

立法會
Legislative Council

LC Paper No. CB(1)5/12-13
(These minutes have been seen
by the Administration)

Ref : CB1/BC/3/10/2

Bills Committee on Companies Bill

**Minutes of the twenty-eighth meeting held on
Friday, 10 February 2012, at 8:30 am
in Conference Room 2A of the Legislative Council Complex**

- Members present** : Hon Paul CHAN Mo-po, MH, JP (Chairman)
Hon Starry LEE Wai-king, JP (Deputy Chairman)
Hon Albert HO Chun-yan
Ir Dr Hon Raymond HO Chung-tai, SBS, S.B.St.J., JP
Hon James TO Kun-sun
Hon Audrey EU Yuet-mee, SC, JP
Hon Jeffrey LAM Kin-fung, GBS, JP
Hon Andrew LEUNG Kwan-yuen, GBS, JP
Hon WONG Ting-kwong, BBS, JP
Hon Ronny TONG Ka-wah, SC
Prof Hon Patrick LAU Sau-shing, SBS, JP
- Members absent** : Dr Hon Philip WONG Yu-hong, GBS
Hon Miriam LAU Kin-ye, GBS, JP
Hon Abraham SHEK Lai-him, SBS, JP
- Public officers attending** : **Agenda item I**
Mr Darryl CHAN
Deputy Secretary for Financial Services and the
Treasury (Financial Services)

Mr Nick AU YEUNG
Principal Assistant Secretary for Financial Services
and the Treasury (Financial Services)

Ms Rita HO
Registry Solicitor
Companies Registry

Mrs Karen HO
Deputy Principal Solicitor
(Company Law Reform)
Companies Registry

Ms Polly YIP
Assistant Principal Solicitor
Companies Registry

Miss Nancy YAU
Acting Deputy Registry Manager
(Company Formation & Enforcement)
Companies Registry

Mr Edward TYLER
Senior Assistant Law Officer (Civil Law)
Department of Justice

Ms Natalie WONG
Senior Government Counsel
Department of Justice

Miss Selina LAU
Senior Government Counsel
Department of Justice

Clerk in attendance : Ms Connie SZETO
Chief Council Secretary (1)4

Staff in attendance : Mr KAU Kin-wah
Senior Assistant Legal Adviser 3

Mr Timothy TSO
Assistant Legal Adviser 2

Ms Sharon CHUNG
Senior Council Secretary (1)4

Action

I Meeting with the Administration

Clause-by-clause examination of the Bill

- (LC Paper No. CB(1)744/11-12(04) -- Comparison Table for Part 13 -- Arrangements, Amalgamation, and Compulsory Share Acquisition in Takeover and Share Buy-Back
- LC Paper No. CB(1)943/11-12(01) -- Comparison Table for Part 16 -- Non-Hong Kong Companies
- LC Paper No. CB(1)1003/11-12(01) -- Comparison Table for Part 17 -- Companies not Formed, but Registrable, under this Ordinance
- LC Paper No. CB(1)1003/11-12(02) -- Comparison Table for Part 18 -- Communications to and by Companies
- LC Paper No. CB(3)412/10-11 -- The Bill (Part 13, Parts 16 to 18 and Schedules 1 to 10)
- LC Paper No. CB(1)339/11-12(01) -- Summary of views of deputations made at the meeting on 9 April 2011 and the Administration's response)

Other relevant papers

- (File Ref: CBT/17/2C -- Legislative Council Brief
- LC Paper No. LS26/10-11 -- Legal Service Division Report
- LC Paper No. CB(1)1406/10-11(01) -- Paper on Companies Bill prepared by the Legislative

Action

	Council	Secretariat
LC Paper No. CB(1)1671/10-11(03)	-- Administration's paper on Part 1, Part 3 and Part 17 of the Companies Bill	(Background brief)
LC Paper No. CB(1)1671/10-11(04)	-- Administration's paper on Part 16 and Part 18 of the Companies Bill	
LC Paper No. CB(1)1879/10-11(02)	-- Administration's response to issues raised by members at the meeting on 29 March 2011 in relation to Parts 1, 3 and 16	
LC Paper No. CB(1)2389/10-11(01)	-- Administration's paper on Part 13 and Part 14 of the Companies Bill	
LC Paper No. CB(1)2636/10-11(02)	-- Administration's response to issues raised by members at the meetings on 6 May and 17 June 2011 in relation to Parts 5, 6, 9 and 13)	

The Bills Committee deliberated (Index of proceedings attached at the **Appendix**).

