

**Bills Committee on Companies Bill**  
**Committee Stage Amendments to the Companies Bill**  
**Part 2 – Registrar of Companies and Companies Register**

(Revised)  
CB(1)1866/11-12(03)

The table below sets out the proposed Committee Stage Amendments (CSAs) in relation to Part 2 (“Registrar of Companies and Companies Register”) (clauses 19 to 60) of the Companies Bill (CB). 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. The marked-up Chinese provisions in the Annex only contain CSAs solely applicable to the Chinese text. 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:

Bills Committee: Bills Committee on Companies Bill

CB: Companies Bill

CO: Companies Ordinance (Cap 32)

CSA: Committee Stage Amendment

C(WUMP)O: Companies (Winding Up and Miscellaneous Provisions) Ordinance

LegCo: Legislative Council

Registrar: Registrar of Companies

| Item                                 | Relevant matter/<br>provision | Proposed<br>Committee Stage Amendment   | Remarks  |
|--------------------------------------|-------------------------------|---|--|
| <b>Amendments specific to Part 2</b> |                               |   |  |
| 1                                    | Clause 19<br>Interpretation   | Replace “immediately” in the definition of “company (公司)” with “at any time”. | <ul style="list-style-type: none"> <li>This CSA is proposed to clarify that the records of registered non-Hong Kong company would still be contained in the Companies Register even if (i) the company had been struck off; (ii) the company had ceased to have a place of business in Hong Kong; or (iii) the company had been dissolved. It can be at any time as to when a non-Hong Kong company was registered under the existing CO.</li> </ul> |

| Item | Relevant matter/<br>provision                             | Proposed<br>Committee Stage Amendment   | Remarks   |
|------|---|---|---|
| 2    | Clause 23<br><br>Registrar may issue guidelines           | Delete subclause (5).   | <ul style="list-style-type: none"> <li>Members expressed concerns about the purpose of clause 23(5) and possible conflict between contravention of the guidelines resulting in no liability and allowing the guidelines to be admissible as evidence in legal proceedings. In view of Members' concern, we propose to remove subclause (5). Please see paragraphs 3 and 4 of LegCo Paper No. CB(1)34/11-12(04) <i>Follow-up actions for the meetings held on 26 July and 31 August 2011.</i></li> </ul> |
| 3    | Clause 26<br><br>Registrar must keep records of companies | (I) Delete “, excluding a certificate issued under section 56(1)” in subclause (1)(b).  | <ul style="list-style-type: none"> <li>Clause 56 will be deleted. See item 20 below.</li> </ul>   |
|      |   | (II) Add a new subclause (1)(c).  | <ul style="list-style-type: none"> <li>There is a separate regime for the registration of prospectuses under sections 38D and 342C of the C(WUMP)O. Therefore, prospectuses are registered pursuant to the Registrar's decision made under the C(WUMP)O rather than under Part 2 of CB.</li> </ul>  |
|      |   | (III) Add new subclauses (3) to (6) so that the Registrar would record, at the commencement of CB, the addresses of the companies' registered offices (or principal places of business in Hong Kong of non-Hong Kong companies), instead of the residential addresses of the directors and company secretary, as the correspondence addresses. The original subclauses (6), (9) and (10) will be deleted as a result. | <ul style="list-style-type: none"> <li>This CSA is proposed in accordance with Members' suggestion. Please see paragraph 6 of LegCo Paper No. CB(1)34/11-12(04) <i>Follow-up actions for the meetings held on 26 July and 31 August 2011.</i></li> </ul>  |

| Item | Relevant matter/<br>provision  | Proposed<br>Committee Stage Amendment   | Remarks  |
|------|--|---|--|
|      |  | (IV) Move the original subclauses (3) to (5), (7) to (8) to a new clause.                               | <ul style="list-style-type: none"> <li>• This is a pure drafting change.</li> </ul>  |
| 4    | New Clause 26A<br>Provisions<br>supplementary to<br>section 26   | Move the original clauses 26(3) to (5) and (7) to (8) to a new clause.                                  | <ul style="list-style-type: none"> <li>• See item 3(IV) above.</li> </ul>  |
| 5    | Clause 33<br>Registrar may<br>refuse to accept or<br>register document   | Add a new subclause (1A) to exclude the registration of a prospectus from the application of clause 33. | <ul style="list-style-type: none"> <li>• Unlike other documents delivered to the Registrar for registration under an Ordinance, the registration of prospectuses will continue to be governed by a separate registration regime under section 38D and 342C of the C(WUMP)O.</li> </ul>   |
| 6    | Clause 36<br>Certain period to<br>be disregarded for<br>calculating daily<br>penalty for failure<br>to deliver<br>document to<br>Registrar | Replace “may” with “must” in subclause (2).   | <ul style="list-style-type: none"> <li>• This CSA is proposed in view of Members’ suggestion that it should be made obligatory for the Registrar to provide reasons for refusal to register a document in the notice of refusal.</li> <li>• We have also considered Members’ suggestion to set out a time limit for the Registrar to give notice of refusal. However, given that the time taken to consider each case will depend on a number of factors, like the circumstances of each case, the time needed by the person submitting the document to provide supplementary information, etc, we do not consider it desirable to set out a definite time limit in CB.</li> </ul> |

| Item | Relevant matter/<br>provision   | Proposed<br>Committee Stage Amendment  | Remarks  |
|------|---|--|--|
| 7    | Clause 37<br><br>Registrar may require company to resolve inconsistency with Companies Register | (I) Amend subclause (1) to clarify that both the information contained in a document registered and the information on the Companies Register are related to the same company. | <ul style="list-style-type: none"> <li>This CSA is proposed to clarify our intention in response to Members' concern. Please see paragraph 13 of LegCo Paper No. CB(1)34/11-12(04) <i>Follow-up actions for the meetings held on 26 July and 31 August 2011.</i></li> </ul>  |
|      |   | (II) Add a new subclause (4) to provide a defence for a person to establish that the person took all reasonable steps to secure compliance with clause 37(1).                  | <ul style="list-style-type: none"> <li>Members were concerned about the offence under clause 37(3) in cases where it is not possible for the company or responsible person to resolve the inconsistency. We therefore propose this CSA to provide a defence. Please see paragraph 15 of LegCo Paper No. CB(1)34/11-12(04) <i>Follow-up actions for the meetings held on 26 July and 31 August 2011.</i></li> </ul>   |
| 8    | Clause 38<br><br>Registrar may require further information for updating etc.                    | (I) Replace subclauses (2) and (3) with new subclauses (2) and (3) to clarify the coverage of the offence.   | <ul style="list-style-type: none"> <li>Clause 38(1) covers both a legal person and a natural person. The offence is provided in the original clause 38(2) and (3) for the case where the "person" is a company and the case where the "person" is any other person. This CSA is proposed to clarify the coverage of the offence having regard to Members' concern. Please see paragraph 16 of LegCo Paper No. CB(1)34/11-12(04) <i>Follow-up actions for the meetings held on 26 July and 31 August 2011.</i></li> </ul> |
|      |   | (II) Add a new subclause (4) to provide a defence for a person to establish that the person took all reasonable steps to secure compliance with clause 38(1).                  | <ul style="list-style-type: none"> <li>Similar to item 7(II) above. Please see paragraph 17 of LegCo Paper No. CB(1)34/11-12(04) <i>Follow-up actions for the meetings held on 26 July and 31 August 2011.</i></li> </ul>  |

