (b) 沒有就轉讓繳付印花稅;
 - (c) 轉讓屬無效;或
 - (d) 有關公司有權拒絕登記並拒絕登記,
 第 (1) 款不適用於該轉讓。
- (4) 如公司違反第 (1) 款,該公司及其每名責任人均屬犯罪,可各處第 4 級罰款,如有關罪行是持續的罪行,則可就該罪行持續期間的每一日,另各處罰款 \$700。
- (5) 在本條中——
營業日 (business day) 指認可證券市場營業進行證券交易業務的日子。

324. 關於交付債權證或債權股證證明書的原訟法庭命令

- (1) 如公司就債權證或債權股證的轉讓違反第 323 條,有權獲得該等債權證或該等債權股證證明書的人,可向該公

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- (a) in the case of a transfer of debentures, complete the debentures and have them ready for delivery; or
- (b) in the case of a transfer of debenture stock, complete the certificates for the debenture stock and have them ready for delivery.
- (2) The period is—
 - (a) for a private company, 2 months after the day on which the transfer is lodged with the company;
 - (b) for any other company, 10 business days after the day on which the transfer is lodged with the company.
- (3) Subsection (1) does not apply to a transfer if—
 - (a) the conditions of issue of the debentures or debenture stock provide otherwise;
 - (b) stamp duty has not been paid in respect of the transfer;
 - (c) the transfer is invalid; or
 - (d) the company, being entitled to do so, refuses to register the transfer.
- (4) If a company contravenes subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.
- (5) In this section—
business day (營業日) means a day on which a recognized stock market is open for the business of dealing in securities.

324. Court order for delivery of debenture or certificate for debenture stock

- (1) If a company contravenes section 323 in relation to a transfer of debentures or debenture stock, a person entitled to the

司送達通知，要求該公司在 10 日內，將該等債權證或證明書交付該人。

- (2) 如有第 (1) 款所指的通知於某日送達公司，而該公司沒有在該日後的 10 日內交付有關債權證或證明書，則有關人士可向原訟法庭申請第 (3) 款所指的命令。
- (3) 原訟法庭可應第 (2) 款所指的申請，作出一項命令，指示有關公司及其任何高級人員，在該命令指明的限期內，將有關債權證或證明書交付有關人士。
- (4) 上述命令可規定有關申請的所有訟費及附帶費用，均須由有關公司或對有關違反行為負有責任的高級人員承擔。

第 5 分部 —— 雜項條文

325. 遺囑認證書批給等的證據

就債權證的轉讓或獲得債權證的權利的傳轉而言，如有文件向公司出示，而在法律上，該文件是某死者的遺囑認證書或某死者的遺產管理書的批給的充分證明，則該公司須接受該文件為該項批給的充分證據。

326. 根據公司訂立的文書須備存的債權證持有人的登記冊的格式

- (1) 本條適用於根據公司訂立的某文書而須備存的債權證持有人的登記冊。
- (2) 如有關文書的某條文，規定有關登記冊須以可閱形式備存，該條文須解釋為規定該登記冊須以下述形式備存 ——
 - (a) 可閱形式；或
 - (b) 能以可閱形式重現的非可閱形式。

debentures or certificates for the debenture stock may serve a notice on the company requiring it to deliver the debentures or certificates to the person within 10 days.

- (2) If a company on which a notice has been served under subsection (1) does not deliver the debentures or certificates within 10 days after service of the notice, the person may apply to the Court for an order under subsection (3).
- (3) On an application under subsection (2), the Court may make an order directing the company and any officer of the company to deliver the debentures or certificates to the person within the period specified in the order.
- (4) The order may provide that all costs of and incidental to the application are to be borne by the company or by an officer of the company responsible for the contravention.

Division 5—Miscellaneous Provisions

325. Evidence of grant of probate etc.

For the purposes of a transfer of debentures or transmission of the right to debentures, a company must accept as sufficient evidence of the grant of probate of the will or letters of administration of a deceased person the production to the company of a document that is by law sufficient evidence of that grant.

