

## PART 9

### 第 9 部分

#### DIGITAL TOKEN SERVICE PROVIDERS

#### 数字代币服务提供商

##### Division 1 — Preliminary

### 第 1 组 — 初赛

#### Interpretation of this Part

#### 本部分的解释

136.—(1) In this Part, unless the context otherwise requires —

136.— (1) 在本部分中，除非上下文另有要求——

“5% controller”, in relation to a corporation (being a licensee), means a person that alone or together with the person's associates —

5% 控权人（5% 控权人）就法团（作为持牌人）而言，指单独或连同该人的联系人——

(a) has an interest in at least 5%, but less than 12%, of the shares in the corporation; or

(a) 拥有公司至少 5% 但少于 12% 的股份的权益;或

(b) is in a position to control at least 5%, but less than 12%, of the votes in the corporation;

(b) 能够控制公司中至少 5% 但少于 12% 的投票权;

“12% controller”, in relation to a corporation (being a licensee), means a person that alone or together with the person's associates —

“12% 控制人”，就法团（作为被许可人）而言，是指单独或连同该人的联系人——

(a) has an interest in at least 12%, but less than 20%, of the shares in the corporation; or

(a) 拥有公司至少 12% 但少于 20% 的股份的权益;或

(b) is in a position to control at least 12%, but less than 20%, of the votes in the corporation;

(b) 能够控制公司中至少 12% 但少于 20% 的投票权;

“20% controller”, in relation to a corporation (being a licensee), means a person that

alone or together with the person's associates —

20% 控权人 (20% 控权人) 就法团 (作为持牌人) 而言, 指单独或连同该人的联系人——

(a) has an interest in at least 20% of the shares in the corporation; or

(a) 拥有公司至少 20% 股份的权益;或

(b) is in a position to control at least 20% of the votes in the corporation;

(b) 能够控制公司至少 20% 的选票;

arrangement” includes any formal or informal scheme, arrangement or understanding, and any trust whether express or implied;

安排 (arrangement) 包括任何正式或非正式的计划、安排或谅解, 以及任何明示或暗示的信托;

“book” 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 by electronic process or otherwise;

“帐簿”包括任何记录、登记册、文件或其他信息记录以及任何账目或会计记录, 不论其编制、记录或储存方式, 不论是以书面或印刷形式, 或缩微胶卷, 或以电子程序或其他方式储存;

“capital markets products” has the meaning given by section 2(1) of the Securities and Futures Act 2001;

资本市场产品 (capital markets products) 具有《2001 年证券及期货法》(Securities and Futures Act 2001) 第 2 (1) 条所赋予的涵义;

“chief executive officer”, in relation to a corporation, means a person, by whatever name called, who —

首席执行官 (Chief Executive officer) 就公司而言, 指以任何名称命名的人——

(a) is in the direct employment of, or acting for or by arrangement with, the corporation; and

(a) 直接受雇于公司, 或为公司行事或与公司有安排;和

(b) is principally responsible for the management and conduct of the business of the corporation;

(b) 主要负责法团业务的管理和经营;

“company” has the meaning given by section 4(1) of the Companies Act 1967;

“company”具有《1967 年公司法》第 4（1）条所赋予的含义；

“digital payment token” has the meaning given by section 2(1) of the Payment Services Act 2019;

“数字支付令牌”具有《2019 年支付服务法》第 2（1）条赋予的含义；

“digital payment token service” has the meaning given by section 2(1) of the Payment Services Act 2019;

“数字支付令牌服务”具有《2019 年支付服务法》第 2（1）条赋予的含义；

“digital token” means —

“数字代币”（digital token）指——

(a) a digital payment token; or

(a) 数字支付令牌;或

(b) a digital representation of a capital markets product which —

(b) 资本市场产品的数字表示，并且 —

(i) can be transferred, stored or traded electronically; and

（一）可以电子方式转让、存储或交易;和

(ii) satisfies such other characteristics as the Authority may prescribe,

（二）符合局长可能规定的其他特征，

but does not include an excluded digital token;

但不包括被排除的数字代币；

“digital token service” has the meaning given by Part 1 of the First Schedule, but excludes any service that is specified in Part 2 of that Schedule;

“数码保安编码器服务”（digital token service）具有附表 1 第 1 部所赋予的涵义，但不包括该附表第 2 部所指明的任何服务；

“digital token service provider” means any person that provides a digital token service;

「数码保安编码器服务供应商」指提供数码保安编码器服务的任何人；

“digital token service user” means any person that uses a digital token service;

「数码保安编码器服务用户」指任何使用数码保安编码器服务的人士；

“director” has the meaning given by section 4(1) of the Companies Act 1967;

“董事” (director) 具有《1967 年公司法》(Companies Act 1967) 第 4 (1) 条所赋予的涵义;

“e-money” has the meaning given by section 2(1) of the Payment Services Act 2019;

“电子货币”具有 2019 年《支付服务法》第 2 (1) 条赋予的含义;

“employee”, in relation to an employer, includes an individual seconded or temporarily transferred to the employer from another employer;

雇员 (employee) 就雇主而言, 包括从另一雇主借调或临时调动至雇主的个人;

“entity” means any body corporate or unincorporate, whether incorporated, formed or established in or outside Singapore;

“实体”是指任何法人团体或非法人团体, 无论是在新加坡境内还是境外成立、成立或设立的;

“excluded digital token” means a digital token that is prescribed by the Authority as an excluded digital token;

“豁免的数码保安编码器” (excluded digital token) 指由机管局局长订明为获豁免的数码保安编码器的数码保安编码器;

“executive director” means a director who is concurrently an executive officer;

执行董事 (executive director) 指兼任执行官的董事;

“executive officer”, in relation to a corporation, means any individual, by whatever name called, who —

执行官 (Executive officer) 就公司而言, 指任何个人, 无论其名称为何, 符合以下条件——

(a) is in the direct employment of, or acting for or by arrangement with, the corporation; and

(a) 直接受雇于公司, 或为公司行事或与公司有安排;和

(b) is concerned with or takes part in the management of the corporation on a day-to-day basis;

(b) 与公司的日常管理有关或参与公司的日常管理;

“financial 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 other MAS scheduled Act;

金融监管机构（financial regulatory authority）就外国或地区而言，是指外国或地区的机构，其行使与该机构根据本法或任何其他 MAS 附表法案履行的监管职能相对应的任何职能；

“indirect controller”, in relation to a corporation (being a licensee) —

间接控制者（indirect controller）就法团（作为被许可人）而言——

(a) means any person, whether acting alone or together with any other person, and whether with or without holding shares or controlling voting power in the corporation —

(a) 指任何人，不论是单独行事还是与任何其他人一起行事，也无论是否持有法团的股份或控制投票权——

(i) in accordance with whose directions, instructions or wishes the directors of the corporation are accustomed or under an obligation, whether formal or informal, to act; or

（一） 法团董事习惯于或有义务（无论是正式的还是非正式的）按照其指示、指示或愿望行事;或

(ii) that is in a position to determine the policy of the corporation; but

（二） 即能够决定公司的政策;但

(b) excludes any person —

(b) 不包括任何人 —

(i) who is a director or other officer of the corporation and whose appointment has been approved by the Authority; or

（一） 是法团的董事或其他高级人员，且其任命已获监督批准;或

(ii) in accordance with whose directions, instructions or wishes the directors of the corporation are accustomed to act by reason only that they act on advice given by the person in the person's professional capacity;

（二） 法团董事惯于仅凭理性行事，即他们仅根据该人以其专业身份提供的建议行事;

“licence” means a licence granted under section 138;

“许可”（licence） 指根据第 138 条授予的许可;

“licensee” means a digital token service provider the licence of which is in force;

“被许可方”指其许可有效的数字代币服务提供商;

“limited liability partnership” has the meaning given by section 4(1) of the Limited Liability Partnerships Act 2005;

“有限责任公司” (limited liability partnership) 具有《2005 年有限责任公司法》 (Limited liability Partnership Act 2005) 第 4 (1) 条所赋予的涵义;

“money” includes e-money but excludes any digital payment token and any excluded digital token;

“货币”包括电子货币, 但不包括任何数字支付代币和任何被排除的数字代币;

“partner”, in relation to a limited liability partnership, has the meaning given by section 2(1) of the Limited Liability Partnerships Act 2005;

合伙人 (partner) 就有限责任公司而言, 具有《2005 年有限责任公司法》 (Limited Liability Partnership Act 2005) 第 2 (1) 条所赋予的涵义;

“permanent place of business”, in relation to a person, means each fixed location in Singapore used by the person, for carrying on the person’s business, regardless whether the business is carried on within a single building or at a single business address;

永久营业地点 (permanent place of business) 就个人而言, 是指该人在新加坡用于经营该人业务的每个固定地点, 无论该业务是在一栋建筑物内还是在一个营业地址进行;

“place of business”, in relation to a licensee, means any location (including a kiosk that can be moved from one location to another) in Singapore used by the licensee, for carrying on its business;

营业地点 (place of business) 就被许可方而言, 是指被许可方在新加坡用于开展业务的任何地点 (包括可以从一个地点移动到另一个地点的信息亭) ;

“registered office” means a registered office maintained under section 142(1) or 370(1) of the Companies Act 1967;

“registered office”是指根据《1967 年公司法》第 142 (1) 或 370 (1) 条设立的注册办事处;

“regulated financial institution” means a person that carries on a business, the conduct of which is regulated or authorised by the Authority or, if it is carried on in Singapore, could be regulated or authorised by the Authority;

受监管的金融机构 (regulated financial institution) 指经营业务的人, 其行为受局长监

管或授权，或者，如果业务在新加坡经营，则可受局长监管或授权；

“share” has the meaning given by section 4(1) of the Companies Act 1967 and includes an interest in a share;

“share”具有《1967 年公司法》第 4（1）条所赋予的含义，包括股份的权益；

“VCC” or variable capital company has the meaning given by section 2(1) of the Variable Capital Companies Act 2018.

“VCC”或可变资本公司具有 2018 年《可变资本公司法》第 2（1）条赋予的含义。

(2) In this Part, unless the context otherwise requires —

(2) 在本部分中，除非文意另有所指，否则——

(a) a person has an interest in a share if —

(a) 如果满足以下条件，则某人在某一股份中拥有权益 —

(i) the person has or is treated as having an interest in that share under section 7(1A), (1B), (2), (6) and (7) to (10) of the Companies Act 1967; or

(一) 根据 1967 年公司法第 7（1A）、（1B）、（2）、（6）和（7）至（10）条，该人拥有或被视为拥有该股份的权益；或

(ii) the person has any legal or equitable interest in that share, except an interest that is to be disregarded under section 7(9) of the Companies Act 1967;

(二) 该人在该股份中拥有任何法律或衡平法上的权益，但根据 1967 年公司法第 7（9）条应予忽视的权益除外；

(b) a reference to the control of a percentage of the votes in a corporation (being a licensee) is a reference to the control, whether direct or indirect, of that percentage of the total number of votes that might be cast in a general meeting of the corporation; and

(b) 凡提述法团（作为持牌人）控制某百分之数，即指直接或间接控制该法团股东大会上可投出的总票数的该百分比；和

(c) a person (A) is an associate of another person (B) if —

(c) 任何人（A）是另一人（B）的联系人，如果 —

(i) A is the spouse, a parent, remoter lineal ancestor or step-parent, a son, daughter, remoter issue, stepson or stepdaughter, or a brother or sister, of B;

(一) A 是 B 的配偶、父母、远直系祖先或继父母、儿子、女儿、远亲、继子或继

女，或兄弟姐妹；

(ii) A is a body corporate that is, or a majority of the directors of which are, accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of B;

(二) A 是一个法人团体，其大多数董事习惯于或有义务（无论是正式的还是非正式的）按照 B 的指示、指示或意愿行事；

(iii) A is a person that is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of B;

(三) A 是习惯或有义务按照 B 的指示、指示或意愿行事的人，无论是正式的还是非正式的；

(iv) A is a subsidiary of B;

(四) A 是 B 的子公司；

(v) A is a body corporate in which B, whether alone or together with other associates of B as described in sub-paragraphs (ii), (iii) and (iv), is in a position to control 20% or more of the votes in A; or

(五) 甲是法人团体，其中乙不论是单独或连同第 (ii)、(iii) 及 (iv) 分段所述的乙的其他联系人，均能够控制甲的 20% 或以上的投票权；或

(vi) A is a person with whom B has an agreement or arrangement (whether oral or in writing and whether express or implied) to act together with respect to the acquisition, holding or disposal of shares or other interests in, or with respect to the exercise of their votes in relation to, the corporation (being a licensee) mentioned in the definition of “5% controller”, “12% controller” or “20% controller”.

(六) 甲是乙与乙订立协议或安排（无论是口头或书面，也不论明示或暗示）的人，就收购、持有或处置“5% 控权人”定义中提及的法团（作为被许可人）的股份或其他权益，或就其行使与该法团（作为被许可人）有关的投票权而共同行事，“12% 控制者”或“20% 控制者”。

(3) For the purposes of section 137(2) and (4), the provision of a digital token service is incidental to any other business carried on by a person, if the digital token service —

(3) 就第 137 (2) 及 (4) 条而言，提供数码保安编码器服务是附带于任何人经营的任何其他业务的，如该数码保安编码器服务符合以下条件：

(a) is carried on, offered or provided by that person to support that other business; and



(a) 由该人经营、提供或提供以支持该其他业务;和

(b) is provided by that person in connection with the carrying on of that other business.

(b) 由该人就经营该其他业务而提供。

Division 2 — Licensing of digital token service providers

第 2 分部 — 数字代币服务提供商的许可

Subdivision (1) — Licensing of digital token service providers

分部 (1) — 数码保安编码器服务供应商的发牌

Licensing of digital token service providers

数码保安编码器服务供应商的发牌事宜

137.—(1) Except as provided for in subsection (5), an individual or a partnership must not from a place of business in Singapore carry on a business of providing any type of digital token service outside Singapore unless the individual or the partnership has in force a licence.

137.— (1) 除第 (5) 款规定外, 个人或合伙企业不得在新加坡的营业地点经营在新加坡境外提供任何类型数字代币服务的业务, 除非该个人或合伙企业已获得有效的许可证。

(2) For the purposes of subsection (1), where a person provides any type of digital token service while the person carries on any business (called in this subsection the primary business) from a place of business in Singapore —

(2) 为施行第 (1) 款, 凡某人在新加坡的营业地点经营任何业务 (在本款中称为主要业务) 时提供任何类型的数字令牌服务——

(a) the person is presumed to carry on a secondary business of providing that type of digital token service from a place of business in Singapore, regardless whether the provision of that type of digital token service is related or incidental to the primary business; and

(a) 该人被推定为在新加坡的营业地点从事提供该类型数字代币服务的次要业务, 无论该类型数字代币服务的提供是否与主要业务相关或附带;和

(b) the presumption in paragraph (a) is not rebutted by proof that the provision of that type of digital token service is related or incidental, or is both related and incidental, to the primary business.

(b) (a) 段中的推定不能如能证明提供该类数码保安编码器服务与主要业务有关或附带，或两者既有关又附带。

(3) Except as provided for in subsection (5), a Singapore corporation must not carry on a business, whether from Singapore or elsewhere, of providing any type of digital token service outside Singapore unless the Singapore corporation has in force a licence.

(3) 除第 (5) 款规定外，除非新加坡公司拥有有效的许可证，否则新加坡公司不得在新加坡或其他地方经营提供任何类型的数字代币服务的业务。

(4) For the purposes of subsection (3), where a person provides any type of digital token service while the person carries on any business (called in this subsection the primary business) —

(4) 为施行第 (3) 款，凡某人在从事任何业务（在本款中称为主要业务）时提供任何类型的数码保安编码器服务——

(a) the person is presumed to carry on a secondary business of providing that type of digital token service regardless whether the provision of that type of digital token service is related or incidental to the primary business; and

(a) 该人被推定经营提供该类数码保安编码器服务的次要业务，不论该类数码保安编码器服务的提供是否与主要业务有关或附带；和

(b) the presumption in paragraph (a) is not rebutted by proof that the provision of that type of digital token service is related or incidental, or is both related and incidental, to the primary business.