| Item | Relevant matter/<br>provision  | Proposed<br>Committee Stage Amendment  | Remarks   |
|------|--|--|---|
| 9    | Clause 39<br>Registrar may rectify typographical or clerical error in Companies Register | Replace “該公司” in subclause (2) of the Chinese version with “由該公司提出”.   | <ul style="list-style-type: none"> <li>This is a drafting change proposed for clarity.</li> </ul>   |
| 10   | Clause 43<br>Registrar must make Companies Register available for public inspection      | (I) Add “to which this subsection applies” after “company” in subclause (1)(a)(i) and add “such” before “a company” in subclause (1)(a)(ii) & (v).   | <ul style="list-style-type: none"> <li>With a specific definition for “company” added in subclause (1A), this CSA clarifies the reference to “company” in this clause.</li> </ul>   |
|      |  | (II) Add a new subclause (1A) to add a specific definition for “company” in subclause (4) so that a company is expanded to include (i) an unregistered company as defined by section 326 of C(WUMP)O; and (ii) a company incorporated outside Hong Kong (whether the company has or has not established a place of business in Hong Kong). | <ul style="list-style-type: none"> <li>The current definition of “company” for Part 2 means a company formed and registered under CB, an existing company and a registered non-Hong Kong company. As a result, a prospectus filed by a company incorporated outside Hong Kong under section 342C of C(WUMP)O and any document related to the winding up of unregistered companies under section 326 of C(WUMP)O would not be available for public inspection. The purpose of this CSA is to make such documents available for public inspection.</li> </ul> |
|      |  | (III) Add “to which subsection (1) applies” after “company” in subclause (4)(a) and replace “any company” with “such a company” in   | <ul style="list-style-type: none"> <li>See item 10(I) above.</li> </ul>   |

| Item | Relevant matter/<br>provision  | Proposed<br>Committee Stage Amendment  | Remarks   |
|------|--|--|---|
|      |  | subclause (4)(b) & (c).  |   |
|      |  | (IV) Replace “參涉” in subclause (4)(c) of the Chinese version with “關涉”.  | <ul style="list-style-type: none"> <li>This is a drafting change proposed in response to LegCo Legal Adviser’s comment to align the wordings with those in clauses 471(1) and 665(2)(f).</li> </ul>   |
| 11   | Clause 45<br><br>Issue of process for compelling production of information on Companies Register             | Delete clause 45.  | <ul style="list-style-type: none"> <li>This CSA is proposed in accordance with Members’ views that this clause is unnecessary. Please see paragraph 19 of LegCo Paper No. CB(1)34/11-12(04) <i>Follow-up actions for the meetings held on 26 July and 31 August 2011.</i></li> </ul>  |
| 12   | New Clause 45A<br>Interpretation   | Add a new clause 45A to add definitions for “withheld address”, “withheld identification number” and “withheld information”.   | <ul style="list-style-type: none"> <li>These definitions are added to provide for the disclosure of information withheld from public inspection pursuant to clause 47. See item 13 below.</li> </ul>  |
| 13   | Clause 47<br><br>Registrar may withhold residential address and identification number from public inspection | (I) Delete “(1)” in subclause (1).<br><br>(II) Replace “may” with “must” in subclause (3).<br><br>(III) Replace “be made in accordance with regulations made under subsection (8)” in subclause (7) with “(a) contain the information required by regulations made under | <ul style="list-style-type: none"> <li>This CSA is proposed to align with the wording in clause 46.</li> <li>This CSA is proposed in accordance with Members’ suggestion. Please see paragraph 20 of LegCo Paper No. CB(1)34/11-12(04) <i>Follow-up actions for the meetings held on 26 July and 31 August 2011.</i></li> <li>This CSA is proposed to clearly set out the requirement for the application to contain the information and have the documents and fees to accompany the application as set out in the regulations.</li> </ul> |

| Item | Relevant matter/<br>provision | Proposed<br>Committee Stage Amendment  | Remarks  |
|------|-------------------------------|--|--|
|      |                               | <p>subsection (8)(a); (b) be accompanied by the documents required by regulations made under subsection (8)(b); and (c) be accompanied by the fee prescribed by regulations made under subsection (8)(c).”</p>                     |  |
|      |                               | <p>(IV) Replace “prescribing” with “providing for” in subclause (8)(a) &amp; (b), add subclause (8)(a)(ii), and add “including any document specified by the Registrar for such an application” at the end of subclause (8)(b)</p> | <ul style="list-style-type: none"> <li>• These are technical amendments to clarify our intention in relation to the subsidiary legislation to be made.</li> </ul>  |
|      |                               | <p>(V) Add in subclause (8)(d) that the Registrar may have the powers require other information and document for the purposes of determining an application.</p>   | <ul style="list-style-type: none"> <li>• These are technical amendments to clarify our intention in relation to the subsidiary legislation to be made.</li> </ul>  |
|      |                               | <p>(VI) Delete “and fees” in subclause (8)(b) and moving the requirement to a new subclause (8)(c).</p>  | <ul style="list-style-type: none"> <li>• This is a drafting change to improve clarity.</li> </ul>  |
|      |                               | <p>(VII) Delete “must be an address in Hong Kong and” in subclause (9).</p>  | <ul style="list-style-type: none"> <li>• Upon review, we are of the view that the correspondence address does not have to be a place in Hong Kong. This CSA is proposed accordingly.</li> </ul>                    |
| 14   | New Clause 47A                | Add new clauses 47A to 47C to provide for the disclosure of information withheld   | <ul style="list-style-type: none"> <li>• Under CB, the residential address and identification number on various documents filed with the Registrar before the commencement of CB would only be withheld</li> </ul> |

| Item | Relevant matter/<br>provision   | Proposed<br>Committee Stage Amendment   | Remarks   |
|------|---|---|---|
|      | Restriction on use or disclosure of withheld information<br><br>New Clause 47B<br><br>Permitted use or disclosure of withheld information by Registrar<br><br>New Clause 47C<br><br>Disclosure under order of Court | from public inspection pursuant to clause 47.   | from public inspection upon application and payment of a fee in accordance with clause 47. Upon review, we consider it appropriate to provide for disclosure of information withheld from public inspection pursuant to clause 47. These provisions mirror clauses 52 to 54.                            |
| 15   | Clause 48<br><br>Interpretation   | Add new subclauses (1)(a)(iv) and (v) to add reference to “a notice delivered to the Registrar for registration under section 673(1)(d) in relation to the appointment of a director of the company” and “an application form delivered for the purposes of section 795(1) in relation to the registration of the company”. | <ul style="list-style-type: none"> <li>The notice or application form referred to in the new subclauses (1)(a)(iv) and (v) may also contain the most recent correspondence address of a director. Hence, this CSA is proposed to add back the references to the notice and application form.</li> </ul> |
| 16   | Clause 51<br><br>Provision supplementary to section 50  | (I) Add new subclause (3A) to align with clause 50(4).<br><br>(II) Replace “immediately” in subclause (7)(b) with “at any time”.  | <ul style="list-style-type: none"> <li>This CSA is proposed to align with clause 50(4) on the sending of a notice to a director.</li> <li>This CSA is proposed to align with the amendment to the definition of “company” in clause 19.</li> </ul>  |