326. Form of register of holders of debentures kept under instrument made by company

- (1) This section applies to a register of holders of debentures that is required to be kept under an instrument made by a company.
- (2) If a provision of the instrument requires the register to be kept in a legible form, the provision is to be construed as requiring the register to be kept either—

327. 永久債權證

- (1) 即使衡平法有任何相反規定，載於任何債權證內的條件，或載於保證任何債權證的發行的契據內的條件，不會僅因該條件使該等債權證符合以下說明而無效——
- (a) 不可贖回；
 - (b) 只可在有某事件發生時贖回（不論該事件發生的可能性有多低）；或
 - (c) 只可在某段期限屆滿時贖回（不論該段期限有多長）。
- (2) 第 (1) 款適用於在任何時間發行的債權證，及在任何時間簽立的契據。

328. 重新發行已贖回債權證的權力

- (1) 如公司已在本條生效日期[#]之前、當日或之後，贖回以往所發行的任何債權證，則本條適用。
- (2) 除非有以下情況，否則公司具有權力，藉重新發行相同的債權證或藉發行新債權證以作取代而重新發行已贖回債權證，並且須視為一向具有該權力——
- (a) 在該公司章程細則或該公司訂立的合約內，載有相反條文（明訂或隱含）；或
 - (b) 該公司已藉通過一項決議，表明其取消該等債權證的意向，或藉任何其他作為，表明該意向。
- (3) 在公司將任何已贖回債權證重新發行後，有權享有該等債權證的權利的人，享有並須視為一向享有同樣的優先權，猶如該等債權證從未被贖回一樣。

- (a) in a legible form; or
- (b) in a non-legible form capable of being reproduced in a legible form.

327. Perpetual debentures

- (1) Despite any rule of equity to the contrary, a condition contained in any debentures, or in a deed securing the issue of any debentures, is not invalid only because the debentures are, by the condition, made—
- (a) irredeemable;
 - (b) redeemable only on the happening of a contingency (however remote); or
 - (c) redeemable only on the expiration of a period of time (however long).
- (2) Subsection (1) applies to debentures whenever issued and to deeds whenever executed.

328. Power to reissue redeemed debentures

- (1) This section applies if a company has, whether before, on or after the commencement date[#] of this section, redeemed any debentures previously issued.
- (2) A company has, and is to be regarded as always having had, the power to reissue redeemed debentures, either by reissuing the same debentures or by issuing new debentures in their place, unless—
- (a) a provision to the contrary (express or implied) is contained in the company's articles or any contract made by the company; or
 - (b) the company has, by passing a resolution to that effect or by any other act, manifested its intention that the debentures are to be cancelled.

- (4) 重新發行已贖回債權證 (不論重新發行是在本條生效日期[#]之前、當日或之後進行) ——
- (a) 就印花稅而言，須視為新債權證的發行；但
- (b) 就任何限制發行債權證的款額或數目的條文而言，不得視為新債權證的發行。
- (5) 如有債權證根據本條重新發行，並看似已加蓋印花，任何人如以該等債權證作為保證而貸出款項，則可在任何為強制執行該人所持有的保證的法律程序中，提出該等債權證作為證據。
- (6) 如某人根據第 (5) 款，在任何為強制執行該人所持有的保證的法律程序中，提出有關債權證作為證據，則根據《印花稅條例》(第 117 章) 須就重新發行債權證而繳付的印花稅及罰款，須由有關公司繳付。
- (7) 如有關人士已知悉有關債權證並未加蓋印花，或如非由於該人的疏忽已可能發覺此事，則第 (5) 及 (6) 款不適用。
- (8) 如在 1933 年 7 月 1 日前已贖回的債權證在該日期當日或之後重新發行，則該重新發行並不損害 (並須視為一向無損害) 任何人會根據或憑藉該日期前所設定的任何按揭或押記而享有的任何權利或優先權。

