

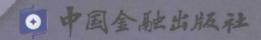


JINRONG BOSHI LUNCONG

住房抵押 贷款证券化

宾融 著

ZHUFANG DIYA DAIKUAN ZHENGQUANHUA



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住房抵押贷款证券化

宾融著



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资产证券化是 20 世纪 70 年代以来世界金融创新的一个新亮点。它不仅深刻地改变了美国等世界许多国家的社会与经济生活,而且引发了一系列的制度创新、市场创新和技术创新。资产证券化是在"破产隔离"、"真实出售"这一中心的基础上,围绕现金流重组和信用工程这两个基本点展开结构设计、产品衍生及市场运作的。它的主要意义就在于它能够降低发行主体的融资成本,增强金融资产的流动性,提高资本市场的配置效率,满足投资者的特殊要求。

加入世界贸易组织后,我国金融业的发展向市场化、国际化方向迈进的步伐大大加快。"他山之石,可以攻玉"。资产证券化在美国等发达国家的成功,对于正处在攻坚阶段的我国经济与金融体制改革,毫无疑问具有极其重大的现实意义和非常深远的影响。近年来,关于资产证券化的研讨逐渐增多,虽然对于目前中国能否开展资产证券化尚未形成统一认识,但随着住房信贷的发展和资产管理公司的成立,这一问题越来越现实地摆在了我们面前。宾融同志的这本书以美国资产证券化的基本运作和基本方法为背景,结合中国的实际,从操作层面对我国住房抵押贷款证券化进行了全面、深入、

细致的研究。首先是证券化的模式问题。是"一步到 位"还是"分步到位"? 所谓"一步到位"是指在证券 化起步阶段,就按照国际化标准成立特殊机构 (SPV), 高起点、规范化运作。所谓"分步到位"就是通过发行 特种住房金融债券, 事先进行证券化试点, 视市场反映 的活跃程度而进一步考虑设立 SPV 的要求。第二是证券 化的机构问题。设想在条件成熟的时候设立 SPV, 这里 的 SPV 是全国性的还是地区性的? 如果是前者、设立几 家为合适?要不要考虑政府背景?第三是证券化品种的 设计问题。与其他国家或地区不同、我国的住房抵押贷 款包括了商业性住房抵押贷款和住房公积金贷款。对 此,是发行一种债券、两种债券、拟或多种债券? 如果 发行单一的复合型债券,如何解决利差问题? 第四是利 率水平问题。这之中包括商业性贷款和公积金贷款利率 "一高一低"的衔接,以及证券化品种如何设计与管理 两个方面。第五是信用评级与担保问题。如何加快整体 信用评级制度的改革过程、健全住房抵押贷款证券化的 评级体系。第六是法规配套与政策支持问题。宾融同志 的这本书对于上述问题如 SPV 的法律地位、设置原则、 组织形式、"破产隔离"与"真实出售"的认定标准等 实际操作中的一些关键概念和重大问题都作出了明确阐 述,提出了"两步到位"的证券化模式,并对证券化过 程中的政府行为选择与政策取向提出了颇有见地的建 议。

我们希望通过本书加强对资产证券化的宣传、普及,促进这一新金融产品在中国的推行,推动中国金融体制改革向纵深发展。

美粮买

2002年6月4日

__ZHAIYAO ___

本书的思路第一是以美国为范例,系统全面地探讨住房抵押贷款证券化的运作原理及基本方法;第二是如何将它科学地移植到中国的本土上来。为此,全书的10章分为上下两部分。前面6章作为上部分,遵循"扼要、准确、完整"的原则,吸收美国住房抵押贷款证券化的精髓;后面4章作为下部分,遵循"求实、创新、扎实"的原则,就住房抵押贷款证券化在我国的重点、难点,以及如何试点等问题提出自己的看法。本书希望这一前瞻性的宏观战略研究,能够为决策层提供出一整套具体操作性的方案,为理论工作者和实际工作者扩展出某些新的思路,并以期达到理论价值与现实意义的统一

总体上,本书希望以有限的篇幅对以下三个重点问题有所突破。首先是回答目前国内对于住房抵押贷款证券化尚感模糊不清的几个重大问题:如分析特殊机构的"破产隔离"与"真实出售",以揭开证券化结构的神秘面纱;加强对各种风险,尤其是提前支付风险、信用风险、利率风险等几大主要风险的认识与管理,以改变人们目前普遍存在的"重机构设置,轻风险防范"的定势思维;探讨各种制度的现实障碍,以寻求信用体制与金融体制上的重大突破。其次是探讨我国住房抵押贷款证

券化实践操作中,所需要解决的重大问题。如政策取向中的共性与个性,如何制定相关的法律、税收、会计条款等;市场培育中的难度与深度,如一、二级抵押贷款市场的开拓,住房公积金制度的完善,机构投资者的培养等;制度框架中的重点与难点,如滚人信用制度、债券发行制度的建设等;品种设计中的选择与困难,如公积金贷款与商业性贷款,二者利率不一致的问题。最后是明确我国住房抵押贷款证券化的发展战略,即"在政府的积极参与下,通过试点、规范、成熟三大阶段,逐步实现以准政府机构为基础、以政府机构为核心、以股份制公司为补充的基本格局"的发展战略。