(b) (a) 段中的推定不能如能证明提供该类数码保安编码器服务与主要业务有关或附带，或两者既有关又附带。

(5) Subsections (1) and (3) do not apply to a person who carries on a business of providing a digital token service —

(5) 第 (1) 及 (3) 款不适用于经营提供数码保安编码器服务业务的人——

(a) unless otherwise provided for in regulations made under section 192 —

(a) 除非根据第 192 条制定的法规另有规定——

(i) that is —

(一) 那就是——

(A) required to be licensed, approved or recognised under the Securities and Futures Act 2001; or

(A) 需要根据 2001 年证券和期货法获得许可、批准或认可;或

(B) exempted from licensing, approval or recognition under the Securities and Futures Act 2001,

(B) 根据 2001 年证券和期货法免于许可、批准或认可,

in respect of the carrying on of a business in a capital markets product regulated activity;

就经营资本市场产品受规管活动的业务而言;

(ii) that is —

(二) 那就是——

(A) required to be licensed under the Financial Advisers Act 2001; or

(A) 需要根据 2001 年《财务顾问法》获得许可;或

(B) exempted from licensing under the Financial Advisers Act 2001,

(B) 根据 2001 年《财务顾问法》免于许可,

in respect of the carrying on of a business of providing a financial advisory service; or

就经营提供财务顾问服务的业务而言;或

(iii) that is —

(三) 那就是——

(A) required to be licensed under the Payment Services Act 2019; or

(A) 需要根据 2019 年《支付服务法》获得许可;或

(B) exempted from licensing under the Payment Services Act 2019,

(B) 根据 2019 年《支付服务法》免于许可,

in respect of the carrying on of a business of providing any digital payment token service;

就经营提供任何数码支付保安编码器服务的业务而言;

(b) that is specified in the Second Schedule; or

(b) 附表 2 中规定的;或

(c) that belongs to a prescribed class of persons.

(c) 属于规定类别的人。

(6) A person that contravenes subsection (1) or (3) shall be guilty of an offence and shall be liable on conviction —

(6) 任何人违反第 (1) 或 (3) 款, 即属犯罪, 一经定罪, 即属负上法律责任——

(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

(a) 如属个人, 可处不超过 125,000 元的罚款或不超过 3 年的监禁, 或两者兼处, 如属持续的罪行, 可就定罪后罪行持续的每一日或不足一日, 另处不超过 12,500 元的罚款;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 of a day during which the offence continues after conviction.

(b) 在任何其他情况下, 可处不超过 250,000 元的罚款, 如属持续的罪行, 可就定罪后罪行持续的每一日或不足一日, 另处不超过 25,000 元的罚款。

(7) In this section —

(7) 在本条中——

“capital markets product regulated activity” means any of the following activities:

“资本市场产品受监管活动”是指以下任何活动:

(a) any regulated activity;

(a) 任何受规管活动;

(b) establishing or operating an organised market;

(b) 建立或经营有组织的市场;

financial advisory service” has the meaning given by section 2(1) of the Financial Advisers Act 2001;

财务顾问服务 (financial advisory service) 具有《2001 年财务顾问法》(Financial Advisers Act 2001) 第 2 (1) 条所赋予的涵义;

“organised market” has the meaning given by Part 1 of the First Schedule to the Securities and Futures Act 2001;

有组织的市场 (organized market) 具有《2001 年证券及期货法》(Securities and Futures Act 2001) 附表 1 第 1 部所赋予的涵义;

“regulated activity” has the meaning given by section 2(1) of the Securities and Futures Act 2001;

受监管活动（regulated activities）具有《2001 年证券及期货法》（Securities and Futures Act 2001）第 2（1）条所赋予的涵义；

“Singapore corporation” means a body corporate formed or incorporated in Singapore and includes a limited liability partnership.

“新加坡公司”是指在新加坡成立或注册成立的法人团体，包括有限合伙企业。

Application for licence

申请牌照

138.—(1) An application for a licence must be made to the Authority in the form and manner required by the Authority.

138.—（1）许可证申请必须按照管理局要求的形式和方式向管理局提出。

(2) Upon receiving an application under subsection (1), the Authority may —

（2）局长在接获根据第（1）款提出的申请后，可—

(a) grant a licence to the applicant, with or without conditions; or

(a) 向申请人授予许可证，无论是否有条件;或

(b) refuse to grant a licence.

(b) 拒绝授予许可。

(3) Where an applicant has applied for a licence, the Authority must not grant the licence to the applicant unless —

（3）凡申请人已申请牌照，局长不得向申请人批给该牌照，除非——

(a) the applicant has a permanent place of business in Singapore;

(a) 申请人在新加坡有永久营业地点;

(b) in the case of an applicant that is a corporation, an executive director of the applicant —

(b) 如申请人是法团，则为申请人的执行董事 —

(i) is resident in Singapore; or

（一）居住在新加坡;或

(ii) if the applicant satisfies such conditions as may be prescribed — belongs to a prescribed class of persons;

(二) 如申请人符合订明的条件 — 属于订明类别的人;

(c) in the case of an applicant that is a partnership, a partner of the applicant —

(c) 如申请人是合伙企业, 则为申请人的合伙人——

(i) is resident in Singapore; or

(一) 居住在新加坡;或

(ii) if the applicant satisfies such conditions as may be prescribed — belongs to a prescribed class of persons;

(二) 如申请人符合订明的条件 — 属于订明类别的人;

(d) in the case of an applicant that is a limited liability partnership — a partner or manager of the applicant —

(d) 如果申请人是有限责任合伙企业 — 申请人的合伙人或经理 —

(i) is resident in Singapore; or

(一) 居住在新加坡;或

(ii) if the applicant satisfies such conditions as may be prescribed — belongs to a prescribed class of persons;

(二) 如申请人符合订明的条件 — 属于订明类别的人;

(e) the applicant satisfies such financial requirements as may be prescribed;

(e) 申请人满足可能规定的财务要求;

(f) the Authority —

(f) 管理局 —

(i) is satisfied that the applicant is a fit and proper person under the Guidelines on Fit and Proper Criteria;

(一) 信纳申请人是《适当人选准则》所指的适当人选;

(ii) is satisfied as to the financial condition of the applicant;

(二) 对申请人的财务状况感到满意;

(iii) is satisfied that the public interest will be served by the granting of the licence; and

(三) 信纳授予许可证将符合公共利益;和

(iv) is satisfied that the applicant meets such other criteria for the grant of the licence as the Authority considers relevant;

(四) 信纳申请人符合监督认为相关的其他批给牌照的准则;

(g) the applicant satisfies such operational requirements as the Authority may specify; and

(g) 申请人符合机管局指明的运作规定;和

(h) the application is accompanied by —

(h) 申请书附有 —

(i) such information or documents as the Authority may require; and

(一) 机管局可能要求的资料或文件;和

(ii) a non-refundable application fee of a prescribed amount that is payable in such manner as the Authority may specify.

(二) 以机管局指定的方式支付的订明款额的申请费, 且该费用不可退还。

(4) The Authority may at any time add to, vary or revoke any of the conditions of a licence imposed under subsection (2)(a) or this subsection.

(4) 局长可随时增加、更改或撤销根据第 (2) (a) 款或本款施加的牌照的任何条件。

(5) The Authority must not refuse an application under subsection (1) without giving the applicant an opportunity to be heard.

(5) 局长不得拒绝根据第 (1) 款提出的申请, 而不给予申请人陈词的机会。

(6) Every licensee must, while its licence is in force, satisfy —

(6) 每名持牌人在其牌照有效期内, 必须满足——

(a) such financial requirements as may be prescribed or specified by the Authority by written notice; and

(a) 机管局以书面通知规定或指明的财务要求;和

(b) such operational requirements and other requirements as the Authority may specify by written notice.

(b) 机管局可能以书面通知指定的操作要求和其他要求。

(7) A licensee that fails to comply with any requirement mentioned in subsection (6) must immediately notify the Authority of the failure.

(7) 持牌人如不遵从第(6)款所述的任何规定, 必须立即将该项不遵从通知局长。

(8) Where a licensee fails to comply with any requirement under subsection (6) —

(8) 凡持牌人没有遵守第(6)款所指的任何规定——

(a) the Authority may, by written notice to that licensee, do either or both of the following:

(a) 局长可藉向该持牌人发出书面通知, 作出以下一项或两项行为:

(i) restrict or suspend the operations of that licensee;

(一) 限制或暂停该被许可方的运营;

(ii) give such directions to that licensee as the Authority considers appropriate; and

(二) 向该持牌人发出局长认为适当的指示;和

(b) that licensee must comply with that notice.

(b) 该被许可方必须遵守该通知。

(9) A licensee that, without reasonable cause, contravenes subsection (6), or fails to comply with any condition imposed by the Authority under subsection (2)(a) or (4), 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.

(9) 持牌人如无合理因由而违反第(6)款, 或没有遵从局长根据第(2)(a)或

(4)款施加的任何条件, 即属犯罪, 一经定罪, 可处不超过100,000元的罚款, 如属持续的罪行, 可就定罪后继续犯罪的每一日或不足一日, 另处不超过10,000元的罚款。

Holding out as licensee

坚持为被许可人

139.—(1) A person must not hold himself, herself or itself out as a licensee, unless the person has in force a licence.

139.—(1) 任何人不得将自己或自己视为被许可人, 除非该人拥有有效的许可证。

(2) An individual or a partnership must not hold himself, herself or itself (as the case



may be) out as carrying on from a place in Singapore a business of providing any type of digital token service outside of Singapore, unless the individual or partnership is a licensee or exempt from section 137(1) under section 189.

(2) 个人或合伙企业不得将自己、自己或自己（视情况而定）视为在新加坡境外开展提供任何类型的数字代币服务的业务，除非该个人或合伙企业是第 189 条下的被许可人或不受第 137 (1) 条的约束。

(3) A Singapore corporation must not hold itself out as carrying on a business of providing digital token service outside of Singapore, unless it is a licensee or exempt from section 137(3) under section 189.

(3) 新加坡公司不得表明自己在新加坡境外经营提供数字代币服务的业务，除非它是根据第 189 条获得第 137 (3) 条的许可持有人或豁免。

(4) Subsections (2) and (3) do not apply to any person mentioned in section 137(5).

(4) 第 (2) 及 (3) 款不适用于第 137 (5) 条所述的任何人。

(5) A person that contravenes subsection (1), (2) or (3) shall be guilty of an offence and shall be liable on conviction —

(5) 任何人违反第 (1)、(2) 或 (3) 款，即属犯罪，一经定罪，即属法律责任——

(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

(a) 如属个人，可处不超过 125,000 元的罚款或不超过 3 年的监禁，或两者兼处，如属持续的罪行，可就定罪后罪行持续的每一日或不足一日，另处不超过 12,500 元的罚款;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 of a day during which the offence continues after conviction.

(b) 在任何其他情况下，可处不超过 250,000 元的罚款，如属持续的罪行，可就定罪后罪行持续的每一日或不足一日，另处不超过 25,000 元的罚款。

(6) For the purposes of subsection (3), “Singapore corporation” has the meaning given by section 137(7).

(6) 就第 (3) 款而言，“新加坡公司”具有第 137 (7) 条所赋予的含义。

Annual fees of licensees

## 持牌人的年费

140.—(1) A licensee must pay to the Authority a prescribed annual fee in such manner as the Authority may specify by written notice.

140.— (1) 被许可人必须按照管理局通过书面通知指定的方式向管理局支付规定的年费。

(2) The Authority may, where the Authority considers it to be appropriate in a particular case, waive, refund or remit the whole or any part of any annual fee paid or payable to the Authority.

(2) 如局长认为在个别情况下适当, 局长可豁免、退还或汇出已付予机管局的年费的全部或任何部份。

## Lapsing, surrender, revocation or suspension of licence

### 执照失效、交还、撤销或暂时吊销

141.—(1) A licence lapses —

141.— (1) 许可证失效 —

(a) in the case of a licensee that is an entity, if the licensee is wound up or otherwise dissolved, whether in Singapore or elsewhere;

(a) 如果被许可方是一个实体, 如果被许可方在新加坡或其他地方被清盘或以其他方式解散;

(b) in the case of a licensee that is an individual, if the licensee dies, becomes mentally incapacitated or is adjudicated a bankrupt; or

(b) 如持牌人为个人, 则如持牌人死亡、精神上无行为能力或被裁定为破产人;或

(c) upon the occurrence of such other event as may be prescribed.

(c) 在可能规定的其他事件发生时。

(2) The Authority may revoke a licence if —

(2) 局长如属以下情况, 可撤销牌照——

(a) it appears to the Authority that any of the following persons is not a fit and proper person under the Guidelines on Fit and Proper Criteria:

(a) 监督认为以下任何人士并非《适当人选准则》所指的适当人选:

(i) the licensee;

- (一) 被许可方;
- (ii) any officer or employee of the licensee;
- (二) 持牌人的任何高级职员或雇员;
- (iii) where the licensee is a partnership — any partner of that partnership;
- (三) 如果被许可方是合伙企业 — 该合伙企业的任何合伙人;
- (iv) where the licensee is a limited liability partnership — any partner or manager of that limited liability partnership;
- (四) 如果被许可人是有限责任合伙企业 — 该有限责任合伙企业的任何合伙人或经理;
- (v) where the licensee is a corporation — any 5% controller, 12% controller, 20% controller or indirect controller of the licensee;
- (五) 如果被许可方是公司 — 被许可方的任何 5% 控制人、12% 控制人、20% 控制人或间接控制人;
- (b) it appears to the Authority that either of the following is not satisfactory:
- (b) 管理局认为以下任何一项均不令人满意:
- (i) the financial standing of the licensee;
- (一) 持牌人的财务状况;
- (ii) the manner in which the licensee's business is being conducted;
- (二) 持牌人开展业务的方式;
- (c) the licensee has contravened, or continues to contravene, any provision of this Act, or has failed, or continues to fail, to comply with any condition or restriction imposed by the Authority under this Act;
- (c) 被许可人已经违反或继续违反本法的任何规定, 或者已经或继续未能遵守管理局根据本法施加的任何条件或限制;
- (d) the licensee has failed, or continues to fail, to comply with any written notice issued by the Authority under this Act;
- (d) 被许可人未能或继续未能遵守管理局根据本法发出的任何书面通知;
- (e) it appears to the Authority that the licensee has failed, or continues to fail, to comply with any of the licensee's obligations under or arising from —

(e) 在局长看来，该持牌人已未能或继续未能履行该持牌人在以下项下或因以下原因而产生的任何义务——

(i) this Part; or

(一) 本部分;或

(ii) any written notice issued by the Authority under this Act;

(二) 管理局根据本法发出的任何书面通知;

(f) the licensee has provided to the Authority any information or document required under this Act that is false or misleading in a material particular;

(f) 被许可人已向主管当局提供本法要求的任何信息或文件，而该资料或文件在要项上是虚假的或具有误导性的;

(g) it appears to the Authority that any of the following persons has not performed that person's duties under this Act honestly or fairly:

(g) 监督认为以下任何人员未诚实或公平地履行该人在本法下的职责:

(i) the licensee;

(一) 被许可方;

(ii) any officer or employee of the licensee;

(二) 持牌人的任何高级职员或雇员;

(iii) where the licensee is a partnership — any partner of that partnership;

(三) 如果被许可方是合伙企业 — 该合伙企业的任何合伙人;

(iv) where the licensee is a limited liability partnership — any partner or manager of that limited liability partnership;

(四) 如果被许可人是有限责任公司 — 该有限责任公司的任何合伙人或经理;

(h) it appears to the Authority that it would be contrary to the public interest for the licensee to continue its operations;

(h) 机管局认为持牌人继续经营其业务会违反公众利益;

(i) the licensee fails to pay the annual fee mentioned in section 140(1);

(i) 持牌人没有支付第 140 (1) 条所述的年费;

(j) the licensee fails or ceases to carry on a business of providing any type of digital

token service;

(j) 持牌人未能或停止经营提供任何种类数码保安编码器服务的业务;

(k) in the case of a licensee that is a corporation —

(k) 如持牌人是法团 —

(i) the licensee fails or ceases to have an executive director who —

(一) 该持牌人没有或不再有执行董事——

(A) is resident in Singapore; or

(A) 居住在新加坡;或

(B) belongs to the prescribed class of persons mentioned in section 138(3)(b)(ii); or

(B) 属于第 138 (3) (b) (ii) 条所述的订明类别的人;或

(ii) if any executive director of the licensee belongs to the prescribed class of persons mentioned in section 138(3)(b)(ii) — the licensee does not or ceases to satisfy any condition mentioned in section 138(3)(b)(ii);

(二) 如持牌人的任何执行董事属于第 138 (3) (b) (ii) 条所述的订明类别人士——  
该持牌人没有或不再符合第 138 (3) (b) (ii) 条所述的任何条件;

(l) in the case of a licensee that is a partnership —

(l) 如持牌人是合伙企业 —

(i) the licensee fails or ceases to have a partner who —

(一) 该持牌人未能或不再有符合以下条件的合伙人——

(A) is resident in Singapore; or

(A) 居住在新加坡;或

(B) belongs to the prescribed class of persons mentioned in section 138(3)(c)(ii); or

(B) 属于第 138 (3) (c) (ii) 条所述的订明类别的人;或

(ii) if any partner of the licensee belongs to the prescribed class of persons mentioned in section 138(3)(c)(ii) — the licensee does not or ceases to satisfy any condition mentioned in section 138(3)(c)(ii); or

(二) 如持牌人的任何合伙人属于第 138 (3) (c) (ii) 条所述的订明类别人士——  
该持牌人没有或不再符合第 138 (3) (c) (ii) 条所述的任何条件;或

(m) in the case of a licensee that is a limited liability partnership —

(m) 如持牌人是有限责任公司——

(i) the licensee fails or ceases to have a partner or manager who —

(一) 被许可方未能或不再有合伙人或经理——

(A) is resident in Singapore; or

(A) 居住在新加坡;或

(B) belongs to the prescribed class of persons mentioned in section 138(3)(d)(ii); or

(B) 属于第 138 (3) (d) (ii) 条所述的订明类别的人;或

(ii) if any partner or manager of the licensee belongs to the prescribed class of persons mentioned in section 138(3)(d)(ii) — the licensee does not or ceases to satisfy any condition mentioned in section 138(3)(d)(ii).