編輯附註：

[#] 生效日期：2014 年 3 月 3 日。

- (3) On a reissue of any redeemed debentures, a person entitled to the debentures has, and is to be regarded as always having had, the same priorities as if the debentures had never been redeemed.
- (4) A reissue of redeemed debentures, whether before, on or after the commencement date[#] of this section—
- (a) is to be regarded as an issue of new debentures for the purposes of stamp duty; and
- (b) is not to be regarded as an issue of new debentures for the purposes of any provision limiting the amount or number of debentures to be issued.
- (5) A person lending money on the security of any debentures reissued under this section that appear to be stamped may give the debentures in evidence in any proceedings for enforcing the person's security.
- (6) If a person gives the debentures in evidence in any proceedings for enforcing the person's security under subsection (5), the stamp duty and penalty payable under the Stamp Duty Ordinance (Cap. 117) in respect of the reissue of the debentures are to be paid by the company.
- (7) Subsections (5) and (6) do not apply if the person had notice or, but for the person's negligence, might have discovered that the debentures were not stamped.
- (8) If any debentures redeemed before 1 July 1933 are reissued on or after that date, the reissue does not prejudice, and is to be regarded as never having prejudiced, any right or priority that a person would have had under or by virtue of any mortgage or charge created before that date.

Editorial Note:

[#] Commencement date: 3 March 2014.

329. 存放債權證以保證貸款

如公司在本條生效日期[#]之前、當日或之後存放其任何債權證，以保證不時在來往帳戶或其他帳戶上的貸款，則該等債權證在仍然如此存放時，不得僅因該公司的帳戶已不再出現借貸而視為已被贖回。

編輯附註：

[#] 生效日期：2014 年 3 月 3 日。

330. 強制履行認購債權證的合約

一份為承購公司的債權證及就該等債權證付款而與該公司訂立的合約，可藉強制履行令予以強制執行。

331. 原訟法庭可命令舉行債權證持有人會議

- (1) 如任何人持有任何 ——
 - (a) 構成公司發行的一系列享有同等權益的債權證中的一部分的債權證；或
 - (b) 公司的債權股證，則本條適用於該人。
- (2) 如本條適用的人持有（不論該人是單獨或是聯同任何其他人士持有）有關公司債權證的價值，不少於指明百分比，則該人可向原訟法庭提出申請，要求舉行該公司的債權證持有人的會議，以向該等債權證持有人的受託人發出指示。
- (3) 第 (2) 款可被有關債權證、或保證該等債權證的發行的信託契據或其他文件豁除。
- (4) 在本條中 ——

329. Deposit of debentures to secure advances

If a company has, whether before, on or after the commencement date[#] of this section, deposited any of its debentures to secure advances from time to time on current account or otherwise, the debentures are not to be regarded as having been redeemed only because the account of the company has ceased to be in debit while the debentures remained so deposited.

Editorial Note:

[#] Commencement date: 3 March 2014.

330. Specific performance of contracts to subscribe for debentures

A contract with a company to take up and pay for any debentures of the company may be enforced by an order for specific performance.

331. Court may order meeting of debenture holders

- (1) This section applies to any person who holds—
 - (a) any debentures that form part of a series issued by a company and rank equally with the other debentures of that series; or
 - (b) any debenture stock of a company.
- (2) If a person to whom this section applies, either alone or jointly with any other such person, holds at least the specified percentage of the value of the company's debentures, the person may apply to the Court for a meeting of the company's debenture holders to be held to give directions to the trustee for the debenture holders.
- (3) Subsection (2) may be excluded by the debentures, or the trust deeds or other documents securing the issue of the debentures.