Admin 2. The Bills Committee requested the Administration to take the following actions --

Clause 691 -- Notice to minority shareholders

Clause 692 -- Minority shareholders' right to be bought out by offeror

- (a) to consider deleting clauses 691(6), 692(4)(d), 702(5), 703(4)(b), 709(6) and 710(4)(b) in the light of members' views on clause 684(4)(d) to maintain the position under the Companies Ordinance ("CO");

Clause 702 -- Notice to minority shareholders

- (b) to amend "an offeror" in clause 702(3) to "the repurchasing company";

Action

Clause 765 -- Registration of non-Hong Kong company

- (c) to consider restating section 333AA(1) of CO, which stated explicitly the Registrar of Companies' obligation to keep a register of non-Hong Kong companies, in Part 16 of the Companies Bill ("CB");

Clause 762 -- Interpretation

Clause 764 -- Certain non-Hong Kong companies must apply for registration

- (d) to provide information about the practices and precedent cases in other common law jurisdictions in respect of the definition of "place of business";
- (e) to review the criteria for requiring a non-Hong Kong company to register;

Clause 778 -- Directors may revise accounts not complying with certain requirement

- (f) to consider extending the time allowed (7 days) for a non-Hong Kong company to comply with the requirement under clause 778;

Clause 783 -- Authorized representative of registered non-Hong Kong company must notify Registrar of dissolution

- (g) to consider introducing a defence for the authorized representative under clause 783 in case he was genuinely not aware of the dissolution of a non-Hong Kong company that he represented;

Clause 788 -- Conditions for granting application

- (h) to review clause 788 to address the concern that a non-Hong Kong company would not be able to apply for restoration under the clause if it temporarily did not have a place of business in Hong Kong at that point in time when its name was struck off the register of companies;

Action

Clause 797 -- Registrar must not register without members' assent

- (i) to provide information about the number and nature of existing unlimited companies in Hong Kong;

Clause 812 -- Time specified for purposes of sections 816(7)(b), 817(5)(a), 819(7)(b) and 820(5)(a)

- (j) to review the formulation of "the time in the ordinary course of post";

Clause 816 -- Communication in electronic form

Clause 819 -- Communication in electronic form

Clause 821 -- Communication by means of website

- (k) to provide written response to the following queries/concerns --

- (i) while clause 816(7) and clause 819(7) provided for deemed receipt of a document/information, the document/information might not actually be received;
- (ii) if a member/debenture holder of a company had not received a notification from the company under clause 821(3)(c), whether he would be regarded as having received the document/information posted on the company's website;
- (iii) whether a member/debenture holder of a company who had not received the company's request under clause 821(4)(b) or clause 821(5)(b) would be regarded as having agreed that the company could send a document/information to him by means of putting it up on the company's website;

Divisions 3 (Other Communication to Company by Person who is not Company) and 4 (Other Communication by Company to Another Person)

- (l) to provide the background and reasons for proposing the new

Action

clauses under Division 3 and the distinction between the "person" in Divisions 3 and 4;

Clause 820 -- Communication in hard copy form

(m) to provide written information on whether an address under clause 820 could be a post office box number;

Clause 823 -- Joint holders of shares or debentures

(n) to clarify whether clause 823 should apply to existing companies whose articles did not provide for the matter; and

Clause 824 -- Death or bankruptcy of holder of shares

(o) to consider whether the scope of the clause should be expanded to cover a holder of shares who was mentally incapacitated.

II Any other business

3. The Chairman reminded members that the next meeting of the Bills Committee would be held on Friday, 17 February 2012 at 8:30 am to meet with the Administration.

