

Companies Bill

Committee Stage

Amendments to be moved by the Secretary for Financial Services and the Treasury

Clause

Amendment Proposed

Schedule 9 In the heading, by adding “**and Related**” after “**Consequential**”.

Schedule 9 By deleting Parts 1, 2, 3, 4 and 5 and substituting—

“Part 1

Amendments to Companies Ordinance (Cap. 32)

1. Long title substituted

Long title—

Repeal the long title

Substitute

“To make provision for the winding up of companies; for receivers and managers; for offering of shares and debentures; for prospectuses; for disqualification of directors; for prevention of evasion of the Societies Ordinance; and for incidental and connected matters.”.

2. Section 1 amended (Short title)

Section 1—

Repeal

“Companies”

Substitute

“Companies (Winding Up and Miscellaneous Provisions)”.

3. Section 2 amended (Interpretation)

(1) Section 2(1)—

Repeal the definition of *articles*

Substitute

“*articles* (章程細則), in relation to a company, means the articles of association of the company;

Note—

Please also see section 93 of the Companies Ordinance (of 2011). A condition of an existing company’s memorandum of association is to be regarded as a provision of the company’s articles.”.

(2) Section 2(1)—

Repeal the definition of *company*

Substitute

“*company* (公司) means—

(a) a company formed and registered under the Companies Ordinance (of 2011); or

(b) an existing company;”.

(3) Section 2(1)—

Repeal the definition of *debenture*

Substitute

“*debenture* (債權證), in relation to a company, includes debenture stock, bonds and any other debt securities of the company, whether or not constituting a charge on the assets of the company;”.

(4) Section 2(1)—

Repeal the definition of *existing company*

Substitute

“*existing company* (原有公司) means a company formed and registered under a former Companies Ordinance;”.

- (5) Section 2(1)—

Repeal the definition of *founder member*

Substitute

“*founder member* (創辦成員) has the meaning given by section 2(1) of the Companies Ordinance (of 2011);”.

- (6) Section 2(1)—

Repeal the definition of *non-Hong Kong company*

Substitute

“*non-Hong Kong company* (非香港公司) means a company incorporated outside Hong Kong that—

- (a) establishes a place of business in Hong Kong on or after the commencement date of Part 16 of the Companies Ordinance (of 2011); or
- (b) has established a place of business in Hong Kong before that commencement date and continues to have a place of business in Hong Kong at that commencement date;”.

- (7) Section 2(1), definition of *officer*—

Repeal

“secretary”

Substitute

“company secretary of the body corporate”.

- (8) Section 2(1), definition of *place of business*—

Repeal

“assigned to it by section 341(1)”

Substitute

“given by section 762(1) of the Companies Ordinance (of 2011)”.

- (9) Section 2(1), definition of *printed*—

Repeal

“or by such other process as the Registrar in his discretion may accept”.

- (10) Section 2(1), definition of *private company*—

Repeal

“assigned to it by section 29”

Substitute

“given by section 10 of the Companies Ordinance (of 2011) for the purposes of that Ordinance”.

- (11) Section 2(1), definition of *Registrar*—

Repeal

“section 303”

Substitute

“section 20(1) of the Companies Ordinance (of 2011)”.

- (12) Section 2(1)—

Repeal the definition of *shadow director*

Substitute

“*shadow director* (幕後董事), in relation to a body corporate, means a person in accordance with

whose directions or instructions (excluding advice given in a professional capacity) the directors, or a majority of the directors, of the body corporate are accustomed to act;”.

(13) Section 2(1)—

Repeal the definition of *share*

Substitute

“*share* (股份)—

- (a) means a share in a company’s share capital; and
- (b) if any of the company’s shares is converted into stock, includes stock;”.

(14) Section 2(1)—

Repeal the definition of *unlimited company*

Substitute

“*unlimited company* (無限公司) has the meaning given by section 9 of the Companies Ordinance (of 2011) for the purposes of that Ordinance.”.

(15) Section 2(1)—

Repeal the definitions of *accounts, annual return, company limited by guarantee and company limited by shares, digital signature, electronic record, entitled person, financial year, group accounts, incorporation form, listed company, memorandum, notice of intent, offer to sell, recognized certificate, Registrar’s index of company names, relevant financial documents, reserve director, resolution for reducing share capital, share warrant, summary financial report, Table A and unlisted company.*

(16) Section 2(1)—

Add in alphabetical order

“*Companies Register* (公司登記冊) has the meaning given by section 2(1) of the Companies Ordinance (of 2011);

company limited by guarantee (擔保有限公司) has the meaning given by section 8 of the Companies Ordinance (of 2011) for the purposes of that Ordinance;

company limited by shares (股份有限公司) has the meaning given by section 7 of the Companies Ordinance (of 2011) for the purposes of that Ordinance;

company secretary (公司秘書) includes any person occupying the position of company secretary (by whatever name called);

financial statements (財務報表) means—

- (a) the annual financial statements; or
- (b) the annual consolidated financial statements,

as defined by section 356(1) of the Companies Ordinance (of 2011);

former Companies Ordinance (《舊有公司條例》) means—

- (a) the Companies Ordinance 1865 (1 of 1865);
- (b) the Companies Ordinance 1911 (58 of 1911); or
- (c) the pre-amended Ordinance;

limited company (有限公司) means a company limited by guarantee or a company limited by shares;

member (成員), in relation to a company, means—

- (a) a founder member of the company; or
- (b) a person who agrees to become a member of the company and whose name is entered, as a member, in the company's register of members;

ordinary resolution (普通決議) has the meaning given by section 553 of the Companies

Ordinance (of 2011);

pre-amended Ordinance (《修訂前的本條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011);

registered non-Hong Kong company (註冊非香港公司) means a non-Hong Kong company that is registered in the Companies Register as a registered non-Hong Kong company;

special resolution (特別決議) has the meaning given by section 554 of the Companies Ordinance (of 2011);”.

(17) Section 2—

Repeal subsection (2).

(18) Section 2(4)(a)(ii)—

Repeal

“power”

Substitute

“rights”.

(19) Section 2—

Repeal subsection (8A).

4. Section 2B amended (Construction of references to parent company, etc.)

Section 2B(3)—

Repeal

everything after “subsection (2) are”

Substitute

“the Third Schedule and the Fourth Schedule.”.

5. Part I repealed

Part I—

Repeal the Part.

6. Section 38 amended (Specific requirements as to particulars in prospectus)

Section 38(6)—

Repeal

everything after “may incur”

Substitute

“under—

- (a) the general law;
- (b) the provisions of the pre-amended Ordinance having a continuing effect under Schedule 10 to the Companies Ordinance (of 2011) or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1);
- (c) this Ordinance apart from this section; or
- (d) the Companies Ordinance (of 2011).”.

7. Section 38D amended (Registration of prospectus)

(1) Section 38D(2)(c)—

Repeal

“or specified by the Registrar under section 346 which are applicable to prospectuses to be registered under this Part”

Substitute

“and the requirements set out in subsection (7A)”.