| Item | Relevant matter/<br>provision  | Proposed<br>Committee Stage Amendment   | Remarks   |
|------|--|---|---|
| 17   | Clause 52<br>Restriction on use<br>or disclosure of<br>protected<br>information            | Amend the heading of clause 52 to read as “Restriction on use or disclosure of protected information”.  | <ul style="list-style-type: none"> <li>• This CSA is proposed to clarify the intention of the clause which is a restriction rather than a prohibition.</li> </ul>   |
| 18   | Clause 53<br>Permitted use or<br>disclosure of<br>protected<br>information by<br>Registrar | Replace the original subclauses (3) and (4) with the new subclauses (3) to (5) to clarify our intention that the Registrar may require an application to be accompanied by the required document or information. The reference to “entity” in the original subclauses (3) and (4) is replaced with reference to “person”. | <ul style="list-style-type: none"> <li>• The new subclauses clarify our intention that the Registrar may require an application to be accompanied by the required document or information.</li> <li>• Replacing “entity” with “person” is a drafting change.</li> <li>• There are also technical amendments similar to those proposed for clause 47(8) to clarify our intention in relation to the subsidiary legislation to be made.</li> </ul>                                  |
| 19   | Clause 54<br>Disclosure under<br>order of Court  | Delete “or member” in subclause (3)(a).   | <ul style="list-style-type: none"> <li>• Members of a company will be included in the list of specified persons (i.e. the protected residential addresses and identification numbers would continue to be made available to them on application under clause 53). As such, we will delete the reference to “member” in clause 54(3)(a). Please see paragraph 7 of LegCo Paper No. CB(1)225/11-12(01) <i>Follow-up actions for the meeting held on 11 October 2011</i>.</li> </ul> |
| 20   | Clause 56<br>Registrar may<br>certify delivery or<br>non-delivery of<br>documents          | Delete clause 56.   | <ul style="list-style-type: none"> <li>• As explained to the Bills Committee during the clause-by-clause examination of Part 2, a certified copy of the document index of a company would serve the purpose of a certificate of registration/non-registration issued under clause 56. It is expected that public demand for certificate of registration/non-registration would be low. With Members’ consent, we have therefore proposed to delete clause 56.</li> </ul>          |

| Item | Relevant matter/<br>provision  | Proposed<br>Committee Stage Amendment  | Remarks   |
|------|--|--|---|
| 21   | New Clause 56A<br>Registrar may issue certificates in any manner           | Add the new clause 56A to restate section 348BA of CO.   | <ul style="list-style-type: none"> <li>Section 348BA of CO expressly allows the Registrar to issue certificates in any form, including electronic form, and was inserted by the Companies (Amendment) Ordinance 2010. This CSA is proposed to restate the section in CB.</li> </ul>               |
| 22   | Clause 57<br>Registrar not responsible for verifying information           | Delete “for registration” in clause 57.  | <ul style="list-style-type: none"> <li>This CSA is proposed to extend the application of the clause to other documents delivered to the Registrar, for example, an application for deregistration under clause 738. Consequentially, clause 738(6) can be deleted.</li> </ul>                     |
| 23   | Clause 58<br>Immunity  | Revise subclause (2) by adding the wording similar to clause 58(3)(b) to provide that a protected person will not be personally liable if the error or omission has occurred or arisen as a result of any defect or breakdown in the service or any equipment used for the service or for supplying the information. | <ul style="list-style-type: none"> <li>This CSA is proposed to align with the wording used in clause 58(3)(b). This ensures that the protection given to a protected person under clause 58(2) covers an error or omission caused by any defect or breakdown in the service/equipment.</li> </ul> |
| 24   | Clause 60<br>Offence for destruction etc. of registers, books or documents | Add “on conviction on indictment” in subclause (2).  | <ul style="list-style-type: none"> <li>The offence under clause 60(1) is of a serious nature and is an indictable offence.</li> </ul>   |

Apart from the above, we have also considered Members' suggestion to allow a person to appeal to the Administrative Appeals Board ("AAB") against the Registrar's decision to put a director's residential address on the Companies Register as the director's correspondence address in case communication with the director at the director's correspondence address is not effective under clause 50. We are of the view that the proposal is neither necessary nor appropriate as there is already sufficient safeguard in that the director has the opportunity to make representation to the Registrar before she makes a decision (clause 50(2) and (3)). Also, the proposal may unduly delay the process of making the residential address available for public inspection on the ground of ineffective communication. In any case, the Registrar's decision can still be subject to judicial review.

**Financial Services and the Treasury Bureau**  
**Companies Registry**  
**16 May 2012**

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**19. Interpretation**

(1) In this Part—

*company* (公司) includes—

- (a) a non-Hong Kong company registered under section 765(1); or
- (b) a company that was, immediately at any time<sup>1</sup> before the commencement date of Part 16, registered in the register kept under section 333AA of the predecessor Ordinance;

*digital signature* (數碼簽署) has the meaning given by section 2(1) of the Electronic Transactions Ordinance (Cap. 553);

*document* (文件) includes a document in electronic form or any other form;

*electronic signature* (電子簽署) has the meaning given by section 2(1) of the Electronic Transactions Ordinance (Cap. 553);

*in electronic form* (電子形式) means in the form of an electronic record;

*in hard copy form* (印本形式) means in a paper form or similar form capable of being read.

(2) In this Part, a reference to delivering a document includes sending, supplying, forwarding or producing it.

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<sup>1</sup> Item 1/第1項

**23. Registrar may issue guidelines**

- (1) The Registrar may issue guidelines—
  - (a) indicating the manner in which the Registrar proposes to perform any function or exercise any power; or
  - (b) providing guidance on the operation of any provision of this Ordinance.
- (2) The Registrar—
  - (a) must publish the guidelines in a manner appropriate to bring them to the notice of persons affected by them; and
  - (b) must make copies of the guidelines available to the public (in hard copy form or electronic form).
- (3) Guidelines issued under this section are not subsidiary legislation.
- (4) The Registrar may amend or revoke any of the guidelines. Subsections (2) and (3) apply to an amendment or revocation of guidelines in the same way as they apply to the guidelines.
- ~~(5) A person does not incur any civil or criminal liability only because the person has contravened any of the guidelines. If, in any legal proceedings, the court is satisfied that a guideline is relevant to determining a matter that is in issue—
  - ~~(a) the guideline is admissible in evidence in the proceedings; and~~
  - ~~(b) proof that the person contravened or did not contravene the guideline may be relied on by any party to the proceedings as tending to establish or negate the matter.<sup>2</sup>~~~~