4. There being no other business, the meeting ended at 12:11 pm.

Council Business Division 1
Legislative Council Secretariat
11 October 2012

Bills Committee on Companies Bill

**Proceedings of the twenty-eighth meeting
on Friday, 10 February 2012, at 8:30 am
in Conference Room 2A of the Legislative Council Complex**

Time marker	Speaker	Subject(s)	Action required
000428-000701	Chairman	The Chairman's advice that the meeting with deputations for views on clause 664 (relating to the retention of the headcount test for members' schemes) would be held at 9:30 am on 23 March 2012	
<u>Clause-by-clause examination of the Bill</u> <u>Part 13 of the Bill (LC Paper No. CB(1)744/11-12(04))</u>			
000702-001324	Administration Ms Audrey EU Chairman	<u>Clause 689 -- Offeror may be required to buy out minority shareholders</u> The Administration's briefing on the clause Ms Audrey EU and the Chairman seeking clarification on the conditions under which a shareholder might require the offeror (of a takeover offer) to acquire his shares	
001325-001622	Administration	<u>Clause 690 -- Offeror must notify minority shareholders of right to be bought out</u> <u>Clause 691 -- Notice to minority shareholders</u> <u>Clause 692 -- Minority shareholders' right to be bought out by offeror</u> <u>Clause 693 -- Shareholder to be regarded as not having exercised right to be bought out in certain circumstances</u> The Administration's briefing on the above clauses and its advice that, in the light of members' views on clause 684(4)(d) (regarding offeror's payment in cash in certain circumstances) expressed at a previous meeting, it would consider deleting clauses 691(6), 692(4)(d),	

Time marker	Speaker	Subject(s)	Action required
		702(5), 703(4)(b), 709(6) and 710(4)(b) to maintain the position in the Companies Ordinance ("CO")	The Administration to take action as in paragraph 2(a) of the minutes
001623-001842	Administration	<u>Clause 694 -- Interpretation</u> <u>Clause 695 -- Application of Division to convertible securities and debentures</u> Briefing on the above clauses	
001843-002023	Administration Senior Assistant Legal Adviser 3 ("SALA3")	<u>Clause 696 -- General offer</u> The Administration's briefing on the clause SALA3's enquiry on whether the clause was consistent with the Listing Rules of the Hong Kong Exchanges and Clearing Limited The Administration's response that the clause and the Listing Rules applied to different areas of merger and acquisition activities and were not in conflict	
002024-002425	Administration Assistant Legal Adviser 2 ("ALA2")	<u>Clause 697 -- Non-communication etc. does not prevent offer from being general offer</u> <u>Clause 698 -- Shares to which general offer relates</u> <u>Clause 699 -- Revised offer not to be regarded as fresh offer</u> <u>Clause 700 -- Member may give notice that member will not tender shares for buy-back under general offer</u> <u>Clause 701 -- Repurchasing company may give notice to buy out minority shareholders</u> <u>Clause 702 -- Notice to minority shareholders</u> <u>Clause 703 -- Repurchasing company's right to buy out minority shareholders</u> <u>Clause 704 -- Obligations of repurchasing company with right to buy out minority shareholders</u> <u>Clause 705 -- Repurchasing company</u>	

Time marker	Speaker	Subject(s)	Action required
		<p><u>must pay for shares to which notice relates</u> <u>Clause 706 -- Provisions supplementary to section 705</u></p> <p>The Administration's briefing on the above clauses</p> <p>ALA2's remarks that "an offeror" in clause 702(3) in fact referred to "the repurchasing company" and the Administration should amend the clause accordingly</p>	<p>The Administration to take action as in paragraph 2(b) of the minutes</p>
002426-002742	Administration ALA2	<p><u>Clause 707 -- Repurchasing company may be required to buy out minority</u> <u>Clause 708 -- Repurchasing company must notify minority shareholders of right to be bought out</u> <u>Clause 709 -- Notice to minority shareholders</u> <u>Clause 710 -- Minority shareholders' right to be bought out by repurchasing company</u> <u>Schedule 10 -- Transitional and Saving Arrangements (for Part 13)</u> <i>Sections 114 and 115</i></p> <p>The Administration's briefing on the above clauses</p> <p>ALA2's remarks that there was a note in clause 710 and the Administration would discuss the use of notes and examples in the Companies Bill ("CB") with members after reviewing the subject</p>	
<p><u>Clause-by-clause examination of the Bill</u> <u>Part 16 of the Bill (LC Paper No. CB(1)943/11-12(01))</u></p>			
002743-003442	Administration SALA3 Mr Ronny TONG	<p><u>Clause 762 -- Interpretation</u></p> <p>The Administration's briefing on the clause</p> <p>SALA3 seeking clarification on the difference in the prosecution thresholds for contravention of provisions in CB by</p>	