- (2) Section 38D(7)(a)(iii)—

Repeal

“and”.

- (3) Section 38D(7)(a)(iv)—

Repeal

“or specified by the Registrar under section 346 which are applicable to prospectuses to be registered under this Part”

Substitute

“and the requirements set out in subsection (7A)”.

- (4) After section 38D(7)(a)(iv)—

Add

“(v) it is accompanied by any fee that is payable, in respect of the registration, under a regulation made under section 25 of the Companies Ordinance (of 2011); and”.

- (5) Section 38D(7)(b)—

Repeal

“and (iv)”

Substitute

“, (iv) and (v)”.

- (6) After section 38D(7)—

Add

“(7A) The following are the requirements set out for the purposes of subsections (2)(c) and (7)(a)(iv)—

- (a) any requirement that the Registrar may specify, by notice in the Gazette, in relation to font size of prospectuses for

the purposes of this section;

- (b) any other requirements that the Registrar may specify, by any means that the Registrar thinks fit, for the purpose of—
 - (i) ensuring that documents of the same kind are of a standard form; and
 - (ii) enabling the Registrar to make copies or image records of documents and to make and keep records of the information contained in them.

(7B) For the purposes of subsection (7A)(b), the Registrar may specify different requirements for different documents or classes of documents.”.

8. Section 39C amended (Submission of certified copies)

Section 39C(b)(i)—

Repeal

“secretary” (wherever appearing)

Substitute

“company secretary”.

9. Section 42 amended (Prohibition of allotment unless minimum subscription received)

Section 42(3)—

Repeal

“nominal amount”

Substitute

“issue price”.

10. Section 45 repealed (Return as to allotments)

Section 45—

Repeal the section.

11. Cross-heading before section 46 repealed

Cross-heading before section 46—

Repeal the cross-heading.

12. Section 46 repealed (Power to pay certain commissions, and prohibition of payment of all other commissions, discounts, &c.)

Section 46—

Repeal the section.

13. Cross-headings before section 47A repealed

Cross-headings before section 47A—

Repeal the cross-headings.

14. Sections 47A, 47B and 47C repealed

Sections 47A, 47B and 47C—

Repeal the sections.

15. Cross-heading before section 47D repealed

Cross-heading before section 47D—

Repeal the cross-heading.

16. Section 47D repealed (Special restriction for listed companies)

Section 47D—

Repeal the section.

17. Cross-heading before section 47E repealed

Cross-heading before section 47E—

Repeal the cross-heading.

18. Sections repealed

Sections 47E, 47F, 47G and 48—

Repeal the sections.

19. Cross-heading before section 48B repealed

Cross-heading before section 48B—

Repeal the cross-heading.

20. Section 48B repealed (Application of premiums received on issue of shares)

Section 48B—

Repeal the section.

21. Cross-heading before section 48C repealed

Cross-heading before section 48C—

Repeal the cross-heading.

22. Sections repealed

Sections 48C, 48D, 48E and 48F—

Repeal the sections.

23. Cross-headings before section 49 repealed

Cross-headings before section 49—

Repeal the cross-headings.

24. Sections repealed

Sections 49, 49A, 49B, 49BA, 49C, 49D, 49E, 49F, 49G and 49H—

Repeal the sections.

25. Cross-heading before section 49I repealed

Cross-heading before section 49I—

Repeal the cross-heading.

26. Sections repealed

Sections 49I, 49J, 49K, 49L, 49M, 49N and 49O—

Repeal the sections.

27. Cross-heading before section 49P repealed

Cross-heading before section 49P—

Repeal the cross-heading.

28. Sections repealed

Sections 49P, 49Q, 49R, 49S and 50—

Repeal the sections.

29. Cross-heading before section 51 repealed

Cross-heading before section 51—

Repeal the cross-heading.

30. Sections repealed

Sections 51, 52, 53, 54, 55, 56, 57, 57A, 57B and 57C—

Repeal the sections.

31. Cross-heading before section 58 repealed

Cross-heading before section 58—

Repeal the cross-heading.

32. Sections repealed

Sections 58, 59, 60, 61, 61A, 62 and 63—

Repeal the sections.

33. Cross-heading before section 63A repealed

Cross-heading before section 63A—

Repeal the cross-heading.

34. Sections 63A, 64 and 64A repealed

Sections 63A, 64 and 64A—

Repeal the sections.

35. Cross-heading before section 65 repealed

Cross-heading before section 65—

Repeal the cross-heading.

36. Sections repealed

Sections 65, 65A, 66, 67, 68, 69, 69A, 70, 71, 71A, 72, 73, 73A and 74—

Repeal the sections.

37. Sections repealed

Sections 74A, 74B, 75, 75A, 75B, 76, 77 and 78—

Repeal the sections.

38. Parts IIA and III repealed

Parts IIA and III—

Repeal the Parts.

39. Cross-heading before section 92 repealed

Cross-heading before section 92—

Repeal the cross-heading.

40. Sections 92, 93 and 94 repealed

Sections 92, 93 and 94—

Repeal the sections.

41. Sections repealed

Sections 95, 95A, 96, 97, 98, 98A, 99, 100 and 101—

Repeal the sections.

42. Section 102 amended (Register to be proof)

(1) Section 102—

Repeal subsection (1).

(2) Section 102—

Repeal subsection (2)

Substitute

“(2) If, in any proceedings to which this section

applies, it is sought to challenge the accuracy of any entry in the register of members by evidence of any transaction, the evidence is not admissible for that purpose unless the transaction occurred not more than the specified number of years prior to the proceedings.”.

(3) After section 102(2)—

Add

“(3) This section applies to—

- (a) any proceedings under this Ordinance;
or
- (b) any proceedings under the pre-amended Ordinance—
 - (i) that were instituted before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011); and
 - (ii) that, immediately before that commencement date, were pending and had not been disposed of.

(4) In this section—

specified number (指明數目)—

- (a) in relation to any proceedings specified in subsection (3)(a), means 20;
- (b) in relation to any proceedings specified in subsection (3)(b), means 30.”.

43. Cross-heading before section 103 repealed

Cross-heading before section 103—

Repeal the cross-heading.

44. Sections 103, 104 and 106 repealed

Sections 103, 104 and 106—

Repeal the sections.

45. Cross-heading before section 107 repealed

Cross-heading before section 107—

Repeal the cross-heading.

46. Sections 107, 109 and 110 repealed

Sections 107, 109 and 110—

Repeal the sections.

47. Cross-heading before section 111 amended

Crossing-heading before section 111—

Repeal

“and Proceedings”.

48. Sections repealed

Sections 111, 113, 114, 114A, 114AA, 114B, 114C, 114D and 114E—

Repeal the sections.

49. Section 115 amended (Representation of companies at meetings of other companies and of creditors)

(1) Section 115, heading—

Repeal

“of other companies and”.

(2) Section 115(1)—

Repeal paragraph (a).