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<sup>2</sup> Item 2/第2項

26. Registrar must keep records of companies

- (1) The Registrar must keep records of—
- (a) the information contained in every document that is delivered to the Registrar for registration and that the Registrar decides to register under this Part; ~~and~~
  - (b) the information contained in every certificate that is issued by the Registrar under this Ordinance, ~~excluding a certificate issued under section 56(1);<sup>3</sup> and~~
  - (c) the information contained in every prospectus registered by the Registrar under section 38D or 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).<sup>4</sup>
- (2) The Registrar must continue to keep the records that were, immediately before the commencement date of this section, kept for the purpose of a register of companies under the predecessor Ordinance.
- (3) For the purposes of subsections (1) and (2), the Registrar must record the specified address as the correspondence address of a director, reserve director or company secretary of the following company—
- (a) an existing company;
  - (b) a company falling within paragraph (a) of the definition of *company* in section 19(1) that is registered under section 765(1) by virtue of section 124 of Schedule 10;
  - (c) a company falling within paragraph (b) of the definition of *company* in section 19(1).<sup>5</sup>
- (4) After the specified address is recorded under subsection (3) as the correspondence address of a director, reserve director or company secretary of a company, the Registrar must update the entry of such correspondence address with—
- (a) the latest address of the company's registered office contained in a notice of change of address of the company's registered office—
    - (i) that is sent under section 92(3) of the predecessor Ordinance or section 649(3); and
    - (ii) that is registered by the Registrar under this Part;
  - (b) the latest address of the company's principal place of business in Hong Kong contained in a return in respect of the change of address of the company's principal place of business in Hong Kong—
    - (i) that is delivered under section 335(1)(d) of the predecessor Ordinance or section 779(1); and
    - (ii) that is registered by the Registrar under this Part.<sup>5</sup>
- (5) Subsection (4) does not apply if, in relation to the director, reserve director or company secretary—
- (a) a notice or return is delivered under section 636(4), 643(2) or 779(1) in respect of a change of the person's correspondence address; and
  - (b) the notice or return is registered by the Registrar under this Part.<sup>5</sup>
- (6) For the purposes of subsection (3), an address is the specified address in relation to a director, reserve director or company secretary of a company if—
- (a) immediately before the commencement date of this section, the address was shown on the register of companies under the predecessor Ordinance as the address of the company's registered office or principal place of business in Hong Kong;
  - (b) the address is contained, as the address of the company's registered office, in an incorporation form—
    - (i) delivered before the commencement date of Division 1 of Part 3 to the Registrar for registration under section 15(1) of the predecessor Ordinance; and

<sup>3</sup> Item 3(I)/第3(I)項

<sup>4</sup> Item 3(II)/第3(II)項

<sup>5</sup> Item 3(III)/第3(III)項

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- (ii) registered on or after that commencement date under section 16(1) of the predecessor Ordinance; or
- (c) the address is contained, as the address of the company's principal place of business in Hong Kong, in an application for registration delivered before the commencement date of Division 2 of Part 16 to the Registrar under section 333 of the predecessor Ordinance and the registration takes place under section 765(1).<sup>6</sup>

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<sup>6</sup> Item 3(III)/第3(III)項

**26A. Provisions supplementary to section 26<sup>8</sup>**

- (13) The records kept under ~~this~~ section 26 must be such that information relating to a company is associated with the company in a manner determined by the Registrar, so as to enable all the information relating to the company to be retrieved.
- (24) A record of information for the purposes of ~~section 26(1)subsection (1)~~ must be kept in such form as to enable any person to inspect the information contained in the record and to make a copy of the information.
- (35) Subject to subsections (13) and (24), a record of information for the purposes of ~~subsection 26(1)~~ may be kept in any form that the Registrar thinks fit.
- ~~(6) For the purposes of subsections (1) and (2), the Registrar—~~
- ~~(a) must record a specified address of a director or reserve director of a company as the correspondence address, and as the usual residential address, of the director or reserve director; and~~
- ~~(b) must record a specified address of a company secretary of a company as the correspondence address, but not as the usual residential address, of the company secretary.~~
- (47) If the Registrar keeps a record of information in a form that differs from the form in which the document containing the information was delivered to, or generated by, the Registrar, the record is presumed, unless the contrary is proved, to represent the information contained in the document as delivered or generated.
- (58) If the Registrar records the information contained in a document for the purposes of ~~subsection 26(1)~~, the Registrar is to be regarded as having discharged any duty imposed by law on the Registrar to keep, file or register the document.<sup>8</sup>

~~(9) In this section—~~

~~specified address (指明地址), in relation to a director, reserve director or company secretary, means—~~

- ~~(a) an address of the director, reserve director or company secretary that, immediately before the commencement date of this section, was shown on the register of companies under the predecessor Ordinance as the usual residential address of the director, reserve director or company secretary;~~
- ~~(b) an address of the director, reserve director or company secretary contained, as his or her usual residential address, in—~~
- ~~(i) an incorporation form delivered before the commencement date of Division 1 of Part 3 to the Registrar for registration under section 15(1) of the predecessor Ordinance and registered on or after that commencement date under section 16(1) of the predecessor Ordinance having a continuing effect under Schedule 10; or (ii) an application for registration delivered before the commencement date of Division 2 of Part 16 to the Registrar under section 333 of the predecessor Ordinance and the registration takes place under section 765(1); or~~
- ~~(c) an address of the director, reserve director or company secretary that was contained, as his or her usual residential address, in—~~
- ~~(i) subject to subsection (10), a notification sent before the commencement date of Subdivisions 3 and 4 of Division 2 of Part 12 to the Registrar under section 158(4), (4AA) or (4A) of the predecessor Ordinance;~~
- ~~(ii) a notification sent on or after the commencement date of Subdivisions 3 and 4 of Division 2 of Part 12 to the Registrar under section 158(4), (4AA) or (4A) of the predecessor Ordinance having a continuing effect under Schedule 10;~~
- ~~(iii) subject to subsection (10), a return delivered before the commencement date of Division 6 of Part 16 to the Registrar for registration under section 335(1)(c) of the predecessor Ordinance; or~~

<sup>7</sup> Item 3(III)/第3(III)項

<sup>8</sup> Item 3(IV)/第3(IV)項



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~~——(iv) a return delivered on or after the commencement date of Division 6 of Part 16 to the Registrar for registration under section 335(1)(c) of the predecessor Ordinance having a continuing effect by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1).~~<sup>9</sup>

~~——(10) Paragraph (c)(i) or (iii) of the definition of *specified address* in subsection (9) does not apply to an address that falls within paragraph (a) of that definition.~~<sup>9</sup>

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<sup>9</sup> Item 3(III)/第3(III)項

**33. Registrar may refuse to accept or register document**

- (1) If the Registrar is of the opinion that a document delivered to him or her for registration under an Ordinance is unsatisfactory, the Registrar—
- (a) may refuse to accept the document; or
  - (b) may, after having accepted the document, exercise the powers specified in subsection (2) or (3).

**(1A) Subsection (1) does not apply to a prospectus as defined by section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).**<sup>10</sup>

- (2) The Registrar may refuse to register the document and return the document to the person who delivered it for registration.
- (3) The Registrar may also advise that—
- (a) the document be appropriately amended or completed, and be redelivered for registration with or without a supplementary document; or
  - (b) a fresh document be delivered for registration in its place.
- (4) If the Registrar—
- (a) refuses to accept a document under subsection (1)(a);
  - (b) has not received a document; or
  - (c) refuses to register a document under subsection (2),

the document is to be regarded as not having been delivered to the Registrar in satisfaction of the provision of the Ordinance that requires or authorizes the document to be delivered to the Registrar.