(二) 如持牌人的任何合伙人或经理属第 138 (3) (d) (ii) 条所述的订明类别人士——该持牌人没有或不再符合第 138 (3) (d) (ii) 条所述的任何条件。

(3) The Authority may, if the Authority considers it desirable to do so —

(3) 如局长认为适宜如此行事，局长可—

(a) suspend the licence of a licensee for a specified period, instead of revoking the licence under subsection (2); and

(a) 将持牌人的牌照暂时吊销一段指明的期间，而不是根据第 (2) 款撤销该牌照;和

(b) at any time —

(b) 任何时候 —

(i) extend the suspension for a specified period; or

(一) 将暂停期限延长指定期限;或

(ii) cancel the suspension.

(二) 取消暂停。

(4) Except as provided in subsection (5), the Authority must not revoke a licence under subsection (2) or suspend a licence under subsection (3), without giving the licensee an opportunity to be heard.

(4) 除第 (5) 款另有规定外，局长不得在未给予持牌人陈词机会的情况下，撤销根据第 (2) 款的牌照或根据第 (3) 款暂时吊销牌照。

(5) The Authority may revoke or suspend a licence of a licensee, without giving the licensee an opportunity to be heard, in any of the following circumstances:

(5) 在下列任何情况下，局长可撤销或暂时吊销持牌人的牌照，而无须给予该持牌人陈词的机会：

(a) in the case of a licensee that is an entity — the licensee is in the course of being wound up or otherwise dissolved, whether in Singapore or elsewhere;

(a) 如果被许可方是一个实体 — 被许可方正在被清盘或以其他方式解散，无论是在新加坡还是其他地方；

(b) a receiver, a receiver and manager, a judicial manager or an equivalent person has been appointed, whether in Singapore or elsewhere, for or in respect of any property of the licensee;

(b) 已在新加坡或其他地方为持牌人的任何财产或就持牌人的任何财产任命了接管人、接管人兼管理人、司法管理人或同等人员；

(c) any of the following persons has been convicted, whether in Singapore or elsewhere, of an offence involving fraud or dishonesty, or of an offence the conviction for which involves a finding that the person convicted had acted fraudulently or dishonestly, whether the applicable offence is committed before, on or after the date of commencement of this paragraph:

(c) 以下任何人在新加坡或其他地方被判犯有涉及欺诈或不诚实的罪行，或被定罪后发现被定罪的人有欺诈或不诚实的行为，无论适用的罪行是在本段开始日期之前、之日或之后犯下的：

(i) the licensee;

(一) 被许可方；

(ii) in the case of a licensee that is a corporation — any director, 5% controller, 12% controller, 20% controller or indirect controller of the licensee;

(二) 如被许可方为法团 — 被许可方的任何董事、5% 控权人、12% 控权人、20% 控权人或间接控权人；

(iii) in the case of a licensee that is a partnership — any partner of that partnership; and

(三) 如果被许可方是合伙企业，则为该合伙企业的任何合伙人；和

(iv) in the case of a licensee that is a limited liability partnership — any partner or manager of that limited liability partnership.

(四) 如果被许可人是有限责任公司，则为该有限责任公司的任何合伙人或经理。

(6) A licensee whose licence has lapsed, or is revoked or suspended, must cease to carry on the business of providing any type of digital token service from the date the licence lapses, or the revocation or suspension takes effect, as the case may be.

(6) 持牌人如牌照失效、被撤销或暂时吊销，须由牌照失效或吊销或暂时吊销生效（视属何情况而定）当日起，停止经营提供任何种类数码保安编码器服务的业务。

(7) Despite the lapsing or revocation of a licence granted to a person, unless the Authority otherwise directs, sections 145, 158, 169, 170 and 171, continue to apply in relation to the person in respect of matters that occurred before the lapsing or revocation of the licence.

(7) 即使已批给某人的牌照失效或撤销，但除非局长另有指示，否则第 145、158、169、170 及 171 条就该牌照失效或撤销前发生的事宜，继续适用于该人。

(8) A person that contravenes subsection (6) 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.

(8) 任何人违反第 (6) 款，即属犯罪，一经定罪，可处不超过 100,000 元的罚款，如属持续的罪行，可就定罪后罪行持续的每一日或不足一日，另处不超过 10,000 元的罚款。

(9) A licensee may surrender the licensee's licence by submitting to the Authority a written notice of surrender, in such form as may be specified by the Authority by written notice.

(9) 持牌人可藉向局长呈交其牌照，但须以局长以书面通知指明的形式，向局长呈交牌照。

(10) Any surrender, lapsing, revocation or suspension of a person's licence —

(10) 任何人的执照的交还、失效、撤销或暂时吊销——

(a) does not avoid or affect any agreement, transaction or arrangement relating to the person's business of providing any digital token service that is entered into by the person, whether the agreement, transaction or arrangement was entered into before or after the surrender, lapsing, revocation, or suspension (as the case may be) of the licence; and

(a) 不避免或影响与该人提供任何数码保安编码器服务的业务有关的任何协议、交易



或安排，无论该协议、交易或安排是在牌照交还、失效、撤销或暂停（视情况而定）之前或之后订立的；和

(b) does not affect any right, obligation or liability arising under any such agreement, transaction or arrangement.

(b) 不影响根据任何此类协议、交易或安排产生的任何权利、义务或责任。

Appeals to Minister

向部长呼吁

142. Any person that is aggrieved —

142. 任何人感到受屈——

(a) by the refusal of the Authority to grant a licence to the person; or

(a) 局长拒绝向该人批给牌照；或

(b) by the revocation or suspension of the person's licence by the Authority,

(b) 局长撤销或暂时吊销该人的牌照，

may, within 30 days after having been informed by the Authority of the refusal, revocation or suspension, appeal in writing to the Minister, whose decision is final.

在接到管理局关于拒绝、撤销或暂停的通知后 30 天内，可以书面形式向部长提出上诉，部长的决定为最终决定。

Subdivision (2) — Conduct of business

分部 (2) — 业务行为

Place of business of licensee

被许可人的营业地点

143.—(1) A licensee must not carry on a business of providing any type of digital token service unless the licensee has a permanent place of business.

143.— (1) 被许可方不得经营提供任何类型的数字令牌服务的业务，除非其拥有永久营业场所。

(2) A licensee must appoint at least one person to be present, on such days and at such hours as the Authority may specify by written notice, at the licensee's permanent place of business to respond to any queries related to anti-money laundering or countering the financing of terrorism, or complaints from any digital token service user that uses any digital token service provided by the licensee or is a customer of the

licensee.

(2) 持牌人必须指定至少一名人士，在局长以书面通知指定的日期及时间，到场处理其持牌人的永久营业地点，以回应与打击洗钱或恐怖分子资金筹集有关的任何查询，或来自任何使用持牌人提供的任何数码保安编码器服务的数字保安编码器服务使用者或持牌人的客户的投诉。

(3) A licensee must keep, or cause to be kept, at the licensee's permanent place of business, books of all the licensee's transactions in relation to any digital token service provided by the licensee.

(3) 被许可方必须在其被许可方的永久营业地点保存或安排保存其被许可方与其提供的任何数字代币服务有关的所有交易簿。

(4) A licensee must notify the Authority of any change in the address of any of the following places within 7 days after the date of that change:

(4) 持牌人必须在以下任何地点的地址发生任何更改之日起 7 天内通知局长：

(a) the licensee's permanent place of business or registered office;

(a) 被许可方的永久营业地点或注册办事处；

(b) every other place of business of the licensee.

(b) 被许可方的所有其他营业地点。

(5) A licensee that contravenes subsection (1), (2) or (3) 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) 持牌人违反第 (1)、(2) 或 (3) 款，即属犯罪，一经定罪，可处不超过 100,000 元的罚款，如属持续的罪行，可就该罪行在定罪后继续存在的每一日或不足一日，另处不超过 10,000 元的罚款。

(6) A licensee that contravenes subsection (4) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$2,000.

(6) 持牌人违反第 (4) 款，即属犯罪，一经定罪，可处不超过 2,000 元的罚款。

Obligation of licensee to notify Authority of certain events

被许可方有义务将某些事件通知管理局

144.—(1) A licensee must notify the Authority of the occurrence of any of the following events as soon as practicable after that occurrence:

144.— (1) 持牌人必须在发生以下任何事件后，在切实可行的范围内尽快通知局长：

(a) any civil or criminal proceeding instituted against the licensee, whether in Singapore or elsewhere;

(a) 针对被许可方提起的任何民事或刑事诉讼，无论是在新加坡还是其他地方；

(b) any event (including an irregularity in the operations of the licensee) that materially impedes or impairs the operations of the licensee;

(b) 任何严重阻碍或损害被许可方运营的事件（包括被许可方运营中的违规行为）；

(c) the licensee being or becoming, or being likely to become, insolvent or unable to meet any of the licensee's financial, statutory, contractual or other obligations;

(c) 被许可方正在或正在或可能成为资不抵债或无法履行被许可方的任何财务、法定、合同或其他义务；

(d) any disciplinary action taken against the licensee by any regulatory authority (other than the Authority), whether in Singapore or elsewhere;

(d) 任何监管机构（管理局除外），无论是在新加坡还是其他地方对被许可方采取的任何纪律处分；

(e) any significant change to the regulatory requirements imposed on the licensee by any regulatory authority (other than the Authority), whether in Singapore or elsewhere;

(e) 任何监管机构（管理局除外），无论是在新加坡还是其他地方，对被许可方施加的监管要求的任何重大变化；

(f) any other event that the Authority may prescribe or specify by written notice.

(f) 机管局可能以书面通知规定或指定的任何其他事件。

(2) A licensee must notify the Authority of the occurrence of any other event that the Authority may prescribe or specify by written notice within 14 days after the date of that occurrence.

(2) 持牌人必须在该事件发生日期后的 14 天内，以书面通知局长可能规定或指明的任何其他事件的发生。

(3) A person that contravenes subsection (1) or (2) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$250,000.

(3) 任何人违反第（1）或（2）款，即属犯罪，一经定罪，可处不超过 250,000 元的罚款。

## Obligation of licensee to provide information to Authority

### 被许可人向机管局提供资料的义务

145.—(1) Subject to subsection (4), the Authority may, by written notice, require any licensee, or any person acting on behalf of a licensee, to provide to the Authority, within such period as the Authority may specify in the notice, all such information relating to the licensee's business of providing any digital token service as the Authority may specify in the notice.

145.— (1) 在符合第 (4) 款规定的前提下，局长可以通过书面通知要求任何被许可方或代表被许可方行事的任何人，在局长在通知中指明的期限内，向局长提供与被许可方可提供任何数字令牌服务的业务有关的所有此类信息。

(2) Without limiting subsection (1), the Authority may, in the notice under that subsection, require any person mentioned in that subsection to provide —

(2) 在不限第 (1) 款的原则下，局长可在根据该款发出的通知中，规定该款所述的任何人提供——

(a) information relating to any of the following matters:

(a) 与以下任何事项有关的信息：

(i) the operations of the licensee;

(一) 被许可方的运营；

(ii) the pricing of, or any other form of consideration for, any digital token service offered or provided by the licensee; and

(二) 被许可方提供的任何数字令牌服务的定价或任何其他形式的对价；和

(b) such other information as the Authority may require for the purposes of this Part.

(b) 局长为施行本部而可能要求的其他信息。

(3) Subject to subsection (4) —

(3) 在符合第 (4) 款规定的情况下——

(a) a requirement imposed by the Authority under this section has effect despite any obligation as to secrecy or other restrictions upon the disclosure of information imposed by any rule of law or contract; and

(a) 即使任何法律规则或合约对资料的披露施加任何保密或其他限制的义务，局长根据本条施加的规定仍然有效；和

(b) a person that complies with a requirement imposed by the Authority under this section is not to be treated as being in breach of any restriction on the disclosure of the information imposed by any rule of law or contract.

(b) 任何人如遵从局长根据本条施加的规定，不得被视为违反任何法律或合约规则对披露资料所施加的任何限制。

(4) Nothing in this section requires a person to disclose any information subject to legal privilege.

(4) 本节中的任何内容均不要求任何人披露任何受法律特权约束的信息。

(5) A person that fails to comply with a notice under subsection (1) shall be guilty of an offence and shall be liable on conviction —

(5) 任何人如不遵从根据第 (1) 款发出的通知，即属犯罪，一经定罪，即属—

(a) in the case of an individual, to a fine not exceeding \$12,500 or to imprisonment for a term not exceeding 12 months or to both and, in the case of a continuing offence, to a further fine not exceeding \$1,250 for every day or part of a day during which the offence continues after conviction; or

(a) 如属个人，可处不超过 12,500 元的罚款或不超过 12 个月的监禁，或两者兼处，如属持续的罪行，可就定罪后罪行持续的每一日或不足一日，另处不超过 1,250 元的罚款;或

(b) in any other case, to a fine not exceeding \$25,000 and, in the case of a continuing offence, to a further fine not exceeding \$2,500 for every day or part of a day during which the offence continues after conviction.

(b) 在任何其他情况下，对定罪后罪行持续的每一天或不足一日，最高处不超过 25,000 元的罚款，如属持续的罪行，另加不超过 2,500 元的罚款。

Obligation of licensee to submit periodic reports

被许可方提交定期报告的义务

146.—(1) A licensee must submit to the Authority such reports or returns relating to the licensee's business in such form, manner and frequency as the Authority may specify by written notice.

146.— (1) 被许可方必须按照管理局通过书面通知指定的形式、方式和频率，向管理局提交与其业务有关的报告或申报表。

(2) A person that 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 of a day during which the offence continues after conviction.

(2) 任何人违反第 (1) 款, 即属犯罪, 一经定罪, 可处不超过 100,000 元的罚款, 如属持续的罪行, 可就定罪后罪行持续的每一日或不足一日, 另处不超过 10,000 元的罚款。

Prohibition from carrying on certain businesses

禁止经营某些业务

147.—(1) A licensee must not carry on a business of granting any credit facility to any individual in Singapore.

147.— (1) 被许可方不得经营向新加坡境内的任何个人提供任何信贷便利的业务。

(2) A licensee that 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 of a day during which the offence continues after conviction.

(2) 持牌人违反第 (1) 款, 即属犯罪, 一经定罪, 可处不超过 100,000 元的罚款, 如属持续的罪行, 可就定罪后罪行持续的每一日或不足一日, 另处不超过 10,000 元的罚款。

(3) In this section, “credit facility” means —

(3) 在本条中, “信贷便利”是指——

(a) any advance, loan or other facility that is granted by a licensee to a customer who is an individual, and that gives the customer access to any funds or financial guarantee provided by the licensee; or

(a) 被许可方向个人客户提供的任何预付款、贷款或其他便利, 并使客户能够获得被许可方提供的任何资金或财务担保;或

(b) any other liability that is incurred by a licensee on behalf of a customer who is an individual.

(b) 被许可方代表个人客户承担的任何其他责任。

Subdivision (3) — Control of controllers of licensees

分部 (3) — 控制持牌人的控制人

Application and interpretation of this Subdivision

本细分的适用和解释

148.—(1) This Subdivision applies to —

148.— (1) 本细分适用于—

(a) every individual, whether or not resident in Singapore and whether or not a citizen of Singapore; and

(a) 每个人，无论是否居住在新加坡，也无论是否为新加坡公民;和

(b) every entity.

(b) 每个实体。

(2) In this Subdivision, unless the context otherwise requires, a reference to a licensee is a reference to a licensee incorporated in Singapore.

(2) 在本细分中，除非上下文另有要求，否则对被许可方的引用是指在新加坡注册成立的被许可方。

Control of shareholding in licensee

控制持牌人的股权

149.—(1) A person must not become a 20% controller of a licensee without first applying for and obtaining the approval of the Authority under subsection (2).