Time marker	Speaker	Subject(s)	Action required
		<p>a responsible person, an agent and an authorized representative</p> <p>Mr Ronny TONG's enquiry on the definition of "responsible person" of a company</p> <p>The Administration's response that it had reviewed the definition of "responsible person" and would propose a Committee Stage amendment to the term in Part 1 of CB</p>	
003443-003917	Administration SALA3	<p><u>Clause 763 -- Certified copy</u> <u>Clause 764 -- Certain non-Hong Kong companies must apply for registration</u></p> <p>The Administration's briefing on the above clauses</p> <p>SALA3's enquiry on clause 764 on the Administration's policy on the translation of the domestic name of a non-Hong Kong company, and the Administration's response</p>	
003918-004547	Administration Chairman SALA3	<p><u>Clause 765 -- Registration of non-Hong Kong company</u></p> <p>The Administration's briefing on the above clauses</p> <p>The Chairman's enquiry on the definition of "the Secretary" in clause 763(3) and the Administration's response</p> <p>SALA3's suggestion for the Administration to consider restating section 333AA(1) of CO, which stated explicitly the Registrar of Companies' obligation to keep a register of non-Hong Kong companies, in Part 16 of CB</p>	The Administration to take action in paragraph 2(c) of the minutes
004548-005339	Administration Chairman SALA3	<p><u>Clause 766 -- Company must notify Registrar of addition, change or cessation of name or translation of name</u></p> <p>The Administration's briefing on the</p>	

Time marker	Speaker	Subject(s)	Action required
		<p>clause</p> <p>The Chairman's enquiry on the proposed reduction in penalty for contravention of the clause and the Administration's response</p> <p>SALA3's enquiry on the Administration's policy on a company's adoption of both a corporate name in Roman script and a name in English, and the Administration's response</p>	
005340-005746	Administration Mr Andrew LEUNG	<p><u>Clause 767 -- Registration of corporate name</u></p> <p><u>Clause 768 -- Registrar may serve notice to regulate use of corporate names or approved names</u></p> <p><u>Clause 769 -- Effect of notice</u></p> <p>The Administration's briefing on the above clauses</p> <p>Mr Andrew LEUNG's enquiry on how a company could take action against another company using a name that might cause harm to it, and the Administration's response</p>	
005747-010432	Mr Ronny TONG Administration	<p><u>Clause 762 -- Interpretation</u></p> <p><u>Clause 764 -- Certain non-Hong Kong companies must apply for registration</u></p> <p>Discussion on the definition of "place of business" under clause 762, and clause 764</p> <p>Mr Ronny TONG's view that the definition of "place of business" should ensure that all non-Hong Kong companies which were "carrying on business" in Hong Kong would be covered and should plug the possible loophole where a non-Hong Kong company might evade the legal responsibility to register, and his request for the Administration to --</p>	<p>The Administration to take action as in paragraphs 2(d) and 2(e) of the minutes</p>