(3) Section 115(1)(b)—

Repeal

“, or in pursuance of the provisions contained in any debenture or trust deed or other instrument, as the case may be”.

(4) Section 115—

Repeal subsection (1A).

(5) Section 115(2)—

Repeal

“shareholder, creditor, or holder of debentures,”

Substitute

“creditor”.

(6) Section 115—

Repeal subsection (3).

50. Sections repealed

Sections 115A, 116, 116A, 116B, 116BA, 116BB, 116BC, 116C, 117, 118, 119, 119A and 120—

Repeal the sections.

51. Cross-heading before section 121 repealed

Cross-heading before section 121—

Repeal the cross-heading.

52. Sections repealed

Sections 121, 122, 123, 124, 125, 126, 127, 128, 129, 129A, 129B, 129C, 129D, 129E, 129F, 129G, 131, 132, 133, 134, 140, 140A, 140B, 141 and 141C—

Repeal the sections.

53. Cross-heading before section 141CA repealed

Cross-heading before section 141CA—

Repeal the cross-heading.

54. Sections repealed

Sections 141CA, 141CB, 141CC, 141CD, 141CE, 141CF and 141CG—

Repeal the sections.

55. Cross-heading before section 141D repealed

Cross-heading before section 141D—

Repeal the cross-heading.

56. Section 141D repealed (Power of shareholders of certain private companies to waive compliance with requirements as to accounts)

Section 141D—

Repeal the section.

57. Cross-heading before section 141E repealed

Cross-heading before section 141E—

Repeal the cross-heading.

58. Section 141E repealed (Voluntary revision of accounts, summary financial reports or directors' reports)

Section 141E—

Repeal the section.

59. Cross-heading before section 142 repealed

Cross-heading before section 142—

Repeal the cross-heading.

60. Sections repealed

Sections 142, 143, 144, 145, 145A, 145B, 146, 146A, 147, 148, 149, 150, 151 and 152—

Repeal the sections.

61. Cross-heading before section 152A repealed

Cross-heading before section 152A—

Repeal the cross-heading.

62. Sections repealed

Sections 152A, 152B, 152C, 152D, 152E and 152F—

Repeal the sections.

63. Cross-heading before section 152FA repealed

Cross-heading before section 152FA—

Repeal the cross-heading.

64. Sections repealed

Sections 152FA, 152FB, 152FC, 152FD and 152FE—

Repeal the sections.

65. Cross-heading before section 153 repealed

Cross-heading before section 153—

Repeal the cross-heading.

66. Sections repealed

Sections 153, 153A, 153B, 153C, 154, 154A, 154B, 155, 155A, 155B, 155C, 156, 157, 157A, 157B, 157C, 157D, 157H, 157HA, 157I, 157J, 158, 158A, 158B, 158C, 159, 160, 161, 161A, 161B, 161BA, 161BB, 161C, 162, 162A, 162B, 163, 163A, 163B, 163C, 163D and 164—

Repeal the sections.

67. Cross-heading before section 165 repealed

Cross-heading before section 165—

Repeal the cross-heading.

68. Section 165 repealed (Provisions as to liability of officers and auditors)

Section 165—

Repeal the section.

69. Cross-heading before section 166 repealed

Cross-heading before section 166—

Repeal the cross-heading.

70. Sections repealed

Sections 166, 166A, 167 and 168—

Repeal the sections.

71. Cross-heading before section 168A repealed

Cross-heading before section 168A—

Repeal the cross-heading.

72. Sections 168A and 168B repealed

Sections 168A and 168B—

Repeal the sections.

73. Parts IVAAA and IVAA repealed

Parts IVAAA and IVAA—

Repeal the Parts.

74. Section 168C amended (Interpretation)

(1) Section 168C(1)(c)—

Repeal

“non-Hong Kong company that is registered under Part XI”

Substitute

“registered non-Hong Kong company”.

(2) Section 168C—

Repeal subsection (2).

75. Section 168F amended (Disqualification for persistent breaches of Ordinance)

(1) Section 168F, heading—

Repeal

“Ordinance”

Substitute

“specified provisions”.

(2) Section 168F(1)—

Repeal

everything after “appears to it that”

Substitute

“the person has been persistently in default in relation to the specified provisions.”.

(3) Section 168F(2)—

Repeal

everything after “in default in relation to”

Substitute

“the specified provisions may (without prejudice to its proof in any other manner) be conclusively proved by showing that in the 5 years ending with the date of application the person has been adjudged guilty (whether or not on the same occasion) of 3 or more defaults in relation to the specified provisions.”.

(4) Section 168F(3)—

Repeal

everything after “a default in relation to”

Substitute

“a specified provision if—

- (a) the person is convicted of an offence consisting in a contravention of a specified provision (whether on the person’s own part or on the part of any company), or
- (b) an order of the court is made against the person under—
 - (i) in the case of a specified provision of the pre-amended Ordinance or this Ordinance, section 279, 302 or 306, or
 - (ii) in the case of a specified provision of the Companies Ordinance (of 2011), section 886 of that Ordinance.”.

(5) Section 168F(4)—

Repeal

“him”

Substitute

“the person”.

(6) After section 168F(4)—

Add

“(4A) In this section—

specified provision (指明條文) means a provision of the pre-amended Ordinance, this Ordinance, or the Companies Ordinance (of 2011), requiring—

- (a) any return, accounts or other document to be filed with, or delivered or sent to, the Registrar; or
- (b) notice of any matter to be given to the Registrar.”.

76. Section 168G amended (Disqualification for fraud, etc., in winding up)

Section 168G(3), Chinese text —

Repeal

“影子”

Substitute

“幕後”.

77. Section 168H amended (Duty of court to disqualify unfit directors of insolvent companies)

Section 168H(3), Chinese text —

Repeal

“影子”

Substitute

“幕後”。

78. Section 168J amended (Disqualification after investigation of company)

(1) Section 168J—

Repeal subsection (1).

(2) Section 168J(2)—

Repeal

“this section”

Substitute

“section 867(6) of the Companies Ordinance (of 2011)”.

79. Section 168K amended (Matters for determining unfitness of directors)

Section 168K(4), Chinese text —

Repeal

“影子”

Substitute

“幕後”。

80. Section 168N amended (Offences by body corporate)

Section 168N(1)—

Repeal

“secretary”

Substitute

“company secretary”.

81. Section 168O amended (Personal liability for company’s debts where person acts while disqualified)

Section 168O(1)(a)—

Repeal

“section 156”

Substitute

“section 471(1) of the Companies Ordinance (of 2011)”.

82. Section 168R amended (Register of disqualification orders)

Section 168R(4)—

Repeal

“specified in the Eighth Schedule”

Substitute

“payable under a regulation made under section 25 of the Companies Ordinance (of 2011)”.

83. Section 170 amended (Liability as contributories of present and past members)

(1) Section 170(1)(f)—

Repeal

“this Ordinance”

Substitute

“this Ordinance or the Companies Ordinance (of 2011)”.

(2) Section 170(2)—

Repeal

“this Ordinance”

Substitute

“the pre-amended Ordinance”.