149.— (1) 在未根据第 (2) 款申请并获得主管当局的批准之前，任何人不得成为被许可方的 20% 控制人。

(2) The Authority may approve an application made by any person under subsection (1) if the Authority is satisfied that —

(2) 如局长信纳—

(a) having regard to the likely influence of the person, the licensee will or will continue to conduct its business prudently and comply with the provisions of this Act and any other written law administered by the Authority;

(a) 在顾及该人可能产生的影响后，持牌人将或将继续审慎地经营其业务，并遵守本法的规定和机管局执行的任何其他成文法的规定;

(b) the person is, under the Guidelines on Fit and Proper Criteria, a fit and proper person to be a 20% controller of the licensee; and

(b) 根据《适当人选准则指引》，该人是成为持牌人 20% 控权人的适当人选;和

(c) it is in the public interest to do so.

(c) 这样做符合公共利益。

(3) An approval under subsection (2) may be granted to any person subject to such conditions as the Authority may impose, including but not limited to —

(3) 根据第 (2) 款的批准可授予任何人, 但须符合局长可能施加的条件, 包括但不限于——

(a) any condition restricting the person's disposal or further acquisition of shares or voting power in the licensee; and

(a) 限制该人出售或进一步取得持牌人的股份或投票权的任何条件;和

(b) any condition restricting the person's exercise of voting power in the licensee.

(b) 限制该人在持牌人中行使投票权的任何条件。

(4) The Authority may at any time add to, vary or revoke any condition that is imposed under subsection (3) or this subsection.

(4) 局长可随时增加、更改或撤销根据第 (3) 款或本款施加的任何条件。

(5) Any condition imposed under subsection (3) or (4) has effect despite any provision of the Companies Act 1967 or anything contained in the constitution of the licensee.

(5) 尽管 1967 年公司法有任何规定或被许可人的章程中有任何规定, 根据第 (3) 或 (4) 款施加的任何条件仍然有效。

#### Objection to existing control of licensee

#### 对持牌人的现有控制权提出异议

150.—(1) The Authority may serve a written notice of objection on any person that is, or is required to obtain or has obtained the Authority's approval under section 149(2) to become, a 20% controller of a licensee, if the Authority is satisfied that —

150.— (1) 如局长信纳以下事项, 即符合以下条件, 则局长可向任何人送达书面反对通知, 该人是或须根据第 149 (2) 条取得或已取得局长的批准, 以成为持牌人 20% 的控权人——

(a) any condition for approval under section 149(2) imposed on the person under section 149(3) or (4) has not been complied with;

(a) 根据第 149 (2) 条根据第 149 (3) 或 (4) 条施加于该人的任何批准条件未获遵守;

(b) it is not, or is no longer, in the public interest to allow the person to continue to be a 20% controller of the licensee;

(b) 允许该人继续担任被许可方 20% 的控权人不符合或不再符合公共利益;



- (c) the person has provided any false or misleading information or document in connection with an application under section 149(1);
- (c) 该人已就根据第 149 (1) 条提出的申请提供任何虚假或误导性的资料或文件;
- (d) the person is no longer a fit and proper person under the Guidelines on Fit and Proper Criteria;
- (d) 该人不再是《适当人选准则》规定的适当人选;
- (e) having regard to the likely influence of the person, the licensee is no longer likely to conduct its business prudently or to comply with the provisions of this Part; or
- (e) 考虑到该人可能产生的影响, 持牌人不再可能审慎经营业务或遵从本部的规定;或
- (f) the Authority would not have been satisfied as to any of the matters specified in section 149(2) had the Authority been aware, at that time, of circumstances relevant to the person's application under section 149(1).
- (f) 假如局长当时知悉与该人根据第 149 (1) 条提出的申请有关的情况, 局长便不会信纳第 149 (2) 条所指明的任何事宜。

(2) Before serving a written notice of objection under subsection (1), the Authority must, unless the Authority decides that it is not practicable or desirable to do so —

(2) 在根据第 (1) 款送达书面反对通知书前, 除非局长决定如此行事并非切实可行或不适宜, 否则局长必须—

(a) notify the person of the Authority's intention to serve the written notice of objection; and

(a) 通知该人局长有意送达书面反对通知书;和

(b) specify a date by which the person may make written representations with regard to the proposed written notice of objection.

(b) 指定该人可就拟议的书面反对通知做出书面陈述的日期。

(3) The Authority must consider any written representations that the Authority receives before the date mentioned in subsection (2)(b), for the purpose of determining whether to issue a written notice of objection.

(3) 局长必须考虑局长在第 (2) (b) 款所述日期之前收到的任何书面申述, 以决定是否发出书面反对通知。

(4) The Authority must, in any written notice of objection, specify a reasonable period within which the person that has been served the written notice of objection must —

(4) 局长必须在任何书面反对通知中指明一个合理期限，在该期限内，已送达书面反对通知的人必须——

(a) cease to be a 20% controller of the licensee; or

(a) 不再是被许可方 20% 的控制人;或

(b) comply with such direction as the Authority may make under section 151.

(b) 遵从局长根据第 151 条作出的指示。

(5) A person that has been served a written notice of objection must comply with that notice.

(5) 已收到书面反对通知的人必须遵守该通知。

Power of Authority to issue directions for this Subdivision

当局就此分部发出指示的权力

151.—(1) If the Authority is satisfied that a person has contravened section 149(1) or has failed to comply with any condition imposed under section 149(3) or (4), or if the Authority has served a written notice of objection under section 150, the Authority may, by written notice —

151.— (1) 如局长信纳某人违反了第 149 (1) 条或没有遵从根据第 149 (3) 或

(4) 条施加的任何条件，或如局长已根据第 150 条送达书面反对通知，则局长可藉书面通知——

(a) direct the transfer or disposal of all or any of the shares in the licensee held by the person or any of the person's associates (called in this section the specified shares) within such time or subject to such conditions as the Authority considers appropriate;

(a) 指示在局长认为适当的时间内或受制于局长认为适当的条件，转让或处置该人或其任何联系人所持有的持牌人的全部或任何股份（在本条中称为指明股份）；

(b) restrict the transfer or disposal of all or any of the specified shares; or

(b) 限制转让或处置全部或任何指定股份;或

(c) make such other direction as the Authority considers appropriate.

(c) 作出监督认为适当的其他指示。

(2) Where the Authority has issued any direction under subsection (1)(a) or imposed any restriction under subsection (1)(b), until a transfer or disposal is effected in accordance with the direction or until the restriction on the transfer or disposal is removed, as the case may be —

(2) 凡局长已根据第 (1) (a) 款发出任何指示或根据第 (1) (b) 款施加任何限制, 直至按照该指示进行转让或处置, 或直至对转让或处置的限制被移除 (视属何情况而定) 为止——

(a) no voting rights may be exercised in respect of the specified shares, unless the Authority expressly permits such rights to be exercised;

(a) 除非机管局明确准许行使该等权利, 否则不得就指明股份行使表决权;

(b) no shares of the licensee may be issued or offered (whether by way of rights, bonus or otherwise) in respect of the specified shares, unless the Authority expressly permits such issue or offer; and

(b) 除非机管局明确准许, 否则不得就指明股份发行或要约持牌人的股份 (不论是否藉供股、红利或其他方式) 一和

(c) except in a liquidation of the licensee, no payment may be made by the licensee of any amount (whether by way of dividends or otherwise) in respect of the specified shares, unless the Authority expressly authorises such payment.

(c) 除非局长明确授权, 否则持牌人不得就指明股份支付任何款项 (不论是藉股息或其他方式), 否则该等款项。

(3) Subsection (2) has effect despite any provision of the Companies Act 1967 or anything contained in the constitution of the licensee.

(3) 尽管 1967 年公司法有任何规定或被许可人章程中的任何内容, 第 (2) 款仍然有效。

(4) Any issue or offer of shares in contravention of subsection (2)(b) is void, and a person to whom a direction has been issued under subsection (1)(a) or on whom a restriction has been imposed under subsection (1)(b) must immediately return those shares to the licensee, upon which the licensee must return to the person any payment received from the person in respect of those shares.

(4) 任何违反第 (2) (b) 款而发行或要约的股份均属无效, 而根据第 (1) (a) 款获发出指示的人或根据第 (1) (b) 款受限制的人, 必须立即将这些股份退还给持牌人, 而持牌人必须将就该等股份从该人收取的任何款项退还给该人。

(5) Any payment made by a licensee in contravention of subsection (2)(c) is void, and a person to whom a direction has been issued under subsection (1)(a) or on whom a restriction has been imposed under subsection (1)(b) must immediately return the payment the person has received to the licensee.

(5) 持牌人违反第 (2) (c) 款而作出的任何付款即属无效, 而根据第 (1) (a) 款

获发出指示的人或根据第（1）（b）款受限制的人，必须立即将其已收到的款项退还予该持牌人。

Power of Authority to obtain information relating to this Subdivision

获取与本细分相关的信息的授权

152.—(1) The Authority may, by written notice, direct a licensee to obtain from any of its shareholders, and to provide to the Authority, any information relating to the shareholder that the Authority may require for either or both of the following purposes:

152.—（1）机管局可藉书面通知指示持牌人向其任何股东索取，并向机管局提供机管局为以下一项或两项目的而可能需要的与股东有关的任何资料：

(a) ascertaining or investigating into the control of shareholding or voting power in the licensee;

(a) 确定或调查持牌人的持股权或表决权的控制权；

(b) exercising any power or function under section 149, 150, 151, 153 or 189.

(b) 行使第 149、150、151、153 或 189 条所赋予的任何权力或职能。

(2) Without limiting subsection (1), the notice in that subsection may require the licensee to obtain and provide the following information:

（2）在不限第（1）款的原则下，该款中的通知可要求持牌人取得及提供下列资料：

(a) whether the shareholder has an interest in any share in the licensee as beneficial owner or as trustee;

(a) 股东是否作为实益拥有人或受托人身分在持牌人的任何股份中拥有权益；

(b) if the shareholder holds the interest in the share as trustee, to indicate as far as that shareholder is able to —

(b) 如果该股东作为受托人持有该股份的权益，则表明该股东能够——

(i) the person for whom that shareholder holds the interest (either by name or by other particulars sufficient to enable that person to be identified); and

（一）该股东为其持有权益的人（按姓名或足以识别该人的其他详情）；和

(ii) the nature of that person's interest.

（二）该人利益的性质。

(3) The Authority may, by written notice, require any shareholder (X) of a licensee, or

any person (Y) that appears from information provided to the Authority under subsection (1) or this subsection to have an interest in any share in the licensee, to provide to the Authority any information relating to X or Y (as the case may be) that the Authority may require for either or both of the following purposes:

(3) 局长可藉书面通知，规定持牌人的任何股东 (X)，或从根据第 (1) 款或本款向局长提供的资料看来，在该持牌人的任何股份中拥有权益的任何人 (Y)，向局长提供局长为以下其中一项或两项目的而可能要求的关于 X 或 Y (视属何情况而定) 的任何资料：

(a) ascertaining or investigating into the control of shareholding or voting power in the licensee;

(a) 确定或调查持牌人的持股权或表决权的控制权;

(b) exercising any power or function under section 149, 150, 151, 153 or 189.

(b) 行使第 149、150、151、153 或 189 条所赋予的任何权力或职能。

(4) Without limiting subsection (3), the notice in that subsection may require X or Y to provide the following information:

(4) 在不限第 (3) 款的原则下，该款中的通知可要求 X 或 Y 提供以下信息：

(a) whether X or Y holds the interest as beneficial owner or as trustee;

(a) X 或 Y 是否以实益拥有人或受托人身分持有权益;

(b) if X or Y holds the interest as trustee, to indicate as far as X or Y can —

(b) 如果 X 或 Y 作为受托人持有权益，则表明 X 或 Y 可以——

(i) the person (Z) for whom X or Y holds the interest (either by name or by other particulars sufficient to enable Z to be identified); and

(一) X 或 Y 为其持有权益的人 (Z) (通过姓名或足以识别 Z 的其他详情); 和

(ii) the nature of Z's interest;

(二) Z 的利益性质;

(c) whether any share or any voting right attached to the share is the subject of an agreement or arrangement described in section 136(2)(c)(vi), and if so, to give particulars of the agreement or arrangement and the parties to it.

(c) 任何股份或附于该股份的任何投票权是否属于第 136 (2) (c) (vi) 条所述协议或安排的标的物，如果是，则提供该协议或安排及其各方的详情。

Offences, penalties and defences

违规、处罚和辩护

153.—(1) A person that —

153.— (1) 符合以下条件的人——

(a) contravenes section 149(1) or 150(5) or does any act in contravention of section 151(2);

(a) 违反第 149 (1) 或 150 (5) 条, 或作出违反第 151 (2) 条的任何行为;

(b) fails to comply with —

(b) 未能遵守 —

(i) any written notice issued under section 151(1) or 152(1) or (3); or

(一) 根据第 151 (1) 或 152 (1) 或 (3) 条发出的任何书面通知;或

(ii) any condition imposed under section 149(3) or (4); or

(二) 根据第 149 (3) 或 (4) 条施加的任何条件;或

(c) in purported compliance with a written notice issued under section 152(1) or (3), knowingly or recklessly provides any information or document that is false or misleading in a material particular,

(c) 看来是遵从根据第 152 (1) 或 (3) 条发出的书面通知, 明知或罔顾后果地提供任何在要项上属虚假或具误导性的资料或文件,

shall be guilty of an offence.

即属犯罪。

(2) A person convicted of an offence under subsection (1) shall be liable on conviction —

(2) 任何人被裁定犯了第 (1) 款所订的罪行, 一经定罪, 即须负上法律责任——

(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

(a) 如属个人, 可处不超过 125,000 元的罚款或不超过 3 年的监禁, 或两者兼处, 如属持续的罪行, 可就定罪后罪行持续的每一日或不足一日, 另处不超过 12,500 元的罚款;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 of a day during which the offence continues after conviction.

(b) 在任何其他情况下，可处不超过 250,000 元的罚款，如属持续的罪行，可就定罪后罪行持续的每一日或不足一日，另处不超过 25,000 元的罚款。

(3) Where a person is charged with an offence in respect of a contravention of section 149(1), it is a defence for the person to prove that —

(3) 凡某人被控犯有与第 149 (1) 条有关的罪行，该人如能证明——

(a) the person was not aware that the person had contravened section 149(1), as the case may be;

(a) 该人不知道该人违反了第 149 (1) 条（视情况而定）；

(b) within 14 days after becoming aware of the contravention, the person notified the Authority of the contravention; and

(b) 在知悉该违规行为后 14 天内，该人将该违规行为通知了监督；和

(c) within such reasonable time as may be determined by the Authority, the person took such action in relation to the person's shareholding or control of the voting power in the licensee as the Authority may direct.

(c) 在机管局决定的合理时间内，该人就该人在持牌人中的表决权的持有权或控制权采取了机管局所指示的行动。

(4) Where a person is charged with an offence in respect of a contravention of section 149(1), it is also a defence for the person to prove that, even though the person was aware of the contravention —

(4) 凡某人被控犯了与第 149 (1) 条有关的罪行，该人如能证明即使该人知道有违反行为——

(a) the contravention occurred as a result of an increase in the shareholding as described in section 136(2)(a) of, or in the voting power controlled by, any of the person's associates described in section 136(2)(c)(i);

(a) 该违规行为是由于第 136 (2) (a) 条所述的该人的任何联系人的持股量增加，或由第 136 (2) (c) (i) 条所述的任何联系人控制的投票权增加所致；

(b) the person had no agreement or arrangement (whether oral or in writing and whether express or implied) with that associate —

(b) 该人与该联系人并无协议或安排（无论是口头或书面，也不论明示或暗示）——

(i) with respect to the acquisition, holding or disposal of shares or other interests in the licensee; or

(一) 就收购、持有或处置被许可方的股份或其他权益而言;或

(ii) under which the person and that associate act together in exercising their voting power in relation to the licensee;

(二) 根据该条款, 该人与该联系人在行使其对持牌人的投票权时共同行事;

(c) within 14 days after the date of the contravention, the person notified the Authority of the contravention; and

(c) 在违例日期后的 14 天内, 该人将违反事项通知监督;和

(d) within such reasonable time as may be determined by the Authority, the person took such action in relation to the person's shareholding or control of the voting power in the licensee as the Authority may direct.

(d) 在机管局决定的合理时间内, 该人就该人在持牌人中的表决权的持有权或控制权采取了机管局所指示的行动。

(5) Except as provided in subsections (3) and (4), it is not a defence for a person charged with an offence in respect of a contravention of section 149(1) to prove that the person did not intend to, or did not knowingly, contravene that provision.

(5) 除第 (3) 及 (4) 款另有规定外, 被控犯第 149 (1) 条之罪行的人, 如证明该人无意或明知而违反该条文, 则不能作为免责辩护。

Appeals to Minister

向部长呼吁

154. Any person that is aggrieved by a decision of the Authority under section 149, 150 or 151 may, within 30 days after receiving the decision of the Authority, appeal in writing to the Minister, whose decision is final.

