

Bills Committee on Companies Bill

**Follow-up actions for the meeting held on 2 March 2012
in relation to Subsidiary Legislation under the Companies Bill**

Information Paper

PURPOSE

At Members' request, this paper provides a list, at **Annex**, of rules or regulations which can be made under the Companies Bill ("CB") further to those set out in the Annex to LegCo Paper No. CB(1)1184/11-12(06).

SUBSIDIARY LEGISLATION

2. As mentioned in LegCo Paper No. CB(1)1184/11-12(06), some subsidiary legislation will be made under the CB before its commencement¹. Further to the subsidiary legislation mentioned in the paper, some rules and regulations can also be made under the CB. The powers to make those rules and regulations would be reserved and we do not anticipate that we would exercise them in the near future. A list of these rules and regulations is at Annex.

FOR INFORMATION

3. This paper is for Members' information.

**Financial Services and the Treasury Bureau
Companies Registry
5 June 2012**

¹ As mentioned in item 8 of the Annex to LegCo Paper No. CB(1)1184/11-12(06), regulations will be made on matters relating to notes to financial statements. Among others, the regulations would contain matters in relation to loans, quasi-loans and other dealings in favour of directors. The regulations would be made by virtue of clauses 442 and 443 of the CB.

**Rules and Regulations which can be made under the Companies Bill
but will not be made before its commencement**

No.	Empowering provisions in the Companies Bill (“CB”)	Relevant provisions in the Companies Ordinance (“CO”)	Remarks
1	Clause 32	N/A	The Financial Secretary may make regulations requiring any document required or authorized to be delivered to the Registrar under an Ordinance to be delivered by electronic means.
2	Clause 194	Section 48F	The Financial Secretary may make regulations for restricting or otherwise modifying the relief provided by Subdivision 1 of Division 8 of Part 4 in relation to share capital requirements.
3	Clause 203	Section 49Q(1)(d) and (4)	The Chief Executive in Council may make regulations— (a) modifying the solvency test or its application to any transaction or class of transactions; or (b) modifying the matters that a director is required to take into account in forming an opinion for the purpose of making a solvency statement.

No.	Empowering provisions in the Companies Bill (“CB”)	Relevant provisions in the Companies Ordinance (“CO”)	Remarks
4	Clause 269	Section 49Q(1)(a) to (c) and 49Q(4)	<p>The Chief Executive in Council may make regulations modifying any of the provisions of Division 4 of Part 5 with respect to—</p> <p>(a) the authorization required for a company to buy back its own shares;</p> <p>(b) the authorization required for the release by a company of its rights under a contract for the buyback of its own shares, including a contingent buyback contract; and</p> <p>(c) the information to be included in a return by a company to the Registrar in relation to a share redemption or buy-back.</p>
5	Clause 716(1)(b)	Sections 168A(6) and 296	The Chief Justice may make rules for prescribing fees payable in respect of proceedings under Division 2 of Part 14 (unfair prejudice proceedings).
6	Clause 897	Section 359A(1)	The Financial Secretary may make regulations for any matter required or permitted to be prescribed under the CB.