84. Section 177 amended (Circumstances in which company may be wound up by court)

(1) Section 177(1)(e)—

Repeal

“memorandum or”.

(2) Section 177(2)(c)—

Repeal

“secretary”

Substitute

“company secretary”.

(3) Section 177(2)(d)—

Repeal

“company has failed to pay the annual registration fee payable under the Eighth Schedule”

Substitute

“company—

(i) had failed to pay the annual registration fee payable under the Eighth Schedule of the pre-amended Ordinance; or

(ii) has failed to pay the annual registration fee payable under a regulation made under section 25 of the Companies Ordinance (of 2011)".

(4) Section 177(2)(e)—

Repeal

“obligations under this Ordinance”

Substitute

“specified obligations”.

(5) Section 177(3)—

Repeal

“conditions contained in its memorandum by adding a condition to the effect that the company shall be dissolved on the occurrence of a specified event, with or without a provision providing for or prohibiting the alteration of that condition”

Substitute

“provisions contained in its articles by adding a provision to the effect that the company is to be dissolved on the occurrence of a specified event, with or without another provision providing for or prohibiting the alteration of the added provision”.

(6) Section 177(4)—

Repeal

“conditions contained in its memorandum, subsections (2)(a), (3), (4), (7) and (8) of section 8 shall apply in relation to the alteration and to any application made under this section in the same manner as they apply in relation to alterations and to applications made under section 8.”

Substitute

“provisions contained in its articles, sections 85(5)(a), (5)(b) and (8) and 86(1)(a), (5) and (6) of the Companies Ordinance (of 2011) apply in relation to the alteration and to any application made

under this section in the same manner as they apply in relation to alterations made under that section 85 and to applications made under that section 86.”.

(7) Section 177(5)—

Repeal

“conditions contained in its memorandum, subsections (7A) and (8) of section 8 shall apply in relation to the alteration made under this section in the same manner as they apply in relation to alterations made under section 8.”

Substitute

“provisions contained in its articles, section 85(5)(c), (6) and (8) of the Companies Ordinance (of 2011) applies in relation to the alteration made under this section in the same manner as it applies in relation to alterations made under that section 85.”.

(8) After section 177(6)—

Add

“(7) In this section—

specified obligation (指明義務) means an obligation under the pre-amended Ordinance, this Ordinance or the Companies Ordinance (of 2011).”.

85. Section 179 amended (Provisions as to applications for winding up)

Section 179(1), proviso, paragraph (d)—

Repeal

“section 147(2)(a)”

Substitute

“section 867(1) of the Companies Ordinance (of 2011)”.

86. Section 190 amended (Statement of company’s affairs to

be submitted to provisional liquidator or liquidator)

Section 190(2)—

Repeal

“secretary”

Substitute

“company secretary”.

87. Section 196 amended (General provisions as to liquidators)

Section 196(4)—

Repeal

“this Ordinance”

Substitute

“this Ordinance or the Companies Ordinance (of 2011)”.

88. Section 199 amended (Powers of liquidator)

Section 199(6)(a) and (b), Chinese text—

Repeal

“影子”

Substitute

“幕後”.

89. Section 209A amended (Power of court to order winding up to be conducted as creditors’ voluntary winding up)

(1) Section 209A(2)(d), after “convicted under”—

Add

“the pre-amended Ordinance,”.

(2) Section 209A(2)(f)—

Repeal

everything after “being investigated”

Substitute

“under—

- (i) a provision of the pre-amended Ordinance having a continuing effect under Schedule 10 to the Companies Ordinance (of 2011) or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1);
- (ii) this Ordinance; or
- (iii) any other law;”.

90. Section 209B amended (Consequences of an order under section 209A)

Section 209B(g)—

Repeal

“this Ordinance”

Substitute

“this Ordinance or the Companies Ordinance (of 2011)”.

91. Section 219 amended (Inspection of books by creditors and contributories)

(1) Section 219(1)—

Repeal

everything after “thinks just”

Substitute a full stop.

- (2) After section 219(1)—

Add

“(1A) Where an order for inspection is made under subsection (1), creditors or contributories may, in accordance with the order but not further or otherwise—

- (a) inspect any books or papers in the possession of the company; or
- (b) if the books or papers are kept by the company by recording the contents of the books or papers otherwise than in a legible form, inspect a reproduction of the recording or the relevant part of it in a legible form.”.

92. Section 227D amended (Compromises and arrangements with creditors)

- (1) Section 227D, Chinese text, heading—

Repeal

“債務償還”.

- (2) Section 227D(1)—

Repeal

“The court may for the purposes of section 166 and notwithstanding subsection (1) thereof”.

Substitute

“For the purposes of section 661 of the Companies Ordinance (of 2011), the court may despite subsection (1) of that section”.

- (3) Section 227D(1), Chinese text—

Repeal

“債務償還”.

- (4) Section 227D(2)—

Repeal

“section 166, have the same effect as if a meeting of the creditors or class of creditors had been summoned under section 166(1)”

Substitute

“section 664 of the Companies Ordinance (of 2011), have the same effect as if a meeting of the creditors or class of creditors had been summoned under section 661(1) of that Ordinance”.

- (5) Section 227D(3)—

Repeal

“this Ordinance”

Substitute

“this Ordinance, or of the Companies Ordinance (of 2011),”.

- (6) Section 227D(4)—

Repeal

“(債務償還安排) has the meaning assigned to it by section 166(5)”

Substitute

“(安排) has the meaning given by section 659(1) of the Companies Ordinance (of 2011)”.

93. Section 228 amended (Circumstances in which company may be wound up voluntarily)

Section 228(1)(a)—

Repeal

“memorandum or”.

94. Section 236 amended (Power to fill vacancy in office of liquidators)

Section 236(3)—

Repeal

“this Ordinance”

Substitute

“this Ordinance or the Companies Ordinance (of 2011)”.

95. Section 271 amended (Offences by officers of companies in liquidation)

Section 271(3), Chinese text—

Repeal

“影子”

Substitute

“幕後”.

96. Section 287 amended (Meetings to ascertain wishes of creditors or contributories)

Section 287(3)—

Repeal

“this Ordinance or”

Substitute

“this Ordinance or the Companies Ordinance (of 2011) or by”.

97. Sections repealed

Sections 290C, 290D, 291, 291A, 291AA, 291AB, 291B, 292 and 292A—

Repeal the sections.

98. Section 296 amended (General rules and fees)

(1) Section 296(1)—

Repeal

“this Ordinance”

Substitute

“this Ordinance and the Companies Ordinance (of 2011)”.

(2) Section 296(3)—

Repeal

“proceedings under this Ordinance”

Substitute

“the relevant proceedings”.

(3) After section 296(3)—

Add

“(3A) In subsection (3)—

relevant proceedings (有關法律程序) means—

- (a) proceedings under this Ordinance (other than winding up proceedings); or
- (b) proceedings in the winding up of companies, including those where proceedings under this Ordinance or the Companies Ordinance (of 2011) are taken with respect to a company which is being wound up.”.