指明百分比 (specified percentage) 指 ——

- (a) 10%；或
- (b) 在有關債權證、或保證該等債權證的發行的信託契據或其他文件中訂定的較高百分比。

332. 受託人對債權證持有人的法律責任

(1) 載於 ——

- (a) 保證債權證的發行的信託契據內的任何條文；或
- (b) 與以信託契據保證的債權證的持有人訂立的合約內的任何條文，

在下述範圍內屬無效：在顧及該信託契據中授予受託人權力、權限或酌情決定權的條文後，(a) 或 (b) 段所述條文，會豁免該受託人因未有表現出該受託人身為受託人所須有的謹慎及努力以致違反信託而須負有的法律責任；或會就因上述情況違反信託而須負有的法律責任，彌償該受託人。

(2) 第 (1) 款 ——

- (a) 不會使符合以下說明的責任解除書失效：就受託人在該責任解除書發出前的作為或不作為，從其他方面有效地發出的；
- (b) 不會使任何符合以下說明的條文失效 ——
 - (i) 使該責任解除書得以在一次為有關目的而召開的會議上，在獲持有價值最少 75% 的多數債權證持有人親自出席或委任代表（如准許委任代表的話）出席和表決同意下發出的；及
 - (ii) 使該責任解除書得以就特定的作為或不作為而發出的，或使該責任解除書得以在有關受託人死亡時或不再擔任有關受託人時發出的；

(4) In this section—

specified percentage (指明百分比) means—

- (a) 10%; or
- (b) the higher percentage that may be provided for in the debentures, or the trust deeds or other documents securing the issue of the debentures.

332. Liability of trustees for debenture holders

(1) A provision contained in—

- (a) a trust deed securing an issue of debentures; or
- (b) a contract with the holders of debentures secured by a trust deed,

is void to the extent that it would exempt a trustee of the trust deed from, or indemnify the trustee against, liability for breach of trust for the trustee's failure to show the degree of care and diligence required of the trustee as a trustee, having regard to the provisions of the trust deed conferring on the trustee any powers, authorities or discretions.

(2) Subsection (1) does not—

- (a) invalidate a release otherwise validly given in respect of anything done, or omitted to be done, by a trustee before the giving of the release;
- (b) invalidate any provision enabling such a release to be given—
 - (i) on being agreed to by a majority of at least 75% in value of the debenture holders present and voting in person or, if proxies are permitted, by proxy at a meeting summoned for the purpose; and
 - (ii) either with respect to specific acts or omissions or on the trustee dying or ceasing to act;

- (c) 不會使任何在 1984 年 8 月 31 日時有效的條文失效，但前提是當時有權享有該條文的利益或其後根據第 (3) 款獲給予該條文的利益的人，維持擔任有關信託契據的受託人；或
- (d) 不會剝奪任何人於 (c) 段所述的條文有效時就其作為或不作為而獲得的豁免，或就該等作為或不作為而獲得彌償的權利。
- (3) 當信託契據的受託人仍有權享有第 (2)(c) 或 (d) 款所保留的條文的利益時，該條文的利益可按照第 (4) 款而給予——
- (a) 該信託契據的所有現時及未來受託人；或
- (b) 該信託契據的任何指名受託人，或建議獲委任為該信託契據的受託人的人。
- (4) 有關利益須藉一項決議而給予，而該決議須在——
- (a) 按照有關信託契據為此而召開的會議上；或
- (b) (如該信託契據並未訂定召開會議的條文) 以原訟法庭批准的方式為此而召開的會議上，
- 獲持有價值最少 75% 的多數債權證持有人親自出席或委任代表 (如准許委任代表的話) 出席會議通過。

- (c) invalidate any provision in force on 31 August 1984 so long as any person who is then entitled to the benefit of the provision, or who is afterwards given the benefit of the provision under subsection (3), remains a trustee of the trust deed; or
- (d) deprive any person of any exemption or right to be indemnified in respect of anything done, or omitted to be done, by the person while any provision mentioned in paragraph (c) was in force.
- (3) While a trustee of a trust deed remains entitled to the benefit of a provision saved by subsection (2)(c) or (d), the benefit may be given, in accordance with subsection (4), to—
- (a) all present and future trustees of the trust deed; or
- (b) any named trustees or proposed trustees of the trust deed.
- (4) The benefit is to be given by a resolution passed by a majority of at least 75% in value of the debenture holders present in person or, if proxies are permitted, by proxy at a meeting summoned for the purpose—
- (a) in accordance with the provisions of the trust deed; or
- (b) if the trust deed makes no provision for summoning meetings, in a manner approved by the Court.