

Bills Committee on Companies Bill
Committee Stage Amendments to the Companies Bill
Part 21 – Consequential Amendments, and Transitional and Saving Provisions

The table below sets out the proposed Committee Stage Amendments (CSAs) in relation to Part 21 (“Consequential Amendments, and Transitional and Saving Provisions”) (clauses 900 to 909) of the Companies Bill. In preparing the CSAs, the Administration has taken account of, *inter alia*, the views of Members, deputations and the Legislative Council Legal Adviser. Marked-up copy of the proposed CSAs in numerical order is at **Annex** for reference. CSAs to Schedule 10 (“Transitional and Saving Provisions”) will be reported to the Bills Committee later in one go.

A list of abbreviations used in this table is as follows:

CB: Companies Bill

CO: Companies Ordinance (Cap 32)

CSA: Committee Stage Amendment

LegCo: Legislative Council

Item	Relevant matter/ provision	Proposed Committee Stage Amendment	Remarks
1	Clause 900 Amendments to Ordinances	(I) Amend clause 900 to reflect the amendments to Schedule 9 and the introduction of the new Schedule 9A.	<ul style="list-style-type: none"> • This CSA is proposed to substitute a revised Schedule 9 for the current Schedule 9 and introduce a new Schedule 9A. • The revised Schedule 9 will contain all the consequential amendments to the current CO and its subsidiary legislation. • The new Schedule 9A will contain the consequential amendments to other ordinances and subsidiary legislation (other than CO and its subsidiary legislation).
		(II) Add a provision to provide that the Financial Secretary may, by notice published in the Gazette, amend Schedules 9 and 9A.	<ul style="list-style-type: none"> • The proposed power is necessary because between the passage and commencement of CB, there will be new enactments passed which may require additional consequential amendments to be made. Such further consequential amendments would not involve substantive changes. • A precedent of similar power to amend consequential and related amendments can

Item	Relevant matter/ provision	Proposed Committee Stage Amendment	Remarks
			<p>also be found in section 4 of the Companies (Amendment) Ordinance 2004 (No. 30 of 2004) whereby Secretary for Financial Services and the Treasury is given a similar power.</p> <ul style="list-style-type: none"> • We consider empowering the Financial Secretary to make the amendments to Schedules 9 and 9A is appropriate as the amendments are only restricted to consequential and related amendments in relation to the coming into operation of CB. • Please also see a similar provision in clause 901 of CB.
2	Clause 901 Transitional and saving provisions	Amend “Chief Executive in Council” to “Financial Secretary”.	<ul style="list-style-type: none"> • On review, we consider that authorization by the Financial Secretary would be more appropriate. Please see Item 1(II) above.
3	Clause 908 This Part etc. not to derogate from section 23 of Cap. 1	Amend clause 908 to reflect the introduction of the new Schedule 9A.	<ul style="list-style-type: none"> • Please see the third bullet of remarks under Item 1(I) in respect of clause 900.
4	Clause 909(4) Continuity of law	Amend “times, circumstances or purposes” to “times, circumstances <u>and</u> purposes”.	<ul style="list-style-type: none"> • This CSA is proposed in response to the LegCo Legal Adviser’s observation. • Legal Adviser noted that the phrase “time, circumstances <u>or</u> purposes” is used in clause 909(4), while the phrase “time, circumstances <u>and</u> purposes” is used in clause 909(5).

Companies Bill
《公司條例草案》**900. Amendments to Ordinances**

- (1) The Ordinances specified in ~~Parts 1, 2, 3, 4 and 5~~ of Schedules 9 and 9A are amended as set out in those ~~Parts~~ Schedules.¹
- (2) The Financial Secretary may, by notice published in the Gazette—
- (a) amend Schedule 9 or 9A to make such consequential or related amendments to any Ordinance as are necessary on account of the coming into operation of any provision of this Ordinance; or
- (b) repeal any provision in Schedule 9 or 9A that is no longer necessary on account of the coming into operation of any provision of this Ordinance.²

¹ Item 1(I)/第 1(I)項

² Item 1(II)/第 1(II)項

901. Transitional and saving provisions

- (1) The transitional and saving provisions as set out in Schedule 10 have effect.
- (2) The ~~Chief Executive in Council~~ Financial Secretary³ may, by notice published in the Gazette, amend Schedule 10.

³ Item 2 / 第 2 項

908. This Part etc. not to derogate from section 23 of Cap. 1

This Part, and Schedules 9, [9A](#)⁴ and 10, are in addition to and not in derogation of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1), except as otherwise provided in this Part or those Schedules.

⁴ Item 3 / 第 3 項

909. Continuity of law

- (1) This section applies if a provision of this Ordinance re-enacts (with or without modification) a provision of another Ordinance repealed by this Ordinance.
- (2) The repeal and re-enactment does not affect the continuity of the law.
- (3) Anything done (including subsidiary legislation made), or having effect as if done, under or for the purposes of the repealed provision that could have been done under or for the purposes of the corresponding provision of this Ordinance, if in force or effective immediately before the commencement date of that corresponding provision, has effect after that commencement date as if done under or for the purposes of that corresponding provision.
- (4) A reference (express or implied) in an Ordinance, instrument or document to a provision of this Ordinance is to be construed (so far as the context permits) as including, as respects times, circumstances ~~and~~⁵ purposes in relation to which the corresponding repealed provision had effect, a reference to that corresponding provision.
- (5) A reference (express or implied) in an Ordinance, instrument or document to a repealed provision is to be construed (so far as the context permits), as respects times, circumstances and purposes in relation to which the corresponding provision of this Ordinance has effect, as being or (according to the context) including a reference to the corresponding provision of this Ordinance.
- (6) This section has effect subject to any specific transitional or saving provision contained in this Ordinance.

⁵ Item 4 / 第 4 項