Time marker	Speaker	Subject(s)	Action required
		<p>(a) provide information about the practices and precedent cases in other common law jurisdictions in respect of the definition of "place of business"; and</p> <p>(b) review the criteria for requiring a non-Hong Kong company to register</p>	
010433-010518	Chairman Administration	<p><u>Clause 769 -- Effect of notice</u></p> <p>The Chairman's concern on increasing the fines for contravention of the clause, and request for the Administration to include in the paper on the review of penalties under CO (to be submitted to the Bills Committee in due course) justifications for the changes to be introduced</p>	
010519-011237	Administration	<p><u>Clause 770 -- Registration of approved name for carrying on business in Hong Kong</u></p> <p><u>Clause 771 -- Withdrawal of notice</u></p> <p><u>Clause 772 -- Appeal against decision to serve notice</u></p> <p><u>Clause 773 -- Change of approved name</u></p> <p><u>Clause 774 -- Company must keep authorized representative's required details registered in Companies Register</u></p> <p><u>Clause 775 -- Termination of authorization</u></p> <p><u>Clause 776 -- Company must deliver annual return for registration</u></p> <p><u>Clause 777 -- Company must deliver accounts for registration</u></p> <p>Briefing on the above clauses</p>	
011238-011619	Administration Chairman	<p><u>Clause 778 -- Directors may revise accounts not complying with certain requirement</u></p> <p><u>Clause 779 -- Company must deliver return for registration in case of change of certain particulars</u></p> <p>The Administration's briefing on the above clauses</p>	

Time marker	Speaker	Subject(s)	Action required
		<p>The Chairman's view that the period of 7 days under clause 778 might not be sufficient for a non-Hong Kong company, of which the management might be stationed outside Hong Kong, to file a statement with the Registrar of Companies about the revision of its accounts</p> <p>Request for the Administration to consider extending the time allowed for complying with clause 778</p>	<p>The Administration to take action as in paragraph 2(f) of the minutes</p>
011620-011910	Administration	<p><u>Clause 780 -- Non-Hong Kong company must state names, place of incorporation, etc.</u></p> <p><u>Clause 781 -- Registered non-Hong Kong company must notify Registrar of commencement of liquidation etc.</u></p> <p><u>Clause 782 -- Registered non-Hong Kong company must notify Registrar of cessation of place of business in Hong Kong</u></p> <p>Briefing on the above clauses</p>	
011911-012346	Administration Chairman	<p><u>Clause 783 -- Authorized representative of registered non-Hong Kong company must notify Registrar of dissolution</u></p> <p>The Administration's briefing on the clause</p> <p>The Chairman's view that it was not uncommon that an authorized representative of a registered non-Hong Kong company had difficulties in obtaining up-to-date information about the company, including its dissolution, albeit taking all reasonable steps</p> <p>Request for the Administration to consider introducing a defence for the authorized representative under the clause in case he was genuinely not aware of the dissolution of a non-Hong Kong company that he represented</p>	<p>The Administration to take action as in paragraph 2(g) of the minutes</p>

Time marker	Speaker	Subject(s)	Action required
012347-013716	Administration SALA3 Chairman	<p><u>Clause 784 -- Registrar may send inquiry letter to registered non-Hong Kong company</u></p> <p><u>Clause 785 -- Registrar must follow up under certain circumstances</u></p> <p><u>Clause 786 -- Registrar may strike off registered non-Hong Kong company's name</u></p> <p><u>Clause 787 -- Application to Registrar for restoration of non-Hong Kong company</u></p> <p><u>Clause 788 -- Conditions for granting application</u></p> <p>The Administration's briefing on the clauses</p> <p>SALA3's view that a non-Hong Kong company would not be able to apply for restoration under clause 788 if it temporarily did not have a place of business in Hong Kong at that point in time when its name was struck off the register</p> <p>Request for the Administration to review clause 788</p>	The Administration to take action as in paragraph 2(h) of the minutes
013717-014525	Administration	<p><u>Clause 789 -- Registrar's decision on application</u></p> <p><u>Clause 790 -- Registrar to keep index of directors</u></p> <p><u>Clause 791 -- Service of process or notice</u></p> <p><u>Clause 792 -- Financial Secretary may make regulations</u></p> <p><u>Clause 793 -- Financial Secretary may make regulations</u></p> <p><u>Schedule 10 -- Transitional and Saving Arrangements (for Part 16)</u></p> <p><i>Sections 124 - 132</i></p> <p>Briefing on the above clauses and the Administration's response to deputations' views on Part 16 of the Bill (LC Paper No. CB(1)339/11-12(01))</p>	