99. Section 300B amended (Special provisions as to statement submitted to receiver)

Section 300B(2)—

Repeal

“secretary”

Substitute

“company secretary”.

100. Sections repealed

Sections 303, 303B, 304 and 305A—

Repeal the sections.

101. Part VIII heading amended

Part VIII, heading—

Repeal

“FORMER”

Substitute

“COMPANIES”.

102. Section 307 amended (Application of Ordinance to companies formed under former Companies Ordinance)

(1) Section 307, Chinese text, heading—

Repeal

“前有《公司條例》”

Substitute

“《舊有公司條例》”.

(2) Section 307(a), (b) and (c)—

Repeal

“this Ordinance”

Substitute

“the Companies Ordinance (of 2011)”.

(3) Section 307, proviso—

Repeal

everything after “registered under”

Substitute

“a former Companies Ordinance.”.

(4) Section 307, Chinese text—

Repeal

“現有”

Substitute

“原有”.

103. Section 308 Substituted

Section 308—

Repeal the section

Substitute

“308. Application of Ordinance to companies registered under Companies Ordinances

- (1) Subject to section 308A, this Ordinance applies to a company registered but not formed under the Companies Ordinance (of 2011) and its officers, members, contributories and creditors in the same manner in all respects as if the company had been formed under that Ordinance.
- (2) This Ordinance applies to a company registered but not formed under a former Companies Ordinance and its officers, members, contributories and creditors in the same manner as it applies to a company registered but not formed

under the Companies Ordinance (of 2011).

- (3) For the purposes of applying this Ordinance to a company registered but not formed under a former Companies Ordinance or the Companies Ordinance (of 2011), a reference in this Ordinance to the date of registration is to be read as the date on which the company was registered under the former Companies Ordinance or the Companies Ordinance (of 2011), as the case may be.”.

104. Section 308A added

After section 308—

Add

“308A. Exceptions to section 308

- (1) If a company registered but not formed under the Companies Ordinance (of 2011) is wound up, a person specified in subsection (3) is a contributory—
- (a) liable to pay or contribute to the payment of—
 - (i) the company’s debts and liabilities contracted before the registration;
 - (ii) any sum for the adjustment of the rights of the members among themselves in respect of those debts and liabilities; and
 - (iii) the costs and expenses of winding up the company, so far as relating to those debts and liabilities; and
 - (b) liable to contribute to the company’s assets all sums due from the person in respect of the liability under paragraph (a).
- (2) In the event of the death or bankruptcy of

such a contributory, the provisions of this Ordinance with respect to personal representatives, and to the trustees of bankrupt contributories, apply.

- (3) The person specified for the purposes of subsection (1) is a person who is liable to pay or contribute to the payment of that company's debts and liabilities contracted before the registration.”.

105. Section 309 amended (Application of Ordinance to companies re-registered under former Companies Ordinance)

- (1) Section 309, heading—

Repeal

“former Companies Ordinance”

Substitute

“Companies Ordinances”.

- (2) Section 309—

Repeal

“, in the same manner as it applies to an unlimited company registered in pursuance of this Ordinance”

Substitute

“or section 19 of the pre-amended Ordinance, in the same manner as it applies to an unlimited company registered under the Companies Ordinance (of 2011)”.

- (3) Section 309, proviso—

Repeal

“the said section of the Companies Ordinance 1911 (58 of 1911)”

Substitute

“section 58 of the Companies Ordinance 1911 (58 of

1911) or section 19 of the pre-amended Ordinance, as the case may be”.

106. Sections repealed

Sections 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322 and 323—

Repeal the sections.

107. Section 324 amended (Power of court to stay or restrain proceedings)

Section 324—

Repeal

“this Part”

Substitute

“Part IX of the pre-amended Ordinance, or Part 17 of the Companies Ordinance (of 2011),”.

108. Section 325 amended (Actions stayed on winding-up order)

Section 325—

Repeal

“this Part”

Substitute

“Part IX of the pre-amended Ordinance, or Part 17 of the Companies Ordinance (of 2011),”.

109. Section 326 amended (Meaning of unregistered companies)

(1) Section 326(1)(a)—

Repeal

“this Ordinance”

Substitute

“the pre-amended Ordinance, or under the Companies Ordinance (of 2011)”.

(2) Section 326(2)—

Repeal

“non-Hong Kong company that is registered under Part XI”

Substitute

“registered non-Hong Kong company”.

110. Section 331 amended (Provisions of Part X cumulative)

Section 331—

Repeal

“registered under this Ordinance”

Substitute

“registered under the Companies Ordinance (of 2011)”.

111. Section 331A amended (Saving for enactments providing for winding up under former Companies Ordinances)

(1) Section 331A, Chinese text, heading—

Repeal

“前有各公司條例”

Substitute

“各《舊有公司條例》”.

(2) Section 331A—

Repeal

“this Ordinance”

Substitute

“the pre-amended Ordinance”.

112. Part XI repealed

Part XI—

Repeal the Part.

113. Section 342 amended (Dating of prospectus and particulars to be contained therein)

Section 342(6)—

Repeal

everything after “may incur”

Substitute

“under—

- (a) the general law;
- (b) the provisions of the pre-amended Ordinance having a continuing effect under Schedule 10 to the Companies Ordinance (of 2011) or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1);
- (c) this Ordinance apart from this section; or
- (d) the Companies Ordinance (of 2011).”.

114. Section 342C amended (Registration of prospectus)

(1) Section 342C(2)(c)—

Repeal

“or specified by the Registrar under section 346 which are applicable to prospectuses to be registered under this Part”

Substitute

“and the requirements set out in subsection (7A)”.

- (2) Section 342C(7)(a)(iii)—

Repeal

“and”.

- (3) Section 342C(7)(a)(iv)—

Repeal

“or specified by the Registrar under section 346 which are applicable to prospectuses to be registered under this Part”

Substitute

“and the requirements set out in subsection (7A)”.

- (4) After section 342C(7)(a)(iv)—

Add

“(v) it is accompanied by any fee that is payable, in respect of the registration, under a regulation made under section 25 of the Companies Ordinance (of 2011); and”.

- (5) Section 342C(7)(b)—

Repeal

“and (iv)”

Substitute

“, (iv) and (v)”.

- (6) After section 342C(7)—

Add

“(7A) The following are the requirements set out for the purposes of subsections (2)(c) and (7)(a)(iv)—

- (a) any requirement that the Registrar may specify, by notice in the Gazette, in relation to font size of prospectuses for the purposes of this section;
- (b) any other requirements that the Registrar may specify, by any means that the Registrar thinks fit, for the purpose of—
 - (i) ensuring that documents of the same kind are of a standard form; and
 - (ii) enabling the Registrar to make copies or image records of documents and to make and keep records of the information contained in them.

(7B) For the purposes of subsection (7A)(b), the Registrar may specify different requirements for different documents or classes of documents.”.

