出售持牌瑞士業務

Dr Alexander Ressos, TEP
Attorney-at-Law (Switzerland and Germany),
Solicitor (England & Wales and Hong Kong)
Of Counsel, KGP Legal LLC
alexander.ressos@kgplegal.com.sg
www.ressos.com.sg

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控制權變更的批准

所需批准取決於目標公司的身份。《金融機構法》（FINIG/FinIA）下的機構（投資組合經理、受託人、集體資產管理人、基金管理公司或證券公司），在任何人取得或出售10%或以上的合資格持股，或跨越20%、33%或50%門檻之前，必須通知FINMA。投資組合經理及受託人獲豁免通知責任，但仍須遵守合資格持股人須具良好聲譽的一般規定。[2]銀行的合資格持股人如有變更，須根據《銀行法》取得FINMA批准。根據《銀行法》第1b條發出的金融科技牌照，跟從銀行規則。[3]DLT交易設施或其他金融市場基礎設施，須根據《金融市場基礎設施法》（FinfraG/FinMIA）通知FINMA並由其評估。[4]屬SRO成員而未持有FINMA牌照的金融中介人，毋須取得批准。SRO的規例規定須通知控制人及管理機構的變更，其後SRO可重新進行適當人選審查。[5]

FINMA審查控制權變更時，會提出與發牌時相同的問題：新的合資格持股人是誰、他們的資金從何而來、他們的監管紀錄如何，以及他們打算如何處理該業務。來自瑞士境外而本身不受監管的買方，須提供的資料會比受監管買方多。買方如打算改變業務模式，應如實說明，因為牌照是就某一模式批出的，不同的模式可能需要重新申請。就《金融機構法》下的機構而言，審查需時兩至四個月，銀行則需時更長。

註釋

1. Merger Act (FusG), SR 221.301，第69至77條（資產及負債的轉讓：合約、清單、在商業登記冊登記、登記時依法轉移）及第75條（轉讓方承擔三年的共同及個別責任）。↩
2. FinIA, SR 954.1，第11條第4至7款（合資格持股；在取得或出售前及在跨越20%、33%及50%門檻時通知FINMA；第7款豁免投資組合經理及受託人的通知責任）。↩

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3. Banking Act, SR 952.0，第3條第2款第cbis項（合資格持股人須確保其影響力不會損害審慎經營）及第5款（取得或出售合資格持股及跨越門檻時的通知責任）；第1b條第4款（適用於金融科技牌照持有人）。↩
4. FinMIA, SR 958.1，第9條第3款及第5款（通知在金融市場基礎設施中的合資格持股）。第E部分第V章。↩
5. AMLA, SR 955.0，第14條第2款（成為成員的條件，包括負責行政及管理的人士須具良好聲譽）；VQF, Rules of the Self-Regulatory Organisation（經修訂）（在指定時間內通知管理層及控制人的變更）。第F部分第I章。↩

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Author contact: Dr Alexander Ressos, TEP · contact@ressos.com