154. 任何人如因主管局根据第 149、150 或 151 条作出的决定而感到受屈, 可在收到主管局的决定后 30 天内, 以书面形式向部长提出上诉, 部长的决定为最终决定。

Subdivision (4) — Control of officers of licensees

分部 (4) — 对持牌人高级人员的控制

Approval of chief executive officer, director, partner or manager of licensee

被许可方的首席执行官、董事、合伙人或经理的批准



155.—(1) Subject to subsections (4) and (5) —

155.— (1) 根据第 (4) 和 (5) 款的规定, —

(a) an individual may not be appointed as a chief executive officer or as a director of a licensee that is a corporation;

(a) 个人不得被任命为作为公司的持牌人的首席执行官或董事;

(b) an individual may not be appointed as manager, or become a partner, of a licensee that is a limited liability partnership; and

(b) 个人不得被任命为有限责任合伙企业的被许可方的经理或成为合伙人;和

(c) an individual may not become a partner in a licensee that is a partnership,

(c) 个人不得成为作为合伙企业的被许可方的合伙人,

without the approval of the Authority upon an application made by the licensee concerned.

未经机管局当局批准而获有关持牌人提出申请。

(2) An application under subsection (1) must be made in the form and manner prescribed.

(2) 根据第 (1) 款提出的申请必须按照规定的格式和方式提出。

(3) Without affecting any other matter that the Authority may consider relevant, the Authority may —

(3) 在不影响局长认为相关的任何其他事宜的情况下, 局长可——

(a) in determining whether to grant its approval under paragraph (b), have regard to such criteria as the Authority may specify by written notice to the licensee; and

(a) 在决定是否根据 (b) 段批给其批准时, 须顾及局长可藉向持牌人发出书面通知而指明的准则;和

(b) approve or refuse the application.

(b) 批准或拒绝申请。

(4) Where a licensee that is a corporation has obtained the approval of the Authority under subsection (3)(b) to appoint an individual as the licensee's chief executive officer or director, the individual may, without the approval of the Authority, be re-appointed as chief executive officer or director (as the case may be) of the licensee immediately upon the expiry of the individual's term of appointment.

(4) 凡属法团的持牌人已根据第 (3) (b) 款取得局长的批准, 可委任某人为该持牌人的行政总裁或董事, 则其人可在该人的任期届满后立即无须局长批准而获重新委任为该持牌人的行政总裁或董事 (视属何情况而定)。

(5) Where a licensee that is a limited liability partnership has obtained the approval of the Authority under subsection (3)(b) to appoint an individual as the licensee's manager, the individual may, without the approval of the Authority, be re-appointed as manager of the licensee immediately upon the expiry of the individual's term of appointment.

(5) 凡属有限法律责任合伙的持牌人已根据第 (3) (b) 款取得局长的批准, 可委任一名个人为该持牌人的经理, 则其人可在该人的任期届满后, 无须局长批准, 即时获再委任为该持牌人的经理。

(6) Subject to subsection (7), the Authority must not refuse a licensee's application under subsection (1) without giving the licensee an opportunity to be heard.

(6) 除第 (7) 款另有规定外, 局长不得在未给予持牌人陈词机会的情况下, 拒绝该持牌人根据第 (1) 款提出的申请。

(7) The Authority may refuse an application under subsection (1) for the Authority's approval under subsection (3)(b) of an individual without giving the licensee an opportunity to be heard, in any of the following circumstances:

(7) 在下列任何情况下, 局长可拒绝根据第 (1) 款要求局长根据第 (3) (b) 款批准某人的申请, 而不给予持牌人陈词的机会:

(a) the individual has been convicted, whether in Singapore or elsewhere, of any of the following offences, whether the offence is committed before, on or after the date of commencement of this paragraph:

(a) 该个人在新加坡或其他地方已被判犯有以下任何罪行, 无论该罪行是在本段开始日期之前、之日或之后犯下的:

(i) an offence involving fraud or dishonesty;

(一) 涉及欺诈或不诚实的罪行;

(ii) an offence the conviction for which involves a finding that the individual had acted fraudulently or dishonestly;

(二) 一项罪行, 而该罪行的定罪涉及裁定该人曾作出欺诈或不诚实的行为;

(iii) an offence that is specified in the Third Schedule to the Registration of Criminals Act 1949;

(三) 《1949 年罪犯登记法》附表 3 中规定的罪行;

(b) the individual is an undischarged bankrupt, whether in Singapore or elsewhere;

(b) 该个人是未获解除的破产人，无论是在新加坡还是其他地方；

(c) the individual has had an enforcement order against the individual in respect of a judgment debt returned unsatisfied in whole or in part;

(c) 该个人已就未全部或部分清偿的判定债项收到针对该个人的执行令；

(d) the individual has, whether in Singapore or elsewhere, entered into a compromise or scheme of arrangement with the individual's creditors, being a compromise or scheme of arrangement that is still in operation;

(d) 该个人已与该个人的债权人达成妥协或债务偿还安排计划，而该妥协或债务偿还安排计划仍在运作；

(e) the individual has in force against the individual a prohibition order;

(e) 该个人对该个人有有效的禁止令；

(f) the individual has been a director of, or directly concerned in the management of, a regulated financial institution, whether in Singapore or elsewhere —

(f) 该个人曾是受监管金融机构的董事或直接参与其管理，无论是在新加坡还是其他地方——

(i) that is being or has been wound up by a court; or

(一) 正在或已经由法院清盘;或

(ii) 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 financial regulatory authority in that foreign country or territory.

(二) 其批准、授权、指定、认可、注册或许可已被机管局撤回、取消或撤销，或者（如属外国或地区的受监管金融机构）已被该外国或地区的金融监管机构撤回、取消或撤销。

(8) Where the Authority refuses an application under subsection (1) for the Authority's approval under subsection (3)(b), the Authority need not give the individual who was proposed to be appointed an opportunity to be heard.

(8) 如局长拒绝根据第（1）款提出的申请，要求局长根据第（3）（b）款批准，则局长无须给予被提议获委任的人陈词的机会。

(9) A licensee that, without reasonable excuse, contravenes subsection (1) shall be

guilty of an offence and shall be liable on conviction to a fine not exceeding \$100,000.

(9) 持牌人无合理辩解而违反第(1)款, 即属犯罪, 一经定罪, 可处不超过100,000元的罚款。

(10) In this section —

(10) 在本条中——

“prohibition order” means —

禁止令 (prohibition order) 指——

(a) a prohibition order made under section 68(1) of the Financial Advisers Act 2001 as in force immediately before the date of commencement of section 200(1)(b) and (2) to (7) of this Act;

(a) 根据《2001年财务顾问法》第68(1)条订立的禁止令, 该禁令在紧接本法第200(1)(b)和(2)至(7)条生效之日之前生效;

(b) a prohibition order made under section 68(1) of the Financial Advisers Act 2001 as in force immediately before the date of commencement of section 200(1)(b) and (2) to (7) of this Act, and as continued by section 217(2) of this Act;

(b) 根据《2001年财务顾问法》第68(1)条作出的禁止令, 该禁令在紧接本法第200(1)(b)和(2)至(7)条生效之日前生效, 并由本法第217(2)条延续;

(c) an order made under section 74(1) of the Insurance Act 1966 as in force immediately before the date of commencement of section 204(1) to (4) of this Act;

(c) 根据《1966年保险法》第74(1)条作出的命令, 该命令在紧接本法第204(1)至(4)条生效日期之前生效;

(d) an order made under section 74(1) of the Insurance Act 1966 as in force immediately before the date of commencement of section 204(1) to (4) of this Act, and as continued by section 218(2) of this Act;

(d) 根据《1966年保险法》第74(1)条作出的命令, 该命令在紧接本法第204(1)至(4)条生效之日之前生效, 并由本法第218(2)条继续执行;

(e) a prohibition order made under section 101A(1) of the Securities and Futures Act 2001 as in force immediately before the date of commencement of section 209(1)(a), (c) and (d), (4) to (14), (17) and (18) of this Act;

(e) 根据《2001年证券及期货法》第101A(1)条作出的禁止令, 该条在紧接本法第209(1)(a)、(c)和(d)、(4)至(14)、(17)和(18)条生效之日之前生效;

(f) a prohibition order made under section 101A(1) of the Securities and Futures Act 2001 as in force immediately before the date of commencement of section 209(1)(a), (c) and (d), (4) to (14), (17) and (18) of this Act, and as continued by section 220(3) of this Act; or

(f) 根据《2001年证券及期货法》第101A(1)条作出的禁止令，该禁令在紧接本法第209(1)(a)、(c)和(d)、(4)至(14)、(17)和(18)条生效之日之前生效，并由本法第220(3)条继续执行;或

(g) a prohibition order made under section 7(1) of this Act.

(g) 根据本法第7(1)条发出的禁止令。

Removal of chief executive officer, director, partner or manager

罢免首席执行官、董事、合伙人或经理

156.—(1) Despite the provisions of any other written law, where the Authority is satisfied that an individual who is a chief executive officer, director, partner or manager of a licensee is not a fit and proper person under the Guidelines on Fit and Proper Criteria to act as such chief executive officer, director, partner or manager, the Authority may, by written notice, direct the licensee to remove the individual, within such period as the Authority may specify in the notice —

156.—(1) 尽管有任何其他成文法的规定，但监督信纳作为持牌人的首席执行官、董事、合伙人或经理的个人不是《适当人选准则》规定的担任该首席执行官、董事、合伙人或经理的适当人选，局长可藉书面通知指示持牌人在其通知中指明的期限内将该人驱逐出境——

(a) from employment with the licensee;

(a) 与被许可人的工作无关;

(b) as chief executive officer or director of the licensee; or

(b) 作为持牌人的首席执行官或董事;或

(c) as partner or manager of the licensee.

(c) 作为被许可方的合伙人或经理。

(2) For the purposes of subsection (1), the Authority may (without affecting the generality of that provision) be satisfied that an individual who is a chief executive officer, director, partner or manager of a licensee is not a fit and proper person under the Guidelines on Fit and Proper Criteria to act as such if the individual fails to discharge such duties relating to the individual's office or employment as chief executive officer,

director, partner or manager (as the case may be) as may be prescribed.

(2) 为施行第(1)款, 局长可信纳(在不影响该条文的一般性的情况下)如某人没有履行与该人的职位或受雇有关的行政总裁或受雇担任行政总裁的职责, 则该持牌人的行政总裁、董事、合伙人或经理并非《适当人选准则》所指的适当人选, 董事、合伙人或经理(视情况而定)。

(3) Without affecting any other matter that the Authority may consider relevant, in assessing whether to direct the licensee to remove an individual under subsection (1), the Authority may consider whether the individual —

(3) 在不影响局长认为有关的任何其他事宜的情况下, 局长在评估是否指示持牌人根据第(1)款将任何人驱逐出境时, 可考虑该人是否——

(a) has been convicted, whether in Singapore or elsewhere, of any of the following offences, whether the offence is committed before, on or after the date of commencement of this paragraph:

(a) 在新加坡或其他地方被判犯有以下任何罪行, 无论该罪行是在本段开始日期之前、当天或之后犯下的:

(i) an offence involving fraud or dishonesty;

(一) 涉及欺诈或不诚实的罪行;

(ii) an offence the conviction for which involves a finding that the individual had acted fraudulently or dishonestly;

(二) 一项罪行, 而该罪行的定罪涉及裁定该人曾作出欺诈或不诚实的行为;

(iii) an offence that is specified in the Third Schedule to the Registration of Criminals Act 1949;

(三) 《1949年罪犯登记法》附表3中规定的罪行;

(b) is an undischarged bankrupt, whether in Singapore or elsewhere;

(b) 是未获解除的破产人, 无论是在新加坡还是其他地方;

(c) has had an enforcement order against the individual in respect of a judgment debt returned unsatisfied in whole or in part;

(c) 已就未获偿还全部或部分判定债项而收到针对该人的强制执行令;

(d) has, whether in Singapore or elsewhere, entered into a compromise or scheme of arrangement with the individual's creditors, being a compromise or scheme of arrangement that is still in operation;

(d) 已与该个人的债权人达成妥协或债务偿还安排计划，而该妥协或债务偿还安排计划仍在实施中；

(e) has in force against the individual a prohibition order;

(e) 对该个人生效的禁止令；

(f) has been a director of, or directly concerned in the management of, a regulated financial institution, whether in Singapore or elsewhere —

(f) 曾担任受监管金融机构的董事或直接参与其管理，无论是在新加坡还是其他地方——

(i) that is being or has been wound up by a court; or

(一) 正在或已经由法院清盘;或

(ii) 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 financial regulatory authority in that foreign country or territory;

(二) 其批准、授权、指定、认可、注册或许可已被机管局撤回、取消或撤销，或者（如属外国或地区的受监管金融机构）已被该外国或地区的金融监管机构撤回、取消或撤销；

(g) has wilfully contravened, or wilfully caused the licensee to contravene, any provision of this Act;

(g) 故意违反或故意导致被许可人违反本法的任何规定；

(h) has, without reasonable excuse, failed to secure the compliance of the licensee with this Act, the Monetary Authority of Singapore Act 1970 or any of the other written laws set out in the Schedule to the Monetary Authority of Singapore Act 1970;

(h) 无合理辩解，未能确保持牌人遵守本法、《1970 年新加坡金融管理局法》或《1970 年新加坡金融管理局法》附表中规定的任何其他成文法；

(i) has failed to discharge any of the duties of the individual's office or employment; or

(i) 未能履行个人职务或就业的任何职责;或

(j) needs to be removed in the public interest.

(j) 为了公共利益，需要删除。

(4) Without prejudice to any other matter that the Authority may consider relevant, the Authority must, in determining whether an individual has failed to discharge the

duties of the individual's office or employment for the purposes of subsection (3)(i), have regard to such criteria as may be prescribed.

(4) 在不损害局长认为有关的任何其他事宜的原则下，局长在决定某人是否没有履行第 (3) (i) 款所指的该人的职位或受雇工作的职责时，必须顾及可订明的准则。

(5) Subject to subsection (6), before directing a licensee to remove an individual under subsection (1), the Authority must give both the licensee and the individual an opportunity to be heard.

(5) 除第 (6) 款另有规定外，局长在根据第 (1) 款指示持牌人将个人驱逐出境前，必须给予该持牌人及该人陈词的机会。

(6) The Authority may direct a licensee to remove an individual under subsection (1) on any of the following grounds without giving the licensee or the individual an opportunity to be heard:

(6) 局长可基于以下任何理由，指示持牌人根据第 (1) 款将个人驱逐出境，而无须给予该持牌人或该人陈词的机会：

(a) the individual is an undischarged bankrupt, whether in Singapore or elsewhere;

(a) 该个人是未获解除的破产人，无论是在新加坡还是其他地方；

(b) the individual has been convicted, whether in Singapore or elsewhere, of an offence, whether committed before, on or after the date of commencement of this paragraph —

(b) 该人已在新加坡或其他地方被判犯有罪行，不论是在本段开始日期之前、当天或之后犯下的——

(i) involving fraud or dishonesty, or the conviction for which involves a finding that the individual had acted fraudulently or dishonestly; and

(一) 涉及欺诈或不诚实，或定罪涉及发现该个人有欺诈或不诚实的行为；和

(ii) punishable with imprisonment for a term of at least 3 months.

(二) 可判处至少 3 个月的监禁。

(7) Without affecting the Authority's power to impose conditions under section 138(2)(a) or (4), the Authority may at any time, by written notice to a licensee, impose or vary a condition requiring the licensee to notify the Authority of any change to any particulars (such as residence in Singapore or elsewhere, or nature of appointment) of its chief executive officer, director, partner or manager that may be specified in the notice.



(7) 在不影响局长根据第 138 (2) (a) 或 (4) 条施加条件的权力的情况下，局长可随时藉向持牌人发出书面通知，施加或更改条件，规定持牌人就其行政总裁的任何详情（例如在新加坡或其他地方的居住地，或委任的性质）的任何变更通知局长，通知中可能指明的董事、合伙人或经理。

(8) A licensee that, without reasonable excuse —

(8) 持牌人无合理辩解—

(a) fails to comply with a written notice under subsection (1); or

(a) 不遵守根据第 (1) 款发出的书面通知;或

(b) contravenes any condition imposed under subsection (7),

(b) 违反根据第 (7) 款施加的任何条件,

shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$100,000.

即属犯罪，一经定罪，可处不超过 100,000 元的罚款。

(9) No civil or criminal liability is incurred by a licensee, or any person acting on behalf of the licensee, in respect of anything done (including any notification made) or omitted to be done with reasonable care and in good faith in the discharge or purported discharge of the obligations of the licensee under this section.