115. Section 342CC amended (Submission of certified copies)

(1) Section 342CC(b)(ii)—

Repeal

“secretary”

Substitute

“company secretary”.

(2) Section 342CC(b)(iii)—

Repeal

“secretary” (wherever appearing)

Substitute

“company secretary”.

116. Section 343 amended (Interpretation of provisions as to prospectuses)

Section 343(3)—

Repeal

“incorporated under this Ordinance”

Substitute

“as defined in section 2(1)”.

117. Part XIIA repealed

Part XIIA—

Repeal the Part.

118. Cross-heading before section 346 repealed

Cross-heading before section 346—

Repeal the cross-heading.

119. Sections repealed

Sections 346, 346A, 346B, 347, 348, 348A, 348B and 348BA—

Repeal the sections.

120. Cross-heading before section 348C repealed

Cross-heading before section 348C—

Repeal the cross-heading.

121. Sections 348C and 348D repealed

Sections 348C and 348D—

Repeal the sections.

122. Sections 349A, 350, 350A repealed

Sections 349A, 350 and 350A—

Repeal the sections.

123. Section 350B amended (Injunctions)

(1) Section 350B(1)(e), after “person;”—

Add

“or”

(2) Section 350B(1)(f)—

Repeal the semicolon

Substitute a comma.

(3) Section 350B(1)—

Repeal paragraphs (g) and (h).

124. Section 351 amended (Provision for punishment and offence)

Section 351(2), Chinese text —

Repeal

“影子” (wherever appearing)

Substitute

“幕後”.

125. Section 351B repealed (Production and inspection of books where offence suspected)

Section 351B—

Repeal the section.

126. Cross-heading before section 356 amended

Cross-heading before section 356—

Repeal

“Service of Documents and”.

127. Sections 356, 357 and 358 repealed

Sections 356, 357 and 358—

Repeal the sections.

128. Section 359A amended (Power to make regulations)

Section 359A—

Repeal subsections (2), (3), (4), (5) and (6).

129. Section 360 amended (Power to amend requirements as to accounts, Schedules, tables, forms and fees)

(1) Section 360, heading—

Repeal

“requirements as to accounts, Schedules, tables, forms and fees”

Substitute

“Schedules”.

(2) Section 360—

Repeal subsections (1), (2), (3A), (4) and (5) and (10).

130. Section 360B amended (Power of Chief Executive in Council to order Registrar to refuse registration if satisfied that a company is being formed to evade the Societies Ordinance)

(1) Section 360B—

Renumber the section as section 360B(1).

(2) Section 360B(1)—

Repeal

“memorandum and articles of association of a company delivered to him in accordance with section 15”

Substitute

“relevant documents”.

(3) Section 360B(1)—

Repeal

“memorandum and articles, and upon receipt of such order, the Registrar shall, notwithstanding the provisions of section 15, refuse registration of the memorandum and articles”

Substitute

“relevant documents. Despite section 15 of the pre-amended Ordinance or section 62 of the Companies Ordinance (of 2011), the Registrar must refuse registration of the relevant documents on receipt of the order”.

(4) After section 360B(1)—

Add

“(2) In this section—

relevant documents (有關文件) means—

(a) the memorandum of association and articles of association of the company delivered to the Registrar in accordance

with section 15 of the pre-amended Ordinance; or

- (b) the incorporation form and articles of association of the company delivered to the Registrar in accordance with section 62 of the Companies Ordinance (of 2011).”.

131. Section 360C amended (Power of the Chief Executive in Council to order company engaging in undesirable activities to be struck off)

- (1) Section 360C(1)—

Repeal

“this Ordinance”

Substitute

“the Companies Ordinance (of 2011)”.

- (2) Section 360C(1), English text—

Repeal

“register of companies”

Substitute

“Companies Register”.

- (3) Section 360C(1), Chinese text—

Repeal

“前有《公司條例》”

Substitute

“《舊有公司條例》”.

- (4) Section 360C(3)—

Repeal

“each of the persons who signed the memorandum of

association, addressed to him at the address mentioned in that memorandum”

Substitute

“each of the founder members, addressed to the founder member at the address mentioned in the memorandum of association or incorporation form, as the case may be”.

132. Section 360D repealed (Certain sections not to apply)

Section 360D—

Repeal the section.

133. Section 360E amended (Vesting and disposal of property of company struck off)

Section 360E(2)—

Repeal

“memorandum and articles of association”

Substitute

“articles”.

134. Section 360N amended (Companies to which Part XI applies)

(1) Section 360N—

Repeal the heading

Substitute

“Non-Hong Kong Companies”.

(2) Section 360N—

Repeal

“company to which Part XI applies”

Substitute

“non-Hong Kong company”.

135. Part XIV repealed

Part XIV—

Repeal the Part.

136. First and Second Schedules repealed

First and Second Schedules—

Repeal the Schedules.

137. Third Schedule amended (Matters to be Specified in Prospectus and Reports to be set out therein)

(1) Third Schedule, Part I, paragraph 2—

Repeal

“and the description and nominal value of the shares into which it”

Substitute

“or maximum number of shares issuable under the articles and the description and nominal value (if any) of the shares into which the authorized share capital”.

(2) Third Schedule, Part I, paragraph 29—

Repeal

“accounts”

Substitute

“financial statements”.

(3) Third Schedule, Part II, paragraph 31(1)—

Repeal

“accounts have been made up”

Substitute

“financial statements have been prepared”.

- (4) Third Schedule, Part II, paragraph 31(2)(b)—

Repeal

“accounts of the company were made up”

Substitute

“financial statements of the company were prepared”.

- (5) Third Schedule, Part II, paragraph 32(b)—

Repeal

“accounts of the business were made up”

Substitute

“financial statements of the business were prepared”.

- (6) Third Schedule, Part II, paragraph 33(1)(ii)—

Repeal

“accounts of the undertaking were made up”

Substitute

“financial statements of the undertaking were prepared”.

- (7) Third Schedule, Part II, paragraph 34(1)—

Repeal

“accounts at the last date to which the accounts have been made up”

Substitute

“financial statements at the last date to which the

financial statements have been prepared”.

- (8) Third Schedule, Part III, paragraph 40—

Repeal

“accounts of the company or business have only been made up”

Substitute

“financial statements of the company or business have only been prepared”.

- (9) Third Schedule, Part III, paragraph 41—

Repeal

everything after ““financial year” (財政年度)”

Substitute

“in this Schedule means the year in respect of which the financial statements of the company or of the business, as the case may be, are prepared, and where by reason of any alteration of the date on which the financial year of the company or business terminates the financial statements of the company or business have been prepared for a period greater or less than a year, that period is for the purposes of this Schedule to be regarded as a financial year.”.