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<sup>10</sup> Item 5/第5項

**36. Certain period to be disregarded for calculating daily penalty for failure to deliver document to Registrar**

- (1) This section applies if—
  - (a) a document is delivered to the Registrar for registration under an Ordinance; and
  - (b) the Registrar refuses to register the document under section 33(2).
- (2) The Registrar ~~must~~**may**<sup>11</sup> send a notice of the refusal, and the reasons for the refusal, to—
  - (a) the person who is required to deliver the document to the Registrar for registration under the Ordinance or, if there is more than one person who is so required, any of those persons; or
  - (b) if another person delivers, on behalf of the person so required, the document to the Registrar for registration, that other person.
- (3) If a notice is sent to a person under subsection (2) with respect to a document, the period specified in subsection (4) is to be disregarded for the purpose of calculating the daily penalty under an Ordinance that makes it an offence for failing to comply with a requirement to deliver the document and that imposes a penalty for each day during which the offence continues.
- (4) The period is one beginning on the date on which the document was delivered to the Registrar and ending with the fourteenth day after the date on which the notice is sent under subsection (2).

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<sup>11</sup> Item 6/第 6 項

**37. Registrar may require company to resolve inconsistency with Companies Register**

- (1) If it appears to the Registrar that the information contained in a document registered by the Registrar in respect of a company is inconsistent with other information relating to the company on the Companies Register, the Registrar may give notice to the company ~~to which the document relates~~<sup>12</sup>—
  - (a) stating in what respect the information contained in the document~~it~~<sup>12</sup> appears to be inconsistent with other information on the Companies Register; and
  - (b) requiring the company to take steps to resolve the inconsistency.
- (2) For the purposes of subsection (1)(b), the Registrar may require the company to deliver to the Registrar within the period specified in the notice—
  - (a) information required to resolve the inconsistency; or
  - (b) evidence that proceedings have been commenced by the company in the Court for the purpose of resolving the inconsistency and that the proceedings are being conducted diligently.
- (3) If a company fails to comply with a requirement under subsection (1)(b), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.
- (4) If a person is charged with an offence under subsection (3) for failure to comply with a requirement, it is a defence to establish that the person took all reasonable steps to secure compliance with the requirement.<sup>13</sup>

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<sup>12</sup> Item 7(I)/第 7(I)項

<sup>13</sup> Item 7(II)/第 7(II)項

**38. Registrar may require further information for updating etc.**

(1) For the purpose of ensuring that a person's information on the Companies Register is accurate or bringing the information up to date, the Registrar may send a notice to the person requiring the person to give the Registrar, within a period specified by the Registrar, any information about the person, being information of the kind that is included on the Companies Register.

(2) If ~~a company fails to comply with a person fails to comply with~~ a requirement under subsection (1) ~~—~~  
(a) where the person is a company, ~~5~~ the company, and every responsible person of the company, commit an offence; ~~or~~

(b) where the person is not a company, the person commits an offence.<sup>14</sup>

~~(3) A person who commits an offence under subsection (2) is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.~~<sup>14</sup>

~~and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.3) If any other person fails to comply with a requirement under subsection (1), the person commits an offence and is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.~~

~~(4) If a person is charged with an offence under subsection (2) for failure to comply with a requirement, it is a defence to establish that the person took all reasonable steps to secure compliance with the requirement.~~<sup>15</sup>

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<sup>14</sup> Item 8(I)/第 8(I)項

<sup>15</sup> Item 8(II)/第 8(II)項

**39. 處長可更正公司登記冊內的在排印或文書方面的錯誤**

- (1) 如公司登記冊內的資料載有在排印或文書方面的錯誤，處長可主動更正該錯誤。
- (2) 如公司登記冊內關乎某公司的資料載有在排印或文書方面的錯誤，處長可應由該公司提出<sup>16</sup>的申請，更正該錯誤。
- (3) 如有人就一項為第(2)款的目的而提出的申請，將一份顯示有關更正的文件，交付處長登記，則處長可登記該文件，藉以更正有關錯誤。

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<sup>16</sup> Item 9/第9項

43. Registrar must make Companies Register available for public inspection

- (1) The Registrar must make the Companies Register available for public inspection at all reasonable times so as to enable any member of the public—
- (a) to ascertain whether the member of the public is dealing with—
- (i) a company to which this subsection applies<sup>17</sup>, or its directors or other officers, in matters of or connected with any act of the company;
  - (ii) a director or other officers of such<sup>17</sup> a company in matters of or connected with the administration of the company, or of its property;
  - (iii) a person against whom a disqualification order has been made by a court;
  - (iv) a person who has entered into possession of the property of a company as mortgagee;
  - (v) a person who is appointed as the provisional liquidator or liquidator in the winding up of such<sup>17</sup> a company; or
  - (vi) a person who is appointed as the receiver or manager of the property of a company; and
- (b) to ascertain the particulars of the company, its directors or other officers, or its former directors (if any), or the particulars of any person mentioned in paragraph (a)(iv), (v) or (vi).

(1A) Subsection (1) applies to—

(a) a company falling within the definition of *company* in section 19(1); or

(b) an unregistered company as defined by section 326 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).<sup>18</sup>

- (2) For the purposes of subsection (1), the Registrar must, on receiving the fee payable under the regulations made under section 25, allow a person to inspect any information on the Companies Register in any form that the Registrar thinks fit.
- (3) For the purposes of subsection (1), the Registrar may, on receiving the fee payable under the regulations made under section 25, produce to a person a copy or a certified true copy of any document or information on the Companies Register, in so far as the document or information may be made available for public inspection, in any form that the Registrar thinks fit.
- (4) In this section—

**disqualification order** (取消資格令), in relation to a person, means an order that, for a period specified in the order beginning on the date of the order, the person must not, without the leave of the court—

- (a) be a director, or a liquidator or provisional liquidator, of any company to which subsection (1) applies<sup>19</sup>;
- (b) be a receiver or manager of the property of such a company~~any company~~<sup>19</sup>; or
- (c) in any way, whether directly or indirectly, be concerned or take part in the promotion, formation or management of such a company~~any company~~<sup>19</sup>.