Time marker	Speaker	Subject(s)	Action required
<i>Break (014526- 020415)</i>			
<u>Clause-by-clause examination of the Bill</u> <u>Part 17 of the Bill (LC Paper No. CB(1)1003/11-12(01))</u>			
020416- 021342	Administration SALA3 Mr Andrew LEUNG	<u>Clause 794 -- Interpretation</u> <u>Clause 795 -- Registrar may register eligible company</u> The Administration's briefing on the above clauses SALA3 and Mr Andrew LEUNG seeking clarification on the definitions of "eligible company" and "joint stock company"	
021343- 022340	Administration Mr Andrew LEUNG Chairman Mr James TO	<u>Clause 796 -- General restrictions on Registrar's power to register</u> <u>Clause 797 -- Registrar must not register without members' assent</u> The Administration's briefing on the above clauses Members seeking clarification on a company's registration as an unlimited company Request for the Administration to provide information about the number and nature of existing unlimited companies in Hong Kong	The Administration to take action as in paragraph 2(i) of the minutes
022341- 022513	Administration	<u>Clause 798 -- Registrar must not register without resolution declaring amount of guarantee</u> <u>Clause 799 -- Eligible company must pay registration fee</u> <u>Clause 800 -- Registrar must issue certificate of registration</u> The Administration's briefing on the above clauses	
022514- 023222	Administration Mr James TO SALA3	<u>Clause 801 -- Application of Division</u> <u>Clause 802 -- Status, property, rights and liabilities of eligible company</u>	

Time marker	Speaker	Subject(s)	Action required
		<p>The Administration's briefing on the clauses</p> <p>Discussion on the relation between clauses 802(1) and 802(2)</p>	
023223-023647	Administration	<p><u>Clause 803 -- Continuation of existing proceedings</u></p> <p><u>Clause 804 -- Continuation of existing constitutional document</u></p> <p><u>Clause 805 -- Eligible company may substitute articles for non-statutory constitutional document</u></p> <p><u>Clause 806 -- This Ordinance applies to eligible company</u></p> <p><u>Clause 807 -- Exceptions to section 806(1)</u></p> <p><u>Clause 808 -- Eligible company's power to alter constitution</u></p> <p><u>Schedule 10 -- Transitional and Saving Arrangements (for Part 17)</u></p> <p><i>Section 133</i></p> <p>Briefing on the above clauses</p>	
<p><u>Clause-by-clause examination of the Bill</u> <u>Part 18 of the Bill (LC Paper No. CB(1)1003/11-12(02))</u></p>			
023648-024214	Administration Mr James TO	<p><u>Clause 809 -- Interpretation</u></p> <p>The Administration's briefing on the clause</p> <p>Discussion on the definition of "business day"</p>	
024215-025612	Administration Mr James TO	<p><u>Clause 810 -- Minimum period specified for purposes of sections 816(3), 819(4) and 821(6)</u></p> <p><u>Clause 811 -- Period specified for purposes of sections 816(7)(a), 819(7)(a) and 821(11)(b)</u></p> <p>The Administration's briefing on the above clauses</p> <p>Discussion on issues relating to</p>	

Time marker	Speaker	Subject(s)	Action required
		<p>communication in electronic form (use of company websites and emails)</p> <p>Request for the Administration to provide written response to the following queries/concerns --</p> <p>(a) while clause 816(7) and clause 819(7) provided for deemed receipt of a document/information, the document/information might not actually be received;</p> <p>(b) if a member/debenture holder of a company had not received a notification from the company under clause 821(3)(c), whether he would be regarded as having received the document/information posted on the company's website; and</p> <p>(c) whether a member/debenture holder of a company who had not received the company's request under clause 821(4)(b) or clause 821(5)(b) would be regarded as having agreed that the company could send a document/information to him by means of putting it up on the company's website</p>	<p>The Administration to take action as in paragraph 2(k) of the minutes</p>
025613-030232	<p>Administration SALA3 Mr Ronny TONG Mr Andrew LEUNG SALA3 Chairman</p>	<p><u>Clause 812 -- Time specified for purposes of sections 816(7)(b), 817(5)(a), 819(7)(b) and 820(5)(a)</u></p> <p>The Administration's briefing on the clause</p> <p>Members seeking clarification on the meaning of "delivered in the ordinary course of post"</p> <p>Members' concerns that in reality a letter/document sent out by post might not be received on the following working day, and the late delivery of a document by post would affect the time allowed for</p>	