为此,本书的主要内容是:

第一章是本书的基础与出发点。由于证券化具有宏观、中观和微观上的多种含义,所以有必要首先准确地定义出什么是资产证券化与住房抵押贷款证券化,二者的联系、区别,基本结构,基本的功能与作用等。然后对许多相关的基本概念加以辨析。本章最后是对各国住房抵押贷款证券化发展的纵览。

第二章是有关一级抵押贷款市场的专门讨论。它主要讨论的是抵押贷款的创立与保障机制,分析的是美国一级抵押贷款市场的基本格局与运作方式,抵押贷款的基本品种,尤其强调了固定利率和可调整利率抵押贷款之间的区别、联系,以及相互间的转换等。

第三章是有关二级抵押贷款市场的专门讨论。这里 的特殊机构、抵押支持证券与衍生品种,以及二级抵押 贷款市场,是住房抵押贷款证券化中最为核心的制度、产品、市场的三部分。对此,本章首先解释的是特殊机构的功能、结构、设置原则、组织形式、运营范围、融资战略、风险防范,以及政府与特殊机构的关系等;随后列举了抵押转递证券、附属担保品的抵押债券的原理与基本构造;最后分析了美国二级抵押贷款市场上的证券发行与持有结构。

第四章是对于风险的分析。在住房抵押贷款证券化结构中,存在着一系列的系统与非系统风险。本章着重讨论的是,其中最为主要的三大风险,即提前支付风险、利率风险、信用风险,它们的形成原因、基本种类、测量方法、规避手段等。这里还详细介绍了 Fitch 信用评级机构的观点。

第五章包括信用增级与评级两个方面。它首先对基础资产进行信用分析,即包括担保资产风险、现金流风险、法律风险、第三方风险的分析。随后对信用增级的主要途径,以及其中所涉及的分配信用风险、决定信用增级的水平等问题进行了分析。最后是以 Fitch 为例,列举了其有关信用评级的标准、程序与观点。

第六章从理论与实际两方面回答政府应该做些什么,政府能够做些什么,美国住房抵押贷款证券化中,政府是如何灵活而有力地参与与支持的。这包括政府的直接与间接干预两方面。另外,本章详细介绍了美国有关住房抵押贷款证券化的法律、税收、会计等框架,金融监管的法规体系、组织体系等。

第七章是对住房抵押贷款证券化功能与作用在我国的准确定位。这部分包括对于银行、资本市场与投融资机制三方面的作用,其中主要是我国银行业的一些特殊而又迫切的内在需求,如提高资本充足率、提前规划与发展二级抵押贷款市场,以及化解我国资本市场深层次的矛盾、克服债券市场的结构性失衡、改善居民金融资产结构、促进直接融资机制的发展等。

第八章是基本的制度与对策构架的上篇,主要侧重的是信用制度方面。为此,本章逐一从个人信用体系、信用增级与评级体系,以及特殊机构设置的法律环境等三方面,分析了目前在我国各自发展的现实状况、基本的障碍、今后如何发展的基本原则,以及具体的、可操作的解决方案。本章尤其就如何在我国实现特殊机构的"破产隔离"与"真实出售"等关键问题,给予了特别的关注。正是通过这一基本的讨论,我们能够明晰我国究竟有几种方案可以选择,各种方案的利与弊何在等。

第九章是基本的制度与对策构架的下篇。主要侧重的是金融制度方面。为此,本章逐一从政府管制体系、债券交易体系、新产品开发体系等三方面,分析了目前在我国各自发展的现实状况、基本的障碍、今后如何发展的基本原则,以及具体的、可操作的解决方案。本章强调了优化利率体系、改革金融经营与监管模式、完善现行的债券发行体系的极端必要性。另外,本章还详细分析了我国住房抵押贷款证券化的品种对策,以及如何实现住房公积金制度与住房抵押贷款证券化的对接这一

重大的现实问题。

第十章是对于市场供需面现实与未来的基本分析。 本章首先提出了发展一级抵押贷款市场的基本方略、商 业银行的市场竞争战略,以及我国住房融资体系模式选 择等战略性思考。随后,分析了目前我国二级抵押贷款 市场发展的种种约束,以及基本的发展对策。在此,本 章强调了我国银行制定相关市场发展战略的紧迫意义, 以及住房公积金关键在于管理与规划等问题。最后,本 书就中国与美国的住房抵押贷款不良资产证券化的各个 方面进行了详细比较,基本否定了目前我国实行住房抵 押贷款不良资产证券化的可能性。

ABSTRACT

__ABSTRACT_

ABS and MBS (as the breakthrough of ABS) have been hotly debated recently in China. In the author's opinion, both should be approached more systemically and thoroughly. The thesis has two main sections, one summarizing the basic American principles and ways on MBS, and another one introducing MBS into China. The first six chapters distill the American quintessence of MBS. The last four chapters bring up new ideas on important and difficult issues and how to test MBS on a realistic and sound basis in China. The overall objective is to propose a working strategy for policy-makers and to offer fresh perspectives for researchers on theory and practice of MBS in China.