<sup>17</sup> Item 10(I)/第 10(I)項

<sup>18</sup> Item 10(II)/第 10(II)項

<sup>19</sup> Item 10(III)/第 10(III)項

43. 處長須提供公司登記冊讓公眾查閱

- (1) 處長須提供公司登記冊讓公眾在所有合理時間查閱，以使任何公眾人士能 —
  - (a) 確定該公眾人士是否正在 —
    - (i) 就某公司的任何作為的事宜，或就與某公司的任何作為有關連的事宜，與該公司或其董事或其他高級人員往來；
    - (ii) 就管理某公司或其財產的事宜，或就與管理某公司或其財產有關連的事宜，與該公司的董事或其他高級人員往來；
    - (iii) 與法院作出的取消資格令所針對的人往來；
    - (iv) 與已經以承接人身份就某公司的財產行使管有權的人往來；
    - (v) 與在某公司的清盤中獲委任為臨時清盤人或清盤人的人往來；或
    - (vi) 與獲委任為某公司的財產的接管人或經理人的人往來；及
  - (b) 確定該公司、其董事或其他高級人員、或其前董事(如有的話)的詳情，或任何在(a)(iv)、(v)或(vi)段所述的人的詳情。
- (2) 為施行第(1)款，處長須在收到須根據第 25 條訂立的規例而繳付的費用後，容許某人按處長認為合適的形式，查閱公司登記冊內的資料。
- (3) 為施行第(1)款，處長可在收到須根據第 25 條訂立的規例而繳付的費用後，按處長認為合適的形式，向某人交出公司登記冊內的文件或資料的文本或經核證真實副本，但只限於該文件或資料是可提供予公眾查閱的範圍內，方可如此交出該文本或經核證真實副本。
- (4) 在本條中 —

**取消資格令** (disqualification order)就某人而言，指內容如下的命令：自該命令的日期起計的一段在該命令中指明的期間內，該人不得未經法院許可 —

- (a) 擔任任何公司的董事、清盤人或臨時清盤人；
- (b) 擔任任何公司的財產的接管人或經理人；或
- (c) 以任何直接或間接的方式，~~參涉~~關涉<sup>20</sup>或參與任何公司的發起、組成或管理。

<sup>20</sup> Item 10(IV)/第 10(IV)項



**45. — Issue of process for compelling production of information on Companies Register**

- ~~(1) No process for compelling the production of any information on the Companies Register may issue from the court except with the permission of the court.~~
- ~~(2) Any such process must bear on it a statement that it is issued with the permission of the court.~~<sup>21</sup>

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<sup>21</sup> Item 11/第 11 項

**45A. Interpretation**

In this Subdivision—

*withheld address* ( ) means an address withheld from public inspection under section 47(1)(a);

*withheld identification number* ( ) means a number withheld from public inspection under section 47(1)(b);

*withheld information* ( ) means a withheld address or a withheld identification number.<sup>22</sup>

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<sup>22</sup> Item 12/第 12 項

**47. Registrar may withhold residential address and identification number from public inspection**

- (1) The Registrar may, on application made for the purposes of this subsection, withhold from public inspection under section 43~~(1)~~<sup>23</sup>—
- (a) a relevant address of the applicant contained, as an address of the applicant's location, in a document to which this subsection applies; or
  - (b) a number contained, as the full number of the identity card or passport of the applicant, in a document to which this subsection applies.
- (2) Subsection (1) applies to a document delivered to the Registrar for registration under any of the following Ordinances before, on or after the commencement date of this section—
- (a) this Ordinance;
  - (b) the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32);
  - (c) the predecessor Ordinance.
- (3) If a person's address is withheld from public inspection under subsection (1)(a), the Registrar ~~may~~**must**<sup>24</sup> instead make available for public inspection an address contained in the person's application as the person's correspondence address.
- (4) An application for the purposes of subsection (1)(a) may be made only by a director, reserve director or company secretary, or a former director, reserve director or company secretary, of a company. An application for the purposes of subsection (1)(b) may be made by any person.
- (5) If an address is required by section 51(5) to be entered in a register of directors as the usual residential address and the correspondence address of a director within a period of 5 years specified in that section, an application must not be made for the purposes of subsection (1) in relation to the address during the period.
- (6) If an address is not prohibited by section 51(6) from being entered in a register of directors as the correspondence address of a director, or from being stated in a notice or return as the changed correspondence address of a director, during a period of 5 years specified in that section, an application must not be made for the purposes of subsection (1) in relation to the address during the period.
- (7) An application for the purposes of subsection (1) must—
- ~~(a) contain the information required by regulations made under subsection (8)(a);~~
  - ~~(b) be accompanied by the documents required by regulations made under subsection (8)(b); and~~
  - ~~(c) be accompanied by a fee prescribed by regulations made under subsection (8)(c).~~
- ~~be made in accordance with regulations made under subsection (8).~~<sup>25</sup>
- (8) The Financial Secretary may make regulations—
- (a) ~~prescribing~~**providing for**<sup>26</sup> the information to be contained in an application made for the purposes of subsection (1), including—
    - ~~(i) the correspondence address required for the purposes of subsection (3); and~~
    - ~~(ii) any other information specified by the Registrar for such an application~~<sup>26</sup>;
  - (b) ~~prescribing~~**providing for**<sup>26</sup> the documents ~~and fees~~<sup>27</sup> to accompany such an application, ~~including any document specified by the Registrar for such an application~~<sup>26</sup>;
  - ~~(c) prescribing the fees to accompany such an application~~<sup>27</sup>; and

<sup>23</sup> Item 13(I)/第 13(I)項

<sup>24</sup> Item 13(II)/第 13(II)項

<sup>25</sup> Item 13(III)/第 13(III)項

<sup>26</sup> Item 13(IV)/第 13(IV)項

<sup>27</sup> Item 13(VI)/第 13(VI)項

- (d) providing for the powers of the Registrar to require additional documents and information to be provided to the Registrar for the purposes of determining such an application<sup>28</sup>.
- (9) The regulations may provide that the correspondence address required for the purposes of subsection (3) ~~must be an address in Hong Kong and~~<sup>29</sup> must not be a post office box number.
- (10) In this section—  
*relevant address* (有關地址), in relation to an applicant who makes an application for the purposes of subsection (1), means an address specified by the applicant in the application as a usual residential address of the applicant as at the date of the document in which the address is contained.

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<sup>28</sup> Item 13(V)/第 13(V)項

<sup>29</sup> Item 13(VII)/第 13(VII)項

**47A. Restriction on use or disclosure of withheld information**<sup>30</sup>

The Registrar must not use or disclose withheld information except—

- (a) as permitted by section 47B; or
- (b) in accordance with section 47C.

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<sup>30</sup> Item 14/第 14 項

**47B. Permitted use or disclosure of withheld information by Registrar<sup>31</sup>**

(1) The Registrar may use—

- (a) a withheld address for communicating with the director, reserve director or company secretary in question; or
- (b) a withheld identification number for communicating with the person in question.

(2) The Registrar may use withheld information for the purpose of or in connection with the performance of the Registrar's functions.

(3) The Registrar may, on application made for the purposes of this subsection, disclose withheld information to a person specified by regulations made under subsection (5)(e). A disclosure may only be made in accordance with regulations made under subsection (5).

(4) An application for the purposes of subsection (3) must—

- (a) contain the information required by regulations made under subsection (5)(a);
- (b) be accompanied by the documents required by regulations made under subsection (5)(b); and
- (c) be accompanied by a fee prescribed by regulations made under subsection (5)(c).

(5) The Financial Secretary may make regulations—

- (a) providing for the information to be contained in an application made for the purposes of subsection (3), including any information specified by the Registrar for such an application;
- (b) providing for the documents to accompany such an application, including any document specified by the Registrar for such an application;
- (c) prescribing the fees payable for the purposes of subsection (3) to accompany such an application;
- (d) providing for the powers of the Registrar to require additional documents and information to be provided to the Registrar for the purposes of determining such an application;
- (e) specifying the persons to whom withheld information may be disclosed; and
- (f) providing for the conditions in accordance with which withheld information may be disclosed to such persons or entities, including the extent to which such information may be disclosed to them.

