

**Bills Committee on Companies Bill**

**Comparison Table for Part 21 –  
Consequential Amendments, and Transitional and Saving Provisions**

**PURPOSE**

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To facilitate clause-by-clause examination of Part 21 (Investigations and Enquiries) of the Companies Bill (“CB”), this paper provides a comparison table, at Annex, on the provisions in Part 21 and relevant provisions in the Companies Ordinance (Cap. 32) (“CO”) or the company laws of comparable jurisdictions, where applicable.

**PART 21 OF THE CB**

2. The major proposals and policy issues concerning Part 21 are set out in Annex B to LegCo Paper No. CB(1)2636/10-11(03), which was considered by Members at the meeting of 8 July 2011. Members did not raise any specific issues for the Administration to follow up.

**ADVICE SOUGHT**

3. Members are invited to note the contents of the paper and provide their views.

**Financial Services and the Treasury Bureau  
Companies Registry  
10 February 2012**

**Comparison Table for Part 21**

This table includes provisions in the third (i.e. “Derivation”) column that indicate the corresponding or original section in the Companies Ordinance (CO) of the clause concerned in the Companies Bill (CB), where applicable. Where reference has been made to the relevant statutory provision(s) in other jurisdictions, such provision(s) is/ are also cited in that column. We use the term “Existing law” to mean that the clause is restating an existing section in the CO as set out in the “Derivation” column without change in substance, although the actual wording may be different from the existing section as improvements are made to the drafting language and style.

A list of abbreviations used is as follows:–

CO: Companies Ordinance (Cap 32)

SFO: Securities and Futures Ordinance (Cap 571)

UKCA 2006: United Kingdom Companies Act 2006

Clause	Contents	Derivation	Position in CO	Position in CB
<b>Division 1: Consequential and Related Amendments</b>				
900	Amendments to Ordinances	c.f. SFO s.407(2)	N/A	(i) New provision on a small number of consequential amendments (listed in Schedule 9) to the specified Ordinances. necessary for the saving and transitional provisions in the CB.  (ii) We will move Committee Stage Amendments (CSAs) such that (a) Schedule 9 will be revised to contain all the consequential amendments to the current CO and its subsidiary legislation;

Clause	Contents	Derivation	Position in CO	Position in CB
				<p>and (b) a new Schedule 9A will be added to contain consequential amendments to other ordinances and subsidiary legislation.</p> <p>(iii) The said CSAs in draft form were submitted to the Bills Committee in December 2011.</p>
<b>Division 2: Transitional and Saving Provisions</b>				
901	Transitional and saving provisions	c.f. SFO s.407(1)	N/A	<u>Subclause (1)</u> : New provision to provide for the inclusion in Schedule 10 of the transitional and saving provisions.
		c.f. SFO s.409	N/A	<u>Subclause (2)</u> : New provision to empower the Chief Executive in Council to amend Schedule 10.
902	Extended effect of saving provision	c.f. Paragraphs. 115(1) and 116(2) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008	N/A	<u>Subclauses (1) to (4)</u> : New provisions on the extended effect of a provision in the CO, which has continuing effect under Schedule 10 or section 23 of the Interpretation and General Clauses Ordinance (Cap 1) or both.

Clause	Contents	Derivation	Position in CO	Position in CB
		of the UK		
		c.f. CO s.366	<p>Under CO s.366, despite passage of the Companies (Amendment) Ordinance 1997 –</p> <p>(i) until the Registrar of Companies (the Registrar) determines otherwise, any forms previously in force may continue to be used; and</p> <p>(ii) until the Registrar specifies otherwise, any particulars or information previously required to be specified or provided may continue to be required to be provided or furnished.</p>	<p><u>Subclauses (5) to (8)</u>: New provisions. With reference to the approach under section 366 of the CO, subclauses (5) to (8) empower the Registrar to specify forms for provisions under the CO, which have continuing effect under Schedule 10 or section 23 of the Interpretation and General Clauses Ordinance (Cap 1) or both.</p>
903	Offence for false statement		N/A	New provision to save the offence for false statements under section 349 (“ <i>Penalty for false statements</i> ”) of the CO.
904	Limitation on commencement of proceedings		N/A	New provision to save the effect of section 351A (“ <i>Limitation on commencement of proceedings</i> ”) of the CO.

<b>Clause</b>	<b>Contents</b>	<b>Derivation</b>	<b>Position in CO</b>	<b>Position in CB</b>
905	Application of fines		N/A	New provision to save the effect of section 352 (“ <i>Application of fines</i> ”) of the CO.
906	Saving as to private prosecution		N/A	New provision to save the effect of section 354 (“ <i>Saving as to private prosecutors</i> ”) of the CO.
907	Saving for privileged communication		N/A	New provision to save the effect of section 355 (“ <i>Saving for privileged communications</i> ”) of the CO.
<b>Division 3: Supplemental Provisions</b>				
908	This Part etc. not to derogate from section 23 of Cap. 1	c.f. SFO s.408	N/A	New provision to clarify that Part 21 and Schedules 9 and 10 are in addition to and not in derogation of section 23 of the Interpretation and General Clauses Ordinance (Cap 1), unless otherwise specified.
909	Continuity of law	c.f. UKCA 2006 s.1297(1) to (6)	N/A	New provision to provide for continuity of law of a repealed CO provision which has been re-enacted in the CB.