Generally, the paper tries to raise some breakthrough points on both credit and financial systems in a concise and organized manner.

First of all, it answers those vague but important problems on MBS in China, such as the SPV's bankruptcy isolation and its true sale to reveal the fine structures of MBS, and the related risks of prepayment, credit and interest rate to change the established thinking methods of emphasizing the establishment of the SPV but ignoring the accompanied risks.

Secondly, it analyzes the main aspects of how to practice MBS in China, including the general and special policies, the related frameworks of laws, taxation and accounting, the degree of difficulty and depth on the market development, such as opening up primary and secondary mortgage markets, improving the system of fund accumulation and developing the institutional investors. Also it discusses the difficulty and emphasis for establishing the systems of resident credit and bond issuing, and designing a wide variety of products, such as the accumulation and commercial mortgage with different interest rates.

Thirdly, the whole GES pattern is built and centered upon the government organizations and supplemented by the private enterprises. The ultimate goal can be achieved through the three steps of experimentation, standardization and perfection.

So the thesis's main concepts are as follows:

Chapter 1. This is the foundation and starting point of the whole paper. Since MBS denotes various meanings macro-, median- and micro-economically, it is quite necessary to accurately compare ABS and MBS by their relationship, difference, basic functions, effects and the related principal concepts. The latest world development of ABS/MBS is lastly discussed.

Chapter 2. The special discussion on the primary market deals with the establishment and guarantee of the mortgage, the general pattern and way of the American primary market, the main types of mortgage with the emphasis on the differences and relationships between FRM and ARM, and the convertible mortgage.

Chapter 3. The special discussion on the secondary market introduces the "three cores" of system, production and market. This concept is based on SPV, ABS/MBS and the secondary market respectively. At first it explains the function, organization, rule, form, strategy, risk and the relationship between SPV and government. Then it lists the basic rules and constructs of pass-through and pass-pay securities. Lastly, it analyzes the issuing and holding structure of American secondary market.

Chapter 4. It concentrates on the various risks. There are system's and non-system's risks in ABS/MBS structures. This chapter deals with three main risks of prepayment, interest and credit. This part also analyzes these risks' causes, types, measurement and management. Fitch's points on the credit risk of mortgage are prominently cited.

Chapter 5. It includes two parts of credit enhancement and rating. Firstly the credit analysis is made on the risks of basic asset: collateral, structural/cash flow, legal and third-party ones. Then it discusses the main ways of credit enhancement, related credit risks' allocation and determination facts on the credit enhancement level. Finally, the criterions,

courses and views on credit rating are discussed.

Chapter 6. It answers theoretically and practically what should be done by the government to secure the development of MBS. The American example is listed. The chapter also meticulously introduces the framework on MBS and the organization system of laws, taxation and accounting.

Chapter 7. It discusses MBS's significant and realistic meanings in China. This part includes MBS's three main significances for banks, capital market and the system of investing and funding. Among them, there are some special and inherent requirements of our banks, such as raising the capital reserve rate, planning and developing the secondary market in advance, eliminating the contradictions in our capital market, overcoming the structural drawback in our bond's market, improving the holding structure of residential financial assets and promoting the development of collecting direct funds.

Chapter 8. This is the former part of the basic system and solution on MBS in China. It analyses the hinders of the credit system on MBS in China. This chapter analyzes stepwise the reality, obstructs and basic rules for further development and particularly resolving problems for the systems of the resident credit, credit enhancement, rating and the legal environment for SPV. This chapter focuses on the key problems of how to realize bankruptcy isolation and true sale. The advantages and

disadvantages of each approach are compared.

Chapter 9. It is the later part of the basic system and solution on MBS in China. It analyzes in details the obstructs on MBS in China. The emphasis is on optimizing the structures of the interest rate, reforming patterns for financial operation and supervision and improving the system of issuing bonds. Also this chapter studies the type strategy on MBS and the realistic problem of docking the accumulation funds with MBS.

Chapter 10. That is the basic study on the supply and demand for markets. Without strong supports of the primary and secondary markets, it is quite impossible to develop MBS in China. Firstly the chapter offers a general primer to the marketing strategy of the commercial banks and the strategic thinking on the selection of China's housing financial system. Then it studies the various restrains of the Chinese secondary market. The emphasis is on the urgency of a marketing strategy for banks and the problems in managing and planning the accumulation funds. Finally, the paper compares the financial bad debts securitization in USA and China from many perspectives. The feasibility of implementing financial bad debts securitization in China in the near future is thrown into serious doubt.

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