<sup>31</sup> Item 14/第 14 項

**47C. Disclosure under order of Court**<sup>32</sup>

(1) The Court may make an order for the disclosure by the Registrar of a withheld address—

(a) if—

(i) there is evidence that the service of documents at an address contained in an application under section 47(1) as the correspondence address is not effective to bring them to the notice of the director, reserve director or company secretary in question; or

(ii) it is necessary or expedient for the withheld address to be disclosed in connection with the enforcement of an order or decree of a court; and

(b) if the Court is satisfied that it is appropriate to make the order.

(2) The Court may make an order for the disclosure by the Registrar of a withheld identification number—

(a) if it is necessary or expedient for the number to be disclosed in connection with the enforcement of an order or decree of a court; and

(b) if the Court is satisfied that it is appropriate to make the order.

(3) An order under subsection (1) or (2) may be made on the application of—

(a) a creditor of the company in respect of which the document containing the withheld information is delivered to the Registrar for registration under this Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or the predecessor Ordinance; or

(b) any other person appearing to the Court to have a sufficient interest.

(4) An order under subsection (1) or (2) must specify the persons to whom, and purposes for which, the disclosure is authorized.

<sup>32</sup> Item 14/第 14 項

48. Interpretation

(1) In this Subdivision—

**director** (董事) includes a person nominated as a reserve director under section 446(1);

**protected address** (受保護地址) means, subject to subsection (2)(a), an address that falls within section 49(2)(a);

**protected identification number** (受保護身分識別號碼) means a number that falls within section 49(2)(b);

**protected information** (受保護資料) means a protected address or a protected identification number;

**relevant correspondence address** (有關通訊地址), in relation to a director of a company, means the address contained, as the correspondence address of the director, in whichever is the most recent of the following—

(a) in the case of a company other than those falling within paragraph (a) or (b) of the definition of **company** in section 19(1)—

(i) an incorporation form delivered to the Registrar for registration under section 62(1)(b) in relation to the formation of the company;

(ii) a notice delivered to the Registrar for registration under section 636(1) or (2) in relation to the appointment of a director, or the nomination of a reserve director, of the company; ~~or~~

(iii) a notice delivered to the Registrar for registration under section 636(4) in relation to a change in the particulars contained in the register of directors of the company;

(iv) a notice delivered to the Registrar for registration under section 673(1)(d) in relation to the appointment of a director of the company; or<sup>33</sup>

(v) an application form delivered for the purposes of section 795(1) in relation to the registration of the company;<sup>33</sup>

(b) in the case of a company falling within paragraph (a) or (b) of the definition of **company** in section 19(1)—

(i) an application to the Registrar under section 764(2) or (3) for registration of the company;

(ii) a return delivered to the Registrar for registration under section 779(1) in relation to a change in the directors of the company; or

(iii) a return delivered to the Registrar for registration under section 779(1) in relation to a change in the particulars of the directors of the company delivered to the Registrar under Part 16.

(2) For the purposes of this Subdivision—

(a) an address of a person does not cease to fall within section 49(2)(a) just because the person ceases to be a director of the company; and

(b) a reference to a director includes, to that extent, a former director.

(3) Subsection (2)(b) does not apply to a reference to a director in section 50 or 51.

<sup>33</sup> Item 15/第 15 項



**51. Provision supplementary to section 50**

- (1) If the Registrar is to make a protected address available for public inspection under section 50(1), he or she must proceed as if—
  - (a) a notice had been delivered to the Registrar for registration under section 636(4) stating that the correspondence address of the director is changed to the protected address; or
  - (b) a return had been delivered to the Registrar for registration under section 779 stating that the correspondence address of the director is changed to the protected address.
- (2) The Registrar must give written notice of having done so—
  - (a) to the director; and
  - (b) to the company.
- (3) A written notice must also state the decision date in relation to the protected address.
- ~~(3A) A written notice under subsection (2)(a) must be sent to the director—
  - ~~(a) at the protected address; or~~
  - ~~(b) if it appears to the Registrar that service at the protected address may not be effective to bring it to the notice of the director, at the relevant correspondence address of the director.~~<sup>34</sup>~~
- (4) On receipt of a written notice, the company must enter the protected address in its register of directors as the correspondence address of the director.
- (5) If, within 5 years after the decision date for a protected address, the director notifies the company of another address as his or her usual residential address—
  - (a) the company must enter that other address in its register of directors as the usual residential address and the correspondence address of the director; and
  - (b) the company must proceed with the notice or return under section 636(4) or 779 as if the correspondence address of the director was also changed to that other address.
- (6) During the period of 5 years after the decision date for a protected address—
  - (a) the company must not enter in its register of directors as the correspondence address of the director any address other than—
    - (i) the protected address; or
    - (ii) if, after the protected address is made available for public inspection under section 50(1), an address is notified by the director to the company as his or her usual residential address, the address so notified; and
  - (b) the company must not state in the notice or return under section 636(4) or 779 that the correspondence address of the director is changed to any address other than—
    - (i) the protected address; or
    - (ii) if, after the protected address is made available for public inspection under section 50(1), an address is notified by the director to the company as his or her usual residential address, the address so notified.
- (7) Subsections (4), (5)(a) and (6)(a) do not apply to—
  - (a) a non-Hong Kong company registered under section 765(1); or
  - (b) a company that was, ~~immediately at any time~~<sup>35</sup> before the commencement date of Part 16, registered in the register kept under section 333AA of the predecessor Ordinance.
- (8) If a company contravenes subsection (4), (5) or (6), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

<sup>34</sup> Item 16(I)/第 16(I)項

<sup>35</sup> Item 16(II)/第 16(II)項

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(9) In this section—

**decision date** (決定日期), in relation to a protected address, means the date on which the Registrar decides to make the protected address available for public inspection under section 50(1).

52. **Restriction on Registrar ~~must not~~ use or ~~disclosure~~ ~~lose~~ of**<sup>36</sup> protected information

The Registrar must not use or disclose protected information except—

- (a) as permitted by section 53; or
- (b) in accordance with section 54.

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<sup>36</sup> Item 17/第 17 項

**53. Permitted use or disclosure of protected information by Registrar**

- (1) The Registrar may use—
  - (a) a protected address for communicating with the director in question; or
  - (b) a protected identification number for communicating with the person in question.
- (2) The Registrar may use protected information for the purpose of or in connection with the performance of the Registrar's functions.

~~(3) The Registrar may, on receiving a fee prescribed by regulations made under subsection (4), disclose protected information to an entity prescribed by those regulations. A disclosure may only be made in accordance with those regulations.~~

~~(4) The Financial Secretary may make regulations—~~

~~—(a) prescribing the fee payable for the purposes of subsection (3);~~

~~—(b) prescribing an entity to whom protected information may be disclosed; and~~

~~—(c) prescribing the conditions in accordance with which protected information may be disclosed to such an entity.~~

(3) The Registrar may, on application made for the purposes of this subsection, disclose protected information to a person specified by regulations made under subsection (5)(e). A disclosure may only be made in accordance with regulations made under subsection (5).