138. Fourth Schedule amended (Form of Statement in lieu of Prospectus to be delivered to Registrar by a Company which does not issue a Prospectus or which does not go to Allotment on a Prospectus Issued, and Reports to be set out therein)

- (1) Fourth Schedule, Part I—

Repeal

“THE COMPANY ORDINANCE

*Statement in lieu of Prospectus delivered for
registration by
[Insert the name of the company]*

Pursuant to section 43 of the
Companies Ordinance”

Substitute

**“COMPANIES (WINDING UP AND
MISCELLANEOUS PROVISIONS) ORDINANCE**

*Statement in lieu of Prospectus delivered for
registration by
[Insert the name of the company]*

Pursuant to section 43 of the Companies (Winding Up
and Miscellaneous Provisions) Ordinance”.

- (2) Fourth Schedule, Part I—

Repeal

“nominal share capital”

Substitute

“amount of the issued share capital”.

- (3) Fourth Schedule, Part II, paragraph 1(b)—

Repeal

“accounts of the business were made up”

Substitute

“financial statements of the business were prepared”.

- (4) Fourth Schedule, Part II, paragraph 2(2)(b)—

Repeal

“accounts of the undertaking were made up”

Substitute

“financial statements of the undertaking were
prepared”.

- (5) Fourth Schedule, Part III, paragraph 4—

Repeal

“accounts of the business or undertaking have only

been made up”

Substitute

“financial statements of the business or undertaking have only been prepared”.

- (6) Fourth Schedule, Part III, paragraph 6—

Repeal

“this Ordinance”

Substitute

“the Companies Ordinance (of 2011)”.

139. Schedules repealed

Seventh, Eighth, Ninth, Tenth and Eleventh Schedules—

Repeal the Schedules.

140. Twelfth Schedule amended (Punishment of offences under this Ordinance)

- (1) Twelfth Schedule, entries relating to the following—
- (a) section 8(8);
 - (b) section 10(3);
 - (c) section 13(4);
 - (d) section 18A(2);
 - (e) section 21(9);
 - (f) section 22(1B);
 - (g) section 22(6);
 - (h) section 22A(4);
 - (i) section 26(2);

- (j) section 27(2);
- (k) section 30(2);
- (l) section 30(2A);
- (m) section 45(3);
- (n) section 46(5);
- (o) section 47A(3);
- (p) section 47F(4);
- (q) section 47F(5);
- (r) section 47G(10);
- (s) section 49G(6);
- (t) section 49G(7);
- (u) section 49K(6);
- (v) section 49M(6);
- (w) section 49N(4);
- (x) section 50(3);
- (y) section 54(2);
- (z) section 55(3);
- (za) section 57A(3);
- (zb) section 57B(6);
- (zc) section 58(1B);
- (zd) section 63;
- (ze) section 64(5);
- (zf) section 69(2);
- (zg) section 70(2);

- (zh) section 71A(9);
- (zi) section 74A(4);
- (zj) section 75(4);
- (zk) section 81(3);
- (zl) section 82(2);
- (zm) section 87(7);
- (zn) section 88(4);
- (zo) section 89(4);
- (zp) section 89(5);
- (zq) section 90(2)(a);
- (zr) section 91(6);
- (zs) section 92(4);
- (zt) section 93(3);
- (zu) section 93(4);
- (zv) section 93(5);
- (zw) section 95(4);
- (zx) section 95A(3);
- (zy) section 96(3);
- (zz) section 98(3);
- (zza) section 99(4);
- (zzb) section 103(7);
- (zzc) section 104(7);
- (zzd) section 109(4);
- (zze) section 111(5)(relating to subsections (1) and

- (2));
- (zzf) section 111(5)(relating to subsection (4));
- (zzg) section 114C(3);
- (zzh) section 114C(5);
- (zzi) section 115A(7);
- (zzj) section 116B(10);
- (zzk) section 116BA(2);
- (zzl) section 116BC(5);
- (zzm) section 116BC(6);
- (zzn) section 117(5);
- (zzo) section 117(6);
- (zzp) section 119(4);
- (zzq) section 119A(3);
- (zzr) section 120(3);
- (zzs) section 121(4);
- (zzt) section 122(3);
- (zzu) section 123(6);
- (zzv) section 124(3);
- (zzw) section 128(6);
- (zzx) section 129(6);
- (zzy) section 129B(3);
- (zzz) section 129C(3);
- (zzza) section 129F;
- (zzzb) section 129G(3)(relating to subsection (1) or (2A));

- (zzzc) section 129G(3)(relating to subsection (2));
- (zzzd) section 131(7);
- (zzze) section 133(2);
- (zzzf) section 134(1);
- (zzzg) section 140A(7);
- (zzzh) section 140B(3);
- (zzzi) section 141CA(2);
- (zzzj) section 141CC(3)(offence relating to
contravention of section 141CC(1));
- (zzzk) section 141CC(3)(offence relating to
contravention of section 141CC(2));
- (zzzl) section 141CD(3);
- (zzzm) section 141CE(2);
- (zzzn) section 141CF(3)(a);
- (zzzo) section 141CF(3)(b);
- (zzzp) section 141D(4);
- (zzzq) section 141E(4);
- (zzzr) section 152A(4);
- (zzzs) section 152B(4);
- (zzzt) section 152C(2);
- (zzzu) section 152D(1);
- (zzzv) section 152E;
- (zzzw) section 152FC(3);
- (zzzx) section 153(3);
- (zzzy) section 153A(3);

(zzzz)	section 153C(4);
(zzzza)	section 153C(5);
(zzzzb)	section 155(5);
(zzzzc)	section 155A(5);
(zzzzd)	section 155B(3);
(zzzze)	section 155B(4);
(zzzzf)	section 156(1);
(zzzzg)	section 157J(3);
(zzzzh)	section 158(8);
(zzzzi)	section 158A(3);
(zzzzj)	section 158B(2);
(zzzzk)	section 159(3);
(zzzzl)	section 161A(2);
(zzzzm)	section 161BA(7);
(zzzzn)	section 161BA(11);
(zzzzo)	section 161BB(3);
(zzzzp)	section 161BB(7);
(zzzzq)	section 161C(3);
(zzzzr)	section 162(3);
(zzzzs)	section 162A(2);
(zzzzt)	section 162B(3);
(zzzzu)	section 163B(2);
(zzzzv)	section 166(4);
(zzzzw)	section 166A(4);

(zzzzx)	section 166A(5);
(zzzzy)	section 167(3);
(zzzzz)	section 168A(4);
(zzzzza)	section 291AA(14);
(zzzzzb)	section 292(5);
(zzzzzc)	section 337B(7);
(zzzzzd)	section 340;
(zzzzze)	section 348C(4);
(zzzzzf)	section 349A(1);
(zzzzzg)	section 349A(2);
(zzzzzh)	section 350;
(zzzzzi)	section 350A—

Repeal the provisions.

- (2) Twelfth Schedule, entry relating to section 342F(1), under the column “General nature of offence”—

Repeal

everything after “prospectus”

Substitute

“(containing an untrue statement) relating to shares in or debentures of a company incorporated outside Hong Kong (whether the company has or has not established a place of business in Hong Kong)”.

141. Thirteenth and Fourteenth Schedules repealed

Thirteenth and Fourteenth Schedules—

Repeal the Schedules.