(9) 持牌人或代表持牌人行事的任何人，在履行或声称履行持牌人在本条下的义务时，以合理谨慎和真诚的方式作出或不作出任何事情（包括发出的任何通知）或不作出任何事情，均不产生民事或刑事责任。

(10) In this section, “prohibition order” means —

(10) 在本条中，“禁止令”是指——

(a) a prohibition order made under section 68(1) of the Financial Advisers Act 2001 as in force immediately before the date of commencement of section 200(1)(b) and (2) to (7) of this Act;

(a) 根据《2001 年财务顾问法》第 68 (1) 条订立的禁止令，该禁令在紧接本法第 200 (1) (b) 和 (2) 至 (7) 条生效之日之前生效;

(b) a prohibition order made under section 68(1) of the Financial Advisers Act 2001 as in force immediately before the date of commencement of section 200(1)(b) and (2) to (7) of this Act, and as continued by section 217(2) of this Act;

(b) 根据《2001 年财务顾问法》第 68 (1) 条作出的禁止令，该禁令在紧接本法第

200 (1) (b) 和 (2) 至 (7) 条生效之日前生效, 并由本法第 217 (2) 条延续;

(c) an order made under section 74(1) of the Insurance Act 1966 as in force immediately before the date of commencement of section 204(1) to (4) of this Act;

(c) 根据《1966 年保险法》第 74 (1) 条作出的命令, 该命令在紧接本法第 204 (1) 至 (4) 条生效日期之前生效;

(d) an order made under section 74(1) of the Insurance Act 1966 as in force immediately before the date of commencement of section 204(1) to (4) of this Act, and as continued by section 218(2) of this Act;

(d) 根据《1966 年保险法》第 74 (1) 条作出的命令, 该命令在紧接本法第 204 (1) 至 (4) 条生效之日之前生效, 并由本法第 218 (2) 条继续执行;

(e) a prohibition order made under section 101A(1) of the Securities and Futures Act 2001 as in force immediately before the date of commencement of section 209(1)(a), (c) and (d), (4) to (14), (17) and (18) of this Act;

(e) 根据《2001 年证券及期货法》第 101A (1) 条作出的禁止令, 该条在紧接本法第 209 (1) (a)、(c) 和 (d)、(4) 至 (14)、(17) 和 (18) 条生效之日之前生效;

(f) a prohibition order made under section 101A(1) of the Securities and Futures Act 2001 as in force immediately before the date of commencement of section 209(1)(a), (c) and (d), (4) to (14), (17) and (18) of this Act, and as continued by section 220(3) of this Act; or

(f) 根据《2001 年证券及期货法》第 101A (1) 条作出的禁止令, 该禁令在紧接本法第 209 (1) (a)、(c) 和 (d)、(4) 至 (14)、(17) 和 (18) 条生效之日之前生效, 并由本法第 220 (3) 条继续执行;或

(g) a prohibition order made under section 7(1) of this Act.

(g) 根据本法第 7 (1) 条发出的禁止令。

Appeals to Minister

向部长呼吁

157.—(1) A licensee that is aggrieved by a decision of the Authority under section 155(3)(b) may, within 30 days after receiving the decision of the Authority, appeal in writing to the Minister, whose decision is final.

157.— (1) 如果被许可方对主管局根据第 155 (3) (b) 条做出的决定感到不满, 则可以在收到主管局的决定后 30 天内以书面形式向部长提出上诉, 部长的决定为最终决定。

(2) A licensee, or any chief executive officer, director, partner or manager of that licensee, that is aggrieved by a written notice of the Authority under section 156(1) may, within 30 days after receiving the notice, appeal in writing to the Minister, whose decision is final.

(2) 持牌人或该持牌人的任何首席执行官、董事、合伙人或经理，如因主管当局根据第 156 (1) 条发出的书面通知而感到受屈，可在收到通知后 30 天内，以书面形式向部长提出上诉，部长的决定为最终决定。

#### Subdivision (5) — Audit of licensees

#### 分部 (5) — 对持牌人的审计

#### Auditing

#### 审计

158.—(1) Despite the provisions of the Companies Act 1967, a licensee —

158.— (1) 尽管有《1967 年公司法》的规定，被许可人——

(a) must, on an annual basis and at its own expense, appoint an auditor; and

(a) 必须每年自费委任一名核数师;和

(b) if for any reason its auditor ceases to be its auditor, must appoint another auditor as soon as practicable after such cessation.

(b) 如其核数师因任何原因不再担任其核数师，则必须在终止其任期后，在切实可行的范围内尽快委任另一名核数师。

(2) The Authority may appoint an auditor for a licensee —

(2) 局长可就以下持牌人委任一名核数师——

(a) if the licensee fails to appoint an auditor; or

(a) 如果被许可方未能指定审计师;或

(b) if the Authority considers it desirable that another auditor should act with the auditor appointed under subsection (1).

(b) 如局长认为适宜由另一名核数师与根据第 (1) 款委任的核数师一同行事。

(3) The Authority may at any time fix the remuneration to be paid by a licensee to an auditor appointed by the Authority under subsection (2) for the licensee.

(3) 局长可随时订定持牌人须向局长根据第 (2) 款为该持牌人委任的核数师支付的酬金。

(4) The duties of an auditor appointed under subsection (1) or (2) are as follows:

(4) 根据第 (1) 或 (2) 款任命的审计师的职责如下:

(a) to carry out an audit of the transactions in relation to the digital token services provided by the licensee, in particular, in respect of the licensee's observance of the provisions of this Act and any of the requirements imposed under any other written law administered by the Authority;

(a) 对与被许可方提供的数字令牌服务有关的交易进行审计, 特别是关于被许可方是否遵守本法的规定以及机管局执行的任何其他成文法所施加的任何要求;

(b) to submit a report of such audit to the Authority in such form as may be prescribed and within such time as the Authority may allow.

(b) 以局长所订明的形式及在局长所允许的时间内, 向局长提交有关审计的报告。

(5) The Authority may, by written notice to an auditor, impose all or any of the following duties on the auditor in addition to those provided under subsection (4), and the auditor must carry out the duties so imposed:

(5) 局长可藉向核数师发出书面通知, 除第 (4) 款所规定的职责外, 向核数师施加以下全部或任何职责, 而核数师必须履行如此施加的责任:

(a) a duty to submit such additional information in relation to the audit as the Authority considers necessary;

(a) 有责任呈交局长认为有需要的与审计有关的额外资料;

(b) a duty to enlarge or extend the scope of the audit of the licensee's business and affairs;

(b) 扩大或扩大对持牌人业务和事务的审计范围的责任;

(c) a duty to carry out any other examination, or establish any procedure, in relation to the audit in any particular case;

(c) 在任何特定情况下, 有责任进行与审计有关的任何其他检查或制定任何程序;

(d) a duty to submit a report on any of the matters mentioned in paragraphs (b) and (c).

(d) (a) 有责任就 (b) 和 (c) 段所述的任何事项提交报告。

(6) The licensee must remunerate the auditor in respect of —

(6) 持牌人必须就以下事项向核数师支付报酬——

(a) any remuneration the Authority has fixed under subsection (3); and

(a) 局长根据第 (3) 款厘定的任何报酬;和

(b) the discharge of all or any of the additional duties of the auditor imposed under subsection (5).

(b) 履行核数师根据第 (5) 款施加的所有或任何额外职责。

(7) Despite any other provision of this Part or the provisions of the Companies Act 1967, the Authority may, if the Authority is not satisfied with the performance of any duty by the auditor of a licensee, at any time direct the licensee to —

(7) 尽管本部有任何其他条文或《1967 年公司法》的规定, 如局长不满意持牌人的核数师履行任何职责, 局长可随时指示持牌人——

(a) remove the auditor; and

(a) 删除审计师;和

(b) appoint another auditor.

(b) 任命另一名审计师。

(8) A copy of any report under subsection (5)(d) must be submitted in writing to the Authority.

(8) 根据第 (5) (d) 款提交的任何报告的副本必须以书面形式提交给局长。

(9) If an auditor, in the course of performing the auditor's duties, is satisfied that any of the following matters has occurred, the auditor must immediately report that matter to the Authority:

(9) 如核数师在履行核数师职责的过程中, 信纳已发生以下任何事项, 则核数师必须立即向监督报告该事项:

(a) there has been a serious breach or non-observance of the provisions of this Act or any of the requirements imposed under any other written law administered by the Authority;

(a) 严重违反或不遵守本法的规定或管理局执行的任何其他成文法规定的任何要求;

(b) a criminal offence involving fraud or dishonesty has been committed;

(b) 犯了涉及欺诈或不诚实的刑事罪行;

(c) in the case of a licensee that is a corporation, losses have been incurred that reduce the capital of the licensee by at least 50%;

- (c) 如果被许可方是公司，则已发生损失，使被许可方的资本减少至少 50%;
- (d) there is any irregularity that has or may have a material effect on the accounts of the licensee, including any irregularity that had caused a major disruption to the provision of any type of digital token service to the customers of the licensee;
- (d) 存在对持牌人的账户有或可能产生重大影响的任何违规行为，包括对向持牌人的客户提供任何类型的数字代币服务造成重大干扰的任何违规行为;
- (e) the auditor is unable to confirm that the claims of creditors of the licensee are still covered by the assets of the licensee.
- (e) 审计师无法确认被许可方的债权人的债权人索赔是否仍包含在被许可方的资产中。

(10) Where an auditor or employee of the auditor discloses in good faith to the Authority —

(10) 凡核数师或核数师的雇员真诚地向局长披露——

- (a) the auditor's or employee's knowledge or suspicion of any of the matters mentioned in subsection (9); or
- (a) 核数师或雇员知道或怀疑第 (9) 款所述的任何事项;或
- (b) any information or other matter on which that knowledge or suspicion is based,
- (b) 该知情或怀疑所依据的任何信息或其他事项,

the disclosure is not a breach of any restriction upon the disclosure imposed by any law, contract or rules of professional conduct, and the auditor or employee is not liable for any loss arising out of the disclosure or any act or omission in consequence of the disclosure.

披露并不违反任何法律、合同或专业行为规则对披露施加的任何限制，审计师或雇员不对因披露或披露而导致的任何作为或不作为而引起的任何损失负责。

(11) A licensee that 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 of a day during which the offence continues after conviction.

(11) 持牌人违反第 (1) 款，即属犯罪，一经定罪，可处不超过 100,000 元的罚款，如属持续的罪行，可就定罪后罪行持续的每一日或不足一日，另处不超过 10,000 元的罚款。

(12) An auditor that contravenes subsection (5) or (9) 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.

(12) 核数师违反第(5)或(9)款,即属犯罪,一经定罪,可处不超过100,000元的罚款,如属持续的罪行,可就定罪后罪行持续的每一日或不足一日,另处不超过10,000元的罚款。

(13) In this section —

(13) 在本条中——

“capital”, in relation to a corporation, means the sum of —

资本(capital)就公司而言,指以下各项的总和——

(a) all of the following items in the latest accounts of the corporation:

(a) 公司最新账目中的以下所有项目:

(i) paid up ordinary share capital;

(一) 缴足普通股;

(ii) paid up irredeemable and non-cumulative preference share capital; and

(二) 缴足不可赎回和非累积优先股资本;和

(b) any unappropriated profit or loss in the latest audited accounts of the corporation,

(b) 法团最近一次经审计账目内任何未被挪用的利润或亏损,

less —

减 —

(c) any interim loss in the latest accounts of the corporation; and

(c) 公司最新账目中的任何中期亏损;和

(d) any dividend that has been declared since the latest audited accounts of the corporation;

(d) 自公司最近一次审计账目以来已宣布的任何股息;

“irredeemable and non-cumulative preference share capital”, in relation to the capital of a corporation, means share capital consisting of preference shares that satisfy all of the following requirements:

“不可赎回且非累积的优先股资本”,就公司的资本而言,是指由满足以下所有要求的优

先股组成的股本：

(a) the principal of each share of the corporation is perpetual;

(a) 公司每股的本金是永久的;

(b) the shares of the corporation are not callable at the initiative of the corporation or the shareholders, and the principal of the shares cannot be repaid outside of liquidation of the corporation, except in the case of a repurchase or other manner of reduction of share capital that is initiated by the corporation and permitted under written law;

(b) 公司的股份不能在公司或股东的倡议下赎回，并且不能在公司清算之外偿还股份的本金，除非公司发起并按成文法允许的方式进行回购或其他形式的减少股本;

(c) the corporation has full discretion to cancel dividend payments, and —

(c) 公司有完全的自由裁量权取消股息支付，并且 —

(i) the cancellation of dividend payments is not an event of default of the corporation under any agreement;

(一) 取消股息支付不是公司在任何协议下的违约事件;

(ii) the corporation has full access to cancelled dividend payments to meet its obligations as they fall due; and

(二) 公司可以完全访问已取消的股息支付，以履行其到期的义务;和

(iii) the cancellation of dividend payments does not result in any restriction being imposed on the corporation under any agreement, except in relation to dividend payments to ordinary shareholders of the corporation.

(三) 取消股息支付不会导致任何协议对公司施加任何限制，但与向公司普通股股东支付股息有关的情况除外。

Powers of auditor appointed by Authority

权威任命的审计师的权力

159.—(1) An auditor appointed by the Authority under section 158(2) may, for the purpose of carrying out an examination or audit —

159.— (1) 局长根据第 158 (2) 条委任的核数师，为进行检查或审计，可——

(a) examine, on oath or affirmation, any officer or employee of the licensee or any other auditor of the licensee;

(a) 在宣誓或非宗教式确认后，讯问持牌人的任何高级职员或雇员，或持牌人的任何



其他核数师;

(b) require any officer or employee of the licensee, or any other auditor of the licensee, to produce any books held by or on behalf of the licensee relating to the licensee's business;

(b) 要求被许可方的任何高级职员或雇员, 或被许可方的任何其他审计师, 出示由被许可方或代表被许可方持有的与被许可方业务有关的任何簿册;

(c) make copies of or take extracts from, or retain possession of, any books mentioned in paragraph (b) for such period as may be necessary to enable those books to be inspected;

(c) 复制或摘录或保留 (b) 段所述任何书籍, 或保留这些书籍, 期限为使这些书籍能够被检查所必需的期间;

(d) employ such persons as the auditor considers necessary to assist the auditor in carrying out the examination or audit; and

(d) 聘用核数师认为有需要的人士, 以协助核数师进行审查或审计;和

(e) authorise in writing any person employed by the auditor to do, in relation to the examination or audit, any act or thing that the auditor could do as an auditor under this subsection, other than the examination of a person on oath or affirmation.

(e) 以书面授权核数师雇用的任何人就检查或审计而言, 作出核数师作为核数师根据本款可以做的任何行为或事情, 但对宣誓或非宗教式誓词的人的讯问除外。

(2) An individual who, without reasonable excuse —

(2) 个人无合理辩解——

(a) refuses or fails to answer any question put to the individual; or

(a) 拒绝或未能回答向个人提出的任何问题;或

(b) fails to comply with any request made to the individual,

(b) 未能遵守向个人提出的任何要求,

by an auditor appointed under section 158(2) or a person authorised under subsection (1)(e), shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$12,500 or to imprisonment for a term not exceeding 12 months or to both.

由根据第 158 (2) 条委任的核数师或根据第 (1) (e) 款获授权的人, 即属犯罪, 一经定罪, 可处不超过 12,500 元的罚款或不超过 12 个月的监禁, 或两者兼施。

Restriction on auditor's and employee's right to communicate certain matters

限制审计师和雇员沟通某些事项的权利

160.—(1) Except as may be necessary for the carrying into effect of the provisions of this Part or so far as may be required for the purposes of any legal proceedings, whether civil or criminal —

160.—— (1) 除非为实施本部分的规定所必需，或为任何民事或刑事法律程序的目的所需要——

(a) an auditor appointed under section 158(1) or (2); or

(a) 根据第 158 (1) 或 (2) 条任命的核数师;或

(b) any employee of such auditor,

(b) 该核数师的任何雇员,

must not disclose any information that comes to the auditor's or employee's knowledge in the course of performing the auditor's or employee's duties, to any person other than the Authority or, in the case of an employee of such auditor, the auditor.

不得向监事管理局或核数师的雇员（如属该核数师的雇员）以外的任何人披露核数师或雇员在履行其职责的过程中所知悉的任何资料。

(2) A person that contravenes subsection (1) shall be guilty of an offence and shall be liable on conviction —

(2) 任何人违反第 (1) 款，即属犯罪，一经定罪，即属负债——

(a) in the case of the auditor, to a fine not exceeding \$25,000; or

(a) 如属核数师，则处不超过 25,000 元的罚款;或

(b) in the case of the employee, to a fine not exceeding \$12,500.

(b) 如属雇员，则处以不超过 12,500 元的罚款。

Offence to destroy, conceal, alter, etc., records

销毁、隐藏、更改等记录即属犯罪

161.—(1) An individual who, with intent to prevent, delay or obstruct the carrying out of any examination or audit under section 158 or 159 —

161.—— (1) 意图阻止、延迟或阻碍根据第 158 或 159 条进行任何检查或审计的个人——

(a) destroys, conceals or alters any book relating to the business of a licensee; or

(a) 销毁、隐藏或更改与被许可方业务有关的任何书籍;或

(b) sends, or conspires with any other person to send, out of Singapore any book or asset of any description belonging to, in the possession of or under the control of the licensee,

(b) 将属于被许可方、被许可方管有或控制的任何种类的账簿或资产发送出新加坡, 或与任何其他人合谋将任何种类的账簿或资产发送出新加坡,

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.