(4) An application for the purposes of subsection (3) must—

(a) contain the information required by regulations made under subsection (5)(a);

(b) be accompanied by the documents required by regulations made under subsection (5)(b); and

(c) be accompanied by a fee prescribed by regulations made under subsection (5)(c).

(5) The Financial Secretary may make regulations—

(a) providing for the information to be contained in an application made for the purposes of subsection (3), including any information specified by the Registrar for such an application;

(b) providing for the documents to accompany such an application, including any document specified by the Registrar for such an application;

(c) prescribing the fees payable for the purposes of subsection (3) to accompany such an application;

(d) providing for the powers of the Registrar to require additional documents and information to be provided to the Registrar for the purposes of determining such an application;

(e) specifying the persons to whom protected information may be disclosed; and

(f) providing for the conditions in accordance with which protected information may be disclosed to such persons or entities, including the extent to which such information may be disclosed to them.<sup>37</sup>

<sup>37</sup> Item 18/第 18 項

**54. Disclosure under order of Court**

- (1) The Court may make an order for the disclosure by the Registrar of a protected address—
  - (a) if—
    - (i) there is evidence that the service of documents at the relevant correspondence address of the director is not effective to bring them to the notice of the director; or
    - (ii) it is necessary or expedient for the protected address to be disclosed in connection with the enforcement of an order or decree of a court; and
  - (b) if the Court is satisfied that it is appropriate to make the order.
- (2) The Court may make an order for the disclosure by the Registrar of a protected identification number—
  - (a) if it is necessary or expedient for the number to be disclosed in connection with the enforcement of an order or decree of a court; and
  - (b) if the Court is satisfied that it is appropriate to make the order.
- (3) An order under subsection (1) or (2) may be made on the application of—
  - (a) a creditor ~~or member~~<sup>38</sup> of the company in respect of which the document containing the protected information is delivered to the Registrar for registration under this Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); or
  - (b) any other person appearing to the Court to have a sufficient interest.
- (4) An order under subsection (1) or (2) must specify the persons to whom, and purposes for which, the disclosure is authorized.

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<sup>38</sup> Item 19/第 19 項

**56. Registrar may certify delivery or non-delivery of documents**

- ~~(1) The Registrar may, for the purposes of any proceedings, certify that, at a particular date, a document required by a provision of this Ordinance to be delivered to the Registrar has or has not been so delivered.~~
- ~~(2) The Registrar may issue a certificate on the basis of the information on the Companies Register.~~
- ~~(3) The Registrar may issue a certificate on his or her own initiative or on request by any person.~~
- ~~(4) A request for a certificate must be accompanied by the prescribed fee.~~
- ~~(5) A certificate relating to a document is not to be regarded as a certification of the contents of the document.~~
- ~~(6) In any proceedings—~~
  - ~~(a) a document purporting to be a certificate issued under subsection (1) is admissible in evidence on its production without further proof; and~~
  - ~~(b) on being admitted in evidence under paragraph (a), the document is proof of the matters on which the certificate is issued in the absence of evidence to the contrary.~~
- ~~(7) Despite subsection (6)(b), the document is not proof of compliance or contravention of a provision of this Ordinance in those proceedings.~~
- ~~(8) This section does not limit the operation of—~~
  - ~~(a) section 17A, 22A or 22B or Part IV of the Evidence Ordinance (Cap. 8); or~~
  - ~~(b) any provision made by virtue of that section or Part.<sup>39</sup>~~

<sup>39</sup> Item 20/第 20 項

**56A. Registrar may issue certificates in any manner**

(1) The Registrar may issue a certificate under this Ordinance in any manner the Registrar thinks fit.

(2) Without limiting the powers of the Registrar under subsection (1), the Registrar may issue a certificate in the form of an electronic record.<sup>40</sup>

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<sup>40</sup> Item 21/第 21 項

**57. Registrar not responsible for verifying information**

The Registrar is not responsible for verifying—

- (a) the truth of the information contained in a document delivered to the Registrar ~~for registration~~<sup>41</sup>;  
or
- (b) the authority under which a document is delivered to the Registrar ~~for registration~~<sup>41</sup>.

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<sup>41</sup> Item 22/第 22 項



58. Immunity

- (1) Neither the Registrar nor any public officer incurs any civil liability, and no civil action may lie against the Registrar or any public officer, in respect of anything done, or omitted to be done, by him or her in good faith—
- (a) in the performance, or purported performance, of functions under this Ordinance; or
  - (b) in the exercise, or purported exercise, of powers under this Ordinance.

~~(2) Where, for the purposes of this Ordinance, a protected person provides a service by means of which information in electronic form is supplied to the public, or supplies information by means of magnetic tapes or any electronic mode, the protected person is not personally liable for any loss or damage suffered by a user of the service or information by reason of an error or omission appearing in the information if the error or omission—~~

~~(a) was made in good faith and in the ordinary course of the discharge of the protected person's duties; or~~

~~(b) has occurred or arisen as a result of any defect or breakdown in the service or any equipment used for the service or for supplying the information.~~

~~(2) Where, for the purposes of this Ordinance, a protected person—~~

~~(a) provides a service by means of which information in electronic form is supplied to the public; or~~

~~(b) supplies information by means of magnetic tapes or any electronic mode,~~

~~the protected person is not personally liable for any loss or damage suffered by a user of the service or information by reason of an error or omission appearing in the information if the error or omission was made in good faith and in the ordinary course of the discharge of the protected person's duties.<sup>42</sup>~~

(3) Where, for the purposes of this Ordinance, a protected person provides a service or facility by means of which documents may be delivered to the Registrar by electronic means, the protected person is not personally liable for any loss or damage suffered by a user of the service or facility by reason of an error or omission appearing in a document delivered to the Registrar by means of the service or facility if the error or omission—

(a) was made in good faith and in the ordinary course of the discharge of the protected person's duties; or

(b) has occurred or arisen as a result of any defect or breakdown in the service or facility or in any equipment used for the service or facility.

(4) The protection given to a protected person by subsections (2) and (3) in respect of an error or omission does not affect any liability of the Government in tort for the error or omission.

(5) In this section—

**protected person** (受保障人) means a person authorized by the Registrar to supply the information or provide the service or facility.

<sup>42</sup> Item 23/第 23 項

**60. Offence for destruction etc. of registers, books or documents**

- (1) A person commits an offence if the person dishonestly, with a view to gain for the person's own self or another, or with intent to cause loss to another, destroys, removes, alters, defaces or conceals—
  - (a) any register, book or document belonging to, or filed or deposited in, the office of the Registrar;  
or
  - (b) any electronic record, microfilm, image or other record of such register, book or document.
- (2) A person who commits an offence under subsection (1) is liable on conviction on indictment<sup>43</sup> to imprisonment for 7 years.
- (3) A person commits an offence if the person wilfully or maliciously destroys, removes, alters, defaces or conceals—
  - (a) any register, book or document belonging to, or filed or deposited in, the office of the Registrar;  
or
  - (b) any electronic record, microfilm, image or other record of such register, book or document.
- (4) A person who commits an offence under subsection (3) is liable—
  - (a) on conviction on indictment to a fine of \$150,000 and to imprisonment for 2 years; or
  - (b) on summary conviction to a fine at level 5 and to imprisonment for 6 months.

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<sup>43</sup> Item 24/第 24 項