Time marker	Speaker	Subject(s)	Action required
		<p>the next step for the processing of the document</p> <p>Request for the Administration to review the formulation of "the time in the ordinary course of post"</p>	<p>The Administration to take action as in paragraph 2(j) of the minutes</p>
030233-030407	Administration	<p><u>Clause 813 -- Address specified for purposes of sections 819(3)(b)(iii) and 820(2)(b)</u></p> <p><u>Clause 814 -- Effect of this Part on sending documents etc. to Registrar</u></p> <p><u>Clause 815 -- Service of document</u></p> <p>Briefing on the above clauses</p>	
030408-030918	Administration SALA3	<p><u>Clause 816 -- Communication in electronic form</u></p> <p><u>Clause 817 -- Communication in hard copy form</u></p> <p>The Administration's briefing on the above clauses</p> <p>SALA3's suggestion for the Administration to provide the background and reasons for proposing the new clauses under Division 3 (Other Communication to Company by Person who is not Company) and the distinction between the "person" in Divisions 3 and 4 (Other Communication by Company to Another Person)</p>	<p>The Administration to take action as in paragraph 2(l) of the minutes</p>
030919-031439	Administration Mr WONG Ting-kwong SALA3	<p><u>Clause 818 -- Communication in other forms</u></p> <p><u>Clause 819 -- Communication in electronic form</u></p> <p>The Administration's briefing on the above clauses</p> <p>Mr WONG Ting-kwong seeking clarification on the meaning of "another person"</p> <p>SALA3 seeking clarification on the applicability of the clauses under</p>	

Time marker	Speaker	Subject(s)	Action required
		Division 4 of Part 18	
031440-031952	Administration Mr WONG Ting-kwong Ms Audrey EU Mr Ronny TONG Chairman	<u>Clause 820 -- Communication in hard copy form</u> The Administration's briefing on the clause Discussion on whether an address could be a post office box number under clause 820, and request for the Administration to provide written information on the issue	The Administration to take action as in paragraph 2(m) of the minutes
031953-032808	Administration Mr WONG Ting-kwong Chairman SALA3	<u>Clause 821 -- Communication by means of website</u> The Administration's briefing on the clause Mr WONG Ting-kwong seeking clarification on clause 821(3)(d) (the requirement of making a document available on the website for 28 days) SALA3 seeking clarification on clause 821(9) (on failure to make a document or information available on website)	
032809-033256	Administration SALA3	<u>Clause 822 -- Communication in other forms</u> <u>Clause 823 -- Joint holders of shares or debentures</u> Discussion on the above clauses Request for the Administration to clarify whether clause 823 should apply to existing companies whose articles did not provide for the matter	The Administration to take action as in paragraph 2(n) of the minutes
033257-033528	Administration Mr Ronny TONG	<u>Clause 824 -- Death or bankruptcy of holder of shares</u> Discussion on the clause Request for the Administration to consider whether the scope of the clause	The Administration to

Time marker	Speaker	Subject(s)	Action required
		should be expanded to cover a holder of shares who was mentally incapacitated	take action as in paragraph 2(o) of the minutes
033529-033642	Administration	<u>Clause 825 -- Member or debenture holder may require hard copy</u> Briefing on the clause	
033643-034118	Chairman Mr Ronny TONG Ms Audrey EU SALA3 Mr WONG Ting-kwong Mr Andrew LEUNG	Discussion on the work of the Bills Committee for the coming meetings Date of the next meeting	