即属犯罪, 一经定罪, 可处不超过 50,000 元的罚款或不超过 2 年的监禁, 或两者兼施。

(2) If, in any proceedings for an offence under subsection (1), it is proved that the individual charged with the offence —

(2) 如果在针对第 (1) 款所订罪行的任何法律程序中, 证明被控犯该罪行的个人——

(a) destroyed, concealed or altered any book mentioned in subsection (1)(a); or

(a) 销毁、隐藏或更改第 (1) (a) 款所述的任何书籍;或

(b) sent, or conspired to send, out of Singapore any book or asset mentioned in subsection (1)(b),

(b) 将或串谋将第 (1) (b) 款所述的任何账簿或资产送出新加坡,

the onus of proving that, in so doing, the individual did not act with intent to prevent, delay or obstruct the carrying out of an examination or audit under section 158 or 159 lies on the individual.

证明该人这样做时没有意图阻止、延迟或阻碍根据第 158 或 159 条进行的检查或审计, 其责任在于该个人。

### Division 3 — Offences

### 第 3 分部 — 犯罪行为

Falsification of records by officers, etc.

警官伪造记录等

162.—(1) An officer, auditor, employee or agent of a licensee who —

162.— (1) 持牌人的高级职员、核数师、雇员或代理人, 且符合以下条件——

(a) wilfully makes, or causes to be made, a false entry in any book, or in any report, slip, document or statement of the business, affairs, transactions, conditions or assets of the licensee;

(a) 故意在任何书籍中，或在被许可方的业务、事务、交易、条件或资产的任何报告、单据、文件或声明中做出虚假记项;

(b) wilfully omits to make an entry in any book, or in any report, slip, document or statement of the business, affairs, transactions, conditions or assets of the licensee, or wilfully causes any such entry to be omitted; or

(b) 故意遗漏在任何簿册或关于持牌人的业务、事务、交易、条件或资产的任何报告、单据、文件或声明中记项，或故意导致遗漏任何该等记项;或

(c) wilfully alters, extracts, conceals or destroys an entry in any book, or in any report, slip, document or statement of the business, affairs, transactions, conditions or assets of the licensee, or wilfully causes any such entry to be altered, extracted, concealed or destroyed,

(c) 故意更改、摘录、隐藏或销毁任何书籍中的记项，或有关持牌人的业务、事务、交易、条件或资产的任何报告、单据、文件或声明中的记项，或故意导致任何此类记项被更改、摘录、隐藏或销毁，

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.

即属犯罪，一经定罪，可处不超过 125,000 元的罚款或不超过 3 年的监禁，或两者兼施。

(2) In this section, “officer” includes a person purporting to act in the capacity of an officer.

(2) 在本条中，“高级人员”包括看来以高级人员身份行事的人。

General penalty

一般罚款

General penalty

163. 犯有本部分规定的罪行且未明确规定处罚的人，一经定罪，应承担以下责任：

(a) in the case of an individual, to a fine not exceeding \$50,000; or

(a) 如属个人，则处不超过 50,000 元的罚款;或

(b) in any other case, to a fine not exceeding \$100,000.

(b) 在任何其他情况下，最高罚款不超过 100,000 美元。

#### Division 4 — Miscellaneous

#### 第 4 组 — 杂项

##### Power of court to make certain orders

##### 法院作出某些命令的权力

164.—(1) Where, on an application of the Authority, it appears to the court that a person —

164.—— (1) 凡应主管当局的应用，法院认为某人——

(a) has committed an offence under this Part; or

(a) 已犯本部所订的罪行;或

(b) is about to do an act that, if done, would be an offence under this Part,

(b) 即将作出一项行为，而该行为一旦作出，即属本部所订罪行，

the court may (without prejudice to any other order it may make) make one or more of the orders under subsection (2).

法院可（在不损害其可能作出的任何其他命令的情况下）根据第（2）款作出一项或多项命令。

(2) The orders mentioned in subsection (1) are —

(2) 第（1）款所述的命令是——

(a) in the case of a persistent or continuing contravention of a provision of this Part, an order restraining a person from —

(a) 在持续或持续违反本部条文的情况下，禁止任何人——

(i) carrying on a business of providing digital token services; or

(一) 经营提供数码保安编码器服务的业务;或

(ii) holding himself, herself or itself out as a licensee;

(二) 将自己、自己或自己视为被许可人;

(b) for the purpose of securing compliance with any order made under this section, an order directing a person to do or refrain from doing any specified act; and

(b) 为确保遵从根据本条作出的任何命令，指示某人作出或不作出任何指明行为的命

令;和

(c) any ancillary order the court considers to be desirable as a result of making any other order under this section.

(c) 法院因根据本条作出任何其他命令而认为适宜的任何附属命令。

(3) The court may, before making an order under subsection (2), direct that notice of the application be given to such person as it thinks fit or that notice of the application be published in such manner as it thinks fit, or both.

(3) 法院在根据第 (2) 款作出命令前, 可指示将申请通知给予其认为适当的人, 或指示以法院认为适当的方式公布申请通知, 或两者兼而有之。

(4) A person that, without reasonable excuse, contravenes an order made under subsection (2) shall be guilty of an offence and shall be liable on conviction —

(4) 任何人无合理辩解而违反根据第 (2) 款作出的命令, 即属犯罪, 一经定罪—

(a) in the case of an individual, to a fine not exceeding \$50,000 or to imprisonment for a term not exceeding 2 years or to both; or

(a) 如属个人, 可处不超过 50,000 元的罚款或不超过 2 年的监禁, 或两者兼施;或

(b) in any other case, to a fine not exceeding \$100,000.

(b) 在任何其他情况下, 最高罚款不超过 100,000 美元。

(5) Subject to subsection (6), subsection (4) does not affect the powers of the court in relation to the punishment of contempt of court.

(5) 除第 (6) 款另有规定外, 第 (4) 款不影响法院就藐视法庭罪的处罚所赋予的权力。

(6) A person cannot be punished for contempt of court in respect of any contravention of an order made under subsection (2), for which the person has been convicted of an offence under subsection (4).

(6) 任何人如因违反根据第 (2) 款作出的命令而被判犯有第 (4) 款所订罪行, 则不得因违反藐视法庭罪而受到处罚。

(7) A person cannot be convicted of an offence under subsection (4) in respect of any contravention of an order made under subsection (2) that has been punished as a contempt of court.

(7) 任何人不得因违反根据第 (2) 款作出的命令而被判犯有第 (4) 款所订的罪行, 而该命令已被判为藐视法庭罪。

(8) The court may rescind, vary or discharge, or suspend the operation of, an order made by the court under this section.

(8) 法院可以撤销、更改或解除或暂停执行法院根据本条作出的命令。

Codes, guidelines, etc., by Authority

规范、指南等，由权威机构提供

165.—(1) The Authority may issue and publish by notification in the Gazette or in any other manner the Authority considers appropriate, such codes, guidelines, policy statements, practice notes and no-action letters as the Authority considers appropriate for providing guidance —

165.— (1) 局长可藉宪报公告或以局长认为适当的任何其他方式发出和发布其认为适当的守则、指引、政策声明、作业备考及无行动函，以提供指引——

(a) in furtherance of the Authority's regulatory objectives under this Part;

(a) 促进机管局在本部下的监管目标;

(b) in relation to any matter relating to any of the Authority's functions under this Part; or

(b) 就与局长根据本部所订的任何职能有关的任何事宜而言;或

(c) in relation to the operation of any of the provisions of this Part.

(c) 就本部分任何条款的实施而言。

(2) The Authority may, at any time, amend or revoke the whole or any part of any code, guideline, policy statement, practice note or no-action letter issued under this section.

(2) 局长可随时修订或撤销根据本条发出的任何守则、指引、政策声明、作业指南或不采取行动函的全部或任何部分。

(3) Where amendments are made under subsection (2) —

(3) 凡根据第 (2) 款作出修订——

(a) the other provisions of this section apply, with the necessary modifications, to such amendments as they apply to the code, guideline, policy statement, practice note or no-action letter; and

(a) 本节的其他规定在必要修改后适用于适用于守则、指南、政策声明、作业说明或无行动函的修订;和

(b) any reference in this Part or any other written law to the code, guideline, policy statement, practice note or no-action letter, however expressed, is (unless the context otherwise requires) a reference to the code, guideline, policy statement, practice note or no-action letter as so amended.

(b) 本部分或任何其他成文法对守则、指引、政策声明、作业备考或无行动函的任何提述，不论如何表述，均属（除非文意另有所指）对经修订的守则、指引、政策声明、作业备考或无行动函的提述。

(4) Any failure by a person to comply with any provision of a code, guideline, policy statement or practice note issued under this section to the person does not of itself render that person liable to criminal proceedings, but any such failure may, in any proceedings, whether civil or criminal, be relied upon by any party to the proceedings as tending to establish or negate any liability that is in question in the proceedings.

(4) 任何人如不遵守根据本条向该人发出的守则、指引、政策声明或实务说明的任何条文，其本身并不会使该人承担刑事法律程序的法律程序，但在任何法律程序中，不论是民事还是刑事法律程序，法律程序的任何一方均可以此为依据，以确立或否定法律程序中所讨论的任何法律责任。

(5) The issue by the Authority of a no-action letter does not of itself prevent the institution of any proceedings against any person for the contravention of any provision of this Part.

(5) 主管当局发出无行动函本身并不妨碍对任何人提起任何法律程序，以违反本部的任何条文。

(6) Any code, guideline, policy statement or practice note issued under this section may be of general or specific application, and may specify that different provisions of such code, guideline, policy statement or practice note apply to different circumstances or provide for different cases or classes of cases.

(6) 根据本条发出的任何守则、指引、政策声明或作业指引，可具有一般性或特定适用性，并可指明该等守则、指引、政策声明或作业指引的不同条文适用于不同的情况，或就不同的情况或类别的情况作出规定。

(7) To avoid doubt, any code, guideline, policy statement, practice note or no-action letter issued under this section is not to be treated as subsidiary legislation.

(7) 为免生疑问，根据本条发出的任何守则、指引、政策声明、作业备考或无行动函均不得视为附属法例。

(8) In this section, “no-action letter” means a letter written by the Authority to a person to the effect that, if the facts are as represented by the person, the Authority will



not institute proceedings against the person in respect of a particular state of affairs or particular conduct.

(8) 在本条中，“无行动函”指局长写给某人的信件，其内容是，如果事实是该人所陈述的，局长不会就特定情况或特定行为对该人提起法律程序。

Power of Authority to issue written notice

授权机关发出书面通知的权力

166.—(1) The Authority may, if the Authority thinks it necessary or expedient for the effective administration of this Part, for the protection of consumers or in the interest of the public or a section of the public, issue to any of the following persons or classes of persons a written notice, either of a general or a specific nature, to comply with such requirements as the Authority may specify in the notice:

166.— (1) 如局长认为为有效施行本部、为保护消费者或为公众或部分公众的利益而有必要或合宜，可向下列任何人士或类别人士发出一般或特定性质的书面通知，为符合监督可能在通知中指明的规定：

(a) any licensee or class of licensees;

(a) 任何被许可人或被许可人类别；

(b) any person, or class of persons, exempt under section 189;

(b) 根据第 189 条获得豁免的任何人或类别的人；

(c) any person that contravenes, has contravened, or is likely to contravene, any provision of this Part.

(c) 任何人违反、已违反或相当可能违反本部的任何条文。

(2) Without limiting subsection (1), a notice may be issued —

(2) 在不限第 (1) 款的原则下，可以发出通知——

(a) with respect to —

(a) 就 —

(i) the activities that may be carried out by a licensee or a person exempt under section 189, in relation to its business;

(一) 持牌人或根据第 189 条获豁免的人可进行的与其业务有关的活动；

(ii) the standards, framework, policies and procedures for the prudent management of risks (including information technology risks) by a licensee or a person exempt under

section 189;

(二) 持牌人或根据第 189 条获豁免的人审慎管理风险（包括资讯科技风险）的标准、框架、政策和程序;

(iii) the financial soundness, financial management and stability of a licensee or a person exempt under section 189;

(三) 持牌人或根据第 189 条获豁免的人的财务稳健性、财务管理和稳定性;

(iv) the standards to be maintained by a licensee or a person exempt under section 189, in the conduct of its business;

(四) 持牌人或根据第 189 条获得豁免的人在开展业务时应保持的标准;

(v) the arrangement and conditions that are to apply if a licensee or a person exempt under section 189, appoints any person as an independent contractor to carry out the functions and duties of the licensee or person exempt under section 189, as the case may be;

(五) 如果被许可人或根据第 189 条获得豁免的人指定任何人作为独立承包商来履行根据第 189 条获得许可的人的职能和职责（视情况而定），则适用的安排和条件;

(vi) the type, form, manner and frequency of returns and other information to be submitted to the Authority;

(六) 向监督呈交的申报表的类别、形式、方式及频率，以及其他资料;

(vii) the preparation and publication of reports on the performance of a licensee or a person exempt under section 189;

(七) 准备和发布关于持牌人或根据第 189 条获得豁免的人的表现的报告;

(viii) the remuneration of an auditor appointed under this Part and the costs of an audit carried out under this Part;

(八) 根据本部委任的核数师的酬金及根据本部进行的审计的费用;

(ix) the collection by or on behalf of the Authority of information from a licensee or a person exempt under section 189, in relation to the conduct of its business at such intervals or on such occasions as may be set out in the notice;

(九) 由局长或代表局长向持牌人或根据第 189 条获豁免的人，在通知所订明的时间间隔或场合，就其业务的进行而收集资料;

(x) the manner in which a licensee or a person exempt under section 189, deals with its customers, and any conflicts of interests between the licensee or person exempt under

section 189 (as the case may be) and its customers;

(十) 被许可方或根据第 189 条获得豁免的人与其客户打交道的方式, 以及被许可方或根据第 189 条获得豁免的人(视情况而定)与其客户之间的任何利益冲突;

(xi) the display or exhibition by a licensee or a person exempt under section 189, of such cautionary statements as the Authority thinks fit in a conspicuous place at every place of business or website of the licensee, or person exempt under section 189; and

(十一) 持牌人或根据第 189 条获豁免的人, 在持牌人或根据第 189 条获豁免的人的每个营业地点或网站的显眼处展示或展示局长认为适当的警诫声明;和

(xii) the provision by a licensee or a person exempt under section 189, of cautionary statements in writing to the customers or prospective customers of the licensee or person exempt under section 189;

(十二) 持牌人或根据第 189 条获豁免的人, 以书面形式向根据第 189 条获豁免的持牌人或人的顾客或潜在客户提供警示声明;

(b) to require any person that contravenes, has contravened, or is likely to contravene any provision of this Part —

(b) 要求任何人违反、已经违反或相当可能违反本部的任何规定——

(i) to comply with, or to cease contravening, that provision;

(一) 遵守或停止违反该规定;

(ii) to take any action necessary to enable the person to conduct the person's business in accordance with sound principles; and

(二) 采取任何必要的行动, 使该人能够按照健全的原则经营其业务;和

(iii) where the person is a company or a VCC, to remove any of its directors; and

(三) 如果该人是公司或 VCC, 则罢免其任何董事;和

(c) for any other purpose specified in this Part.

(c) 用于本部分指定的任何其他目的。

(3) It is not necessary to publish any written notice issued under subsection (1) or under any other provision of this Part in the Gazette.

(3) 无须在宪报刊登根据第 (1) 款或本部任何其他条文发出的任何书面通知。

(4) The Authority may at any time vary, rescind or revoke any notice issued under subsection (1).

(4) 局长可随时更改、撤销或撤销根据第 (1) 款发出的任何通知。

(5) A person that fails to comply with any requirement specified in a notice issued under subsection (1) shall (if the failure to comply with that requirement is not itself an offence under any other provision of this Part) 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) 任何人如不遵从根据第 (1) 款发出的通知所指定的任何规定，即属犯罪（如不遵从该规定本身并非本部任何其他条文所指的罪行）即属犯罪，一经定罪，可处不超过 100,000 元的罚款，及 如属持续的罪行，另加在定罪后继续犯罪期间，每日或不足一日的罚款不超过 10,000 元。

Power of Authority to make regulations

制定法规的权力

167.—(1) Regulations may be made under section 192 for or with respect to —

167.— (1) 可根据第 192 条为或就以下事项制定法规——

(a) the fees to be paid in respect of any matter or thing required for the purposes of this Part, and the refund or remission of the whole or any part of any such fees;

(a) 就为施行本部所需的任何事宜或事物而须缴付的费用，以及退还或减免任何该等费用的全部或任何部分；

(b) the granting, lapsing, surrender, revocation or suspension of a licence, and all incidental matters;

(b) 牌照的批给、失效、交还、撤销或暂时吊销，以及所有附带事宜；

(c) the requirements which a licensee or person exempt under section 189 must comply with when cea

(c) 根据第 189 条获许可的持牌人或获豁免的人在停止或打算停止提供数码保安编码器服务及所有附带事宜时，必须遵守的规定；

(d) the requirements which a licensee or a person exempt under section 189 must comply with to ensure proper corporate governance of the licensee or person;

(d) 持牌人或根据第 189 条获豁免的人必须遵守的规定，以确保持牌人或个人的适当公司治理；

(e) the requirements applicable to a licensee or person exempt under section 189, including requirements in relation to the fitness and propriety of the licensee, the

person exempt under section 189, or the chief executive officer or equivalent person of the licensee or person exempt under section 189, as the case may be;

(e) 适用于根据第 189 条获豁免的持牌人或人士的规定，包括关于被许可人、根据第 189 条获豁免的人，或根据第 189 条获豁免的人的首席执行官或同等人员（视情况而定）的适当人选的适当人选的规定；

(f) the rules for the use of the electronic service mentioned in section 187; and

(f) 第 187 节所述的电子服务的使用规则;和

(g) the procedure to be applied where there is a breakdown or an interruption of the electronic service mentioned in section 187.

(g) 在第 187 条所述的电子服务出现故障或中断时适用的程序。

(2) Regulations mentioned in subsection (1) may relate to all, or any class, category or description of persons or digital token services, and may make different provisions for different classes, categories or descriptions of persons or digital token services or to a particular person or digital token service.

(2) 第 (1) 款所述的规例可能涉及所有或任何类别、类别或描述的人员或数码保安编码器服务，并可就不同类别、类别或描述的人士或数码保安编码器服务或特定人士或数码保安编码器服务作出不同的规定。

## *FIRST SCHEDULE*

### 第一附表

#### *Sections 136(1) and 190(1)*

#### 第 136 (1) 及 190 (1) 条

#### *Digital token services*

#### 数字代币服务

#### Part 1

#### 第 1 部分

#### SERVICES THAT ARE DIGITAL TOKEN SERVICES

#### 属于数字令牌服务的服务

*1. Except where Part 2 of this Schedule provides otherwise, each of the following services is a digital token service for the purposes of this Part:*

1. 除本附表第 2 部另有规定外，以下各项服务均属本部所指的数码保安编码器服务：

(a) any service of dealing in digital tokens (other than any such service that the Authority may prescribe);

(a) 任何处理数码代币的服务（机管局可能订明的任何此类服务除外）；

(b) any service of facilitating the exchange of digital tokens (other than any such service that the Authority may prescribe);

(b) 任何促进数码保安编码器交换的服务（机管局长可能订明的任何此类服务除外）；

(c) any service of accepting (whether as principal or agent) digital tokens from one digital token account (whether in Singapore or elsewhere), for the purposes of transmitting, or arranging for the transmission of, the digital tokens to another digital token account (whether in Singapore or elsewhere);

(c) 为将数字代币传送或安排传送至另一个数字代币帐户（不论在新加坡或其他地方）而从一个数字代币帐户（不论是作为委托人或代理人）的数字代币的服务；

(d) any service of arranging (whether as principal or agent) for the transmission of digital tokens from one digital token account (whether in Singapore or elsewhere) to another digital token account (whether in Singapore or elsewhere);

(d) 安排（无论是作为委托人还是代理人）将数字代币从一个数字代币帐户（无论是在新加坡还是其他地方）传输到另一个数字代币帐户（无论是在新加坡还是其他地方）的任何服务；

(e) any service of inducing or attempting to induce any person to enter into or to offer to enter into any agreement for or with a view to buying or selling any digital tokens in exchange for any money or any other digital tokens (whether of the same or a different type);

(e) 任何诱使或企图诱使任何人订立或要约订立任何协议，以换取任何金钱或任何其他数字代币（不论相同或不同类型）的服务；

(f) any service of safeguarding a digital token, where the service provider has control over the digital token;

(f) 服务提供商对数字令牌具有控制权的任何保护数字令牌的服务；

(g) any service of carrying out for a customer an instruction relating to a digital token, where the service provider has control over the digital token;

(g) 在服务提供商对数字令牌具有控制权的情况下，为客户执行与数字令牌相关的指示的任何服务；

(h) any service of safeguarding a digital token instrument, where the service provider has control over one or more digital tokens associated with the digital token instrument;

(h) 任何保护数字代币工具的服务，其中服务提供商可以控制与数字代币工具相关的一个或多个数字代币；

(i) any service of carrying out for a customer an instruction relating to one or more digital tokens associated with a digital token instrument, where the service provider has control over the digital token instrument;

(i) 为客户执行与数字代币工具相关的一个或多个数字代币的指示的任何服务，而服务提供商对数字代币工具具有控制权；

(j) any service relating to the sale or offer for sale of digital tokens which involves —

(j) 与数字代币的销售或要约出售有关的任何服务，其中涉及 —

(i) providing advice, either directly or through publications or writings, and whether in electronic, print or other form, relating to any digital tokens; or

(一) 直接或通过出版物或著作提供与任何数字代币有关的建议，无论是电子、印刷还是其他形式；或

(ii) providing advice by issuing or promulgating research analyses or research reports, whether in electronic, print or other form, relating to any digital tokens.

(二) 通过发布或发布与任何数字代币相关的研究分析或研究报告（无论是电子、印刷或其他形式）来提供建议。

## Part 2

### 第 2 部分

#### SERVICES THAT ARE NOT DIGITAL TOKEN SERVICES

#### 不是数字令牌服务的服务

*1. Despite Part 1 of this Schedule, the following services are not digital token services for the purposes of this Part:*

1. 尽管本附表第 1 部分有规定，但以下服务并非本部分所指的数字代币服务：

(a) any service provided by any technical service provider that supports the provision of any digital token service, but that does not at any time enter into possession of any

money or digital token under that digital token service, such as —

(a) 由任何支持提供任何数字代币服务的技术服务提供商提供的任何服务，但在任何时候均不占有该数字代币服务下的任何金钱或数字代币，例如——

(i) the service of processing and storing data;

(一) 处理和存储数据的服务;

(ii) any information technology security, trust or privacy protection service;

(二) 任何信息技术安全、信任或隐私保护服务;

(iii) any data and entity authentication service;

(三) 任何数据和实体身份验证服务;

(iv) any information technology service;

(四) 任何信息技术服务;

(v) the service of providing a communication network; and

(五) 提供通信网络的服务;和

(vi) the service of providing and maintaining any terminal or device used for any digital token service;

(六) 提供和维护用于任何数字代币服务的任何终端或服务;

(b) any digital token service that is provided, in respect of any central bank digital token, by any central bank or financial institution;

(b) 任何中央银行或金融机构就任何中央银行数字代币提供的任何数字代币服务;

(c) any digital payment token service that is provided in respect of any limited purpose digital payment token.

(c) 就任何有限用途的数字支付代币提供的任何数字支付代币服务。

### Part 3

### 第 3 部分

### INTERPRETATION

### 解释

1. In this Schedule, unless the context otherwise requires —

1. 在本附表中，除非上下文另有要求——



“central bank digital token” means any digital token that is issued by a central bank, or by any entity authorised by a central bank to issue a digital token on behalf of the central bank;

“中央银行数字代币”是指由中央银行或由中央银行授权代表中央银行发行数字代币的任何实体发行的任何数字代币;

“currency” means currency notes and coins that are legal tender in Singapore or a country or territory other than Singapore;

“currency”是指在新加坡或新加坡以外的国家或地区作为法定货币的纸币和硬币;

“dealing in”, in relation to any digital token, means the buying or selling of that digital token in exchange for any money or any other digital token (whether of the same or a different type), but does not include any of the following:

就任何数字代币而言,「交易」指以任何金钱或任何其他数字代币(不论相同或不同类型)购买或出售该数字代币,但不包括以下任何一项:

(a) facilitating the exchange of digital tokens;

(a) 促进数字代币的交换;

(b) accepting any digital token as a means of payment for the provision of goods or services;

(b) 接受任何数码保安编码器作为提供货品或服务的支付手段;

(c) using any digital token as a means of payment for the provision of goods or services;

(c) 使用任何数字代币作为提供商品或服务的支付手段;

“digital payment token”, “digital payment token service” and “digital token” have the meanings given by section 136(1);

“数码支付代币”、“数码支付代币服务”及“数码代币”具有第 136 (1) 条所赋予的涵义;

“digital token account” means any account, or any device or facility (whether in physical or electronic form), that contains digital tokens;

「数码保安编码器帐户」指载有数码保安编码器的任何帐户或任何装置或设施(不论是实体或电子形式);

“digital token exchange” —

“数字代币交易所” —

(a) means a place, or a facility (whether electronic or otherwise), where —

(a) 指地方或设施（不论是电子或其他方式），其中——

(i) offers or invitations to buy or sell any digital token in exchange for any money or any other digital token (whether of the same or a different type), are regularly made on a centralised basis;

（一） 购买或出售任何数字代币以换取任何金钱或任何其他数字代币（无论是相同还是不同类型的）的要约或邀请通常是在集中的基础上进行的；

(ii) those offers or invitations are intended, or may reasonably be expected, to result (whether directly or indirectly) in the acceptance of those offers or in the making of offers to buy or sell digital tokens in exchange for money or other digital tokens (whether of the same or a different type), as the case may be; and

（二） 该等要约或邀请旨在或可合理预期（直接或间接）导致（直接或间接）接受该等要约或提出购买或出售数字代币以换取金钱或其他数字代币（无论相同或不同类型）（视情况而定）的要约；和

(iii) the person making any such offer or invitation, and the person accepting that offer or making an offer in response to that invitation, are different persons; but

（三） 提出任何该等要约或邀请的人，与接受该要约或回应该邀请而作出要约的人，是不同的人；但

(b) does not include a place or facility (whether electronic or otherwise) that is used exclusively by one person to do only either or both of the following things:

(b) 不包括专门由一个人用于执行以下一项或两项操作的场所或设施（无论是电子的还是其他的）：

(i) to make offers or invitations to buy or sell any digital token in exchange for any money, or any digital token (whether of the same or a different type);

（一） 提出购买或出售任何数字代币的要约或邀请，以换取任何金钱或任何数字代币（无论相同或不同类型）；

(ii) to accept any offer to buy or sell any digital token in exchange for any money, or any digital token (whether of the same or a different type);

（二） 接受任何购买或出售任何数字代币以换取任何金钱或任何数字代币（无论相同或不同类型）的要约；

“digital token instrument” means any password, code, cipher, cryptogram, private cryptographic key or other instrument that enables a person —

「数码保安编码器」指任何密码、代码、密码、密码、私人加密密钥或其他工具，使某人能够——

(a) to control access to one or more digital tokens; or

(a) 控制对一个或多个数字令牌的访问;或

(b) to execute a transaction involving one or more digital tokens;

(b) 执行涉及一个或多个数字代币的交易;

“e-money”, “employee” and “entity” have the meanings given by section 136(1);

电子货币 (e-money)、雇员 (employee) 及实体 (entity) 具有第 136 (1) 条所赋予的涵义;

“facilitating the exchange of digital tokens” means establishing or operating a digital token exchange, in a case where the person that establishes or operates that digital token exchange, for the purposes of an offer or invitation (made or to be made on that digital token exchange) to buy or sell any digital token in exchange for any money or any digital token (whether of the same or a different type), comes into possession of any money or any digital token, whether at the time that offer or invitation is made or otherwise;

“促进数字代币的交换”是指建立或经营数字代币交易所，在这种情况下，建立或经营该数字代币交易所的人，为了要约或邀请（在该数字代币交易所作出或将作出）购买或出售任何数字代币，以换取任何金钱或任何数字代币（无论相同或不同类型的），则；拥有任何金钱或任何数字代币，无论是在发出要约或邀请时还是其他方式；

“financial institution” means any person that —

金融机构 (financial institution) 指符合以下条件的任何人——

(a) is a financial institution as defined in section 2; or

(a) 是第 2 节中定义的金融机构;或

(b) is licensed, approved, registered or regulated, or is exempt from being licensed, approved, registered or regulated, under any law administered by an authority in a foreign country (the functions of which correspond to the functions of the Authority in Singapore) to carry on any financial activity in that country;

(b) 根据外国当局实施的任何法律（其职能与新加坡当局的职能相对应）获得许可、批准、注册或监管，或免于获得许可、批准、注册或监管，以在该国开展任何金融活动;

“financial product” means any product or service that is provided by a financial

institution;

“金融产品”是指金融机构提供的任何产品或服务;

“in-game asset” means any digital representation of value that —

“游戏内资产”是指符合以下条件的任何价值数字表示形式——

(a) is purchased or otherwise acquired by a person (called in this definition the game player);

(a) 由某人（在本定义中称为游戏玩家）购买或以其他方式获得;

(b) is not denominated in any currency;

(b) 不以任何货币计价;

(c) is issued as part of an online game; and

(c) 作为在线游戏的一部分发行;和

(d) is used by the game player to pay or exchange for virtual objects or services in the online game;

(d) 游戏玩家使用这些信息来支付或兑换在线游戏中的虚拟对象或服务;

“limited purpose digital payment token” means any non-monetary customer loyalty or reward point, any in-game asset, or any similar digital representation of value that —

“有限用途数字支付代币”是指任何非货币性客户忠诚度或奖励积分、任何游戏内资产或任何类似的数字价值表示，这些资产符合以下条件：

(a) cannot be returned to its issuer, transferred or sold in exchange for money; and

(a) 不得退还给发行人、转让或出售以换取金钱;和

(b) may only be used —

(b) 只能用于 —

(i) in the case of a non-monetary customer loyalty or reward point or a similar digital representation of value — for the payment or part payment of, or in exchange for, goods or services, or both, provided by its issuer or any merchant specified by its issuer; or

（一）对于非货币性客户忠诚度或奖励积分或类似的数字价值表示 — 用于支付或部分付款，或作为交换，由其发卡机构或其发卡机构指定的任何商家提供的商品或服务，或两者兼而有之;或

(ii) in the case of an in-game asset or a similar digital representation of value — for the payment of, or in exchange for, virtual objects or virtual services within an online game, or any similar thing within, that is part of, or in relation to, an online game;

(二) 对于游戏内资产或类似的数字价值表示 — 用于支付或交换在线游戏中的虚拟对象或虚拟服务, 或其中属于在线游戏或与在线游戏相关的任何类似事物;

“merchant” means a person (other than an individual who is not required to be registered under the Business Names Registration Act 2014) who, in the course of the person’s business —

“商人”是指以下人员 (根据《2014 年商业名称注册法》无需注册的个人除外), 在其业务过程中——

(a) provides goods or services;

(a) 提供商品或服务;

(b) promotes the use or purchase of goods or services; or

(b) 促进商品或服务的使用或购买;或

(c) receives, or is entitled to receive, any money or other consideration for providing goods or services,

(c) 因提供商品或服务而收取或有权收取任何金钱或其他对价,

and includes any employee or agent of the person;

并包括该人的任何雇员或代理人;

“money” has the meaning given by section 136(1);

“金钱” (money) 具有第 136 (1) 条所赋予的涵义;

“non-monetary customer loyalty or reward point” means any digital representation of value, by whatever name called, that satisfies all of the following conditions:

“非货币客户忠诚度或奖励积分”是指满足以下所有条件的任何数字价值表示, 无论名称如何:

(a) it is not denominated in any currency;

(a) 它不以任何货币计价;

(b) it is issued as part of a scheme, the dominant purpose of which is to promote the purchase of goods, or the use of services, provided by its issuer or any merchant specified by its issuer;

(b) 它是作为计划的一部分发行的，其主要目的是促进购买其发行人或其发行人指定的任何商家提供的商品或使用服务；

(c) it is issued to a person upon the purchase of goods, or the use of services, provided by its issuer or any merchant specified by its issuer;

(c) 它是在购买其发行人或其发行人指定的任何商家提供的商品或使用服务时签发给个人的；

(d) it is used for the payment or part payment of, or in exchange for, goods or services (or both) provided by its issuer or any merchant specified by its issuer;

(d) 用于支付或部分支付由其发卡行或其发卡行指定的任何商户提供的商品或服务（或两者兼而有之），或作为交换；

(e) it is not part of a financial product.

(e) 它不是金融产品的一部分。

2. For the purposes of this Schedule, a person has control over a digital token whether the person has control over the digital token solely or jointly with one or more other persons.

2. 就本附表而言，任何人对数码保安编码器享有控制权，不论该人是单独或与一名或多于其他人共同控制数码保安编码器。