142. Fifteenth Schedule amended (Matters for determining unfitness of directors)

(1) Fifteenth Schedule, Part I, paragraph 3—

Repeal

everything after “comply”

Substitute

“with—

(a) any of the following provisions of the pre-amended Ordinance—

(i) section 81;

(ii) section 95;

(iii) section 96;

(iv) section 107;

(v) section 109;

(vi) section 119A;

(vii) section 121;

(viii) section 158;

(ix) section 158A; and

(b) any of the following provisions of the Companies Ordinance (of 2011)—

(i) section 334;

(ii) section 335;

(iii) section 340;

(iv) section 341;

(v) section 369;

- (vi) section 370;
- (vii) section 373;
- (viii) section 609;
- (ix) section 617;
- (x) section 618;
- (xi) section 620;
- (xii) section 632;
- (xiii) section 633(1);
- (xiv) section 634;
- (xv) section 636;
- (xvi) section 639;
- (xvii) section 640(1);
- (xviii) section 641;
- (xix) section 643;
- (xx) section 653; and
- (xxi) section 655.”.

(2) Fifteenth Schedule, Part I, paragraph 4—

Repeal

everything after “comply”

Substitute

“with—

- (a) sections 122 and 129B of the pre-amended Ordinance; and
- (b) sections 379 and 420 of the Companies Ordinance (of 2011).”.

143. Sixteenth Schedule repealed (Companies to which section 291AA or 344A of this Ordinance does not apply)

Sixteenth Schedule—

Repeal the Schedule.

144. Seventeenth Schedule amended (Offers specified for the purposes of paragraph (b)(ii) of the definition of “prospectus” in section 2(1) of this Ordinance)

Seventeenth Schedule, Part 1, paragraph 6—

Repeal

everything after “merger or a share”

Substitute

“buy-back which is in compliance with the Codes on Takeovers and Mergers and Share Buy-backs issued by the Commission as in force from time to time.”.

145. Twenty-first Schedule amended (Provisions in accordance with which a prospectus may consist of more than one document)

(1) Twenty-first Schedule, Part 1, section 8(a)—

Repeal

“accounts”

Substitute

“financial statements”.

(2) Twenty-first Schedule, Part 1, section 8(c)—

Repeal

“accounts”

Substitute

“financial statements”.

- (3) Twenty-first Schedule, Part 2, section 8(a)—

Repeal

“accounts”

Substitute

“financial statements”.

- (4) Twenty-first Schedule, Part 2, section 8(c)—

Repeal

“accounts”

Substitute

“financial statements”.

146. Twenty-third Schedule amended (Parent and subsidiary undertakings)

- (1) Twenty-third Schedule, section 2(1)(b)(i)—

Repeal

“memorandum or articles”

Substitute

“constitution”.

- (2) Twenty-third Schedule, section 5(b)(i)—

Repeal

“memorandum or articles”

Substitute

“constitution”.

147. Twenty-fourth Schedule repealed (Offices not included in

definition of “place of business” under Part XI of this Ordinance)

Twenty-fourth Schedule—

Repeal the Schedule.

Part 2

Amendments to Companies (Forms) Regulations (Cap. 32 sub. leg. B)

148. Regulations repealed

Regulations 3, 5, 7 and 8—

Repeal the regulations.

Part 3

Amendments to Companies (Fees and Percentages) Order (Cap. 32 sub. leg. C)

149. Paragraph 2 amended

Paragraph 2—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

150. Paragraph 3 amended

(1) Paragraph 3—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“Ordinance”.

- (2) Paragraph 3, after “fees contained in”—

Add

“item 1A of”.

151. Schedule 1 amended

- (1) Schedule 1, before item 1—

Add

“1A. On an application \$1,045.00 The notice
under section 290 of the Ordinance for a of motion or
declaration that the dissolution of a summons.”
company is void.

- (2) Schedule 1, item 1—

Repeal

everything after “On presenting a petition—”

Substitute

- “(a) under section 84 of the Companies
Ordinance (of 2011) to cancel an
alteration of the objects in a company’s
articles; or
- (b) under section 221 of the Companies
Ordinance (of 2011) to confirm a
reduction of share capital.

This fee includes any fee on answering a petition or setting down for hearing. Where a petition is presented under more than one of these sections, only one fee of \$1,045.00 is charged on the petition.”.

- (3) Schedule 1, item 2, paragraph (a)—

Repeal

“section 64”

Substitute

“section 177 of the Companies Ordinance (of 2011)”.

- (4) Schedule 1, item 2—

Repeal paragraph (b).

- (5) Schedule 1, item 2, paragraph (c)—

Repeal

“section 291 to restore a name to the register of companies”

Substitute

“section 753 of the Companies Ordinance (of 2011) for restoration of a company to the Companies Register”.

- (6) Schedule 1, item 2—

Repeal paragraph (ca).

- (7) Schedule 1, item 2, paragraph (d)—

Repeal

everything after “under”

Substitute

“section 345 of the Companies Ordinance (of 2011) for extension of time for registration;”.

- (8) Schedule 1, item 2, after paragraph (d)—

Add

“(da) under section 346 of the Companies Ordinance (of 2011) for rectification of register of charges; and”.

- (9) Schedule 1, item 2, paragraph (e)—

Repeal

“section 166 to sanction a compromise or arrangement”

Substitute

“section 664 of the Companies Ordinance (of 2011)to sanction an arrangement or compromise”.

Part 4

Repeal of Companies (Exemption from Statement of Turnover) Order (Cap. 32 sub. leg. D)

152. Companies (Exemption from Statement of Turnover) Order repealed

The Companies (Exemption from Statement of Turnover) Order (Cap. 32 sub. leg. D)—

Repeal the Order.

Part 5

Repeal of Companies (Specification of Names) Order (Cap. 32 sub. leg. E)

153. Companies (Specification of Names) Order repealed

The Companies (Specification of Names) Order (Cap. 32 sub. leg. E)—

Repeal the Order.

Part 6

Amendments to Companies (Winding-Up) Rules (Cap. 32 sub. leg. H)

154. Rule 1 amended (Application of rules)

- (1) Rule 1(1)—

Repeal

“and to all proceedings under section 168A of the Ordinance”.

- (2) Rule 1—

Repeal paragraph (2).

155. Rule 2 amended (Interpretation of terms)

- (1) Rule 2, definition of *company*—

Repeal

“or proceedings under section 168A of the Ordinance”.

- (2) Rule 2, definition of *proceedings*—

Repeal

“, or proceedings under section 168A of the Ordinance”.

- (3) Rule 2, after definition of *Registrar*—

Add

“*relevant provision* (有關條文) means a provision of—

- (a) the Ordinance;
- (b) the pre-amended Ordinance having a continuing effect under Schedule 10 to the Companies Ordinance (of 2011) or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1); or
- (c) the Companies Ordinance (of 2011);”.

156. Rule 5 amended (Matters in court to be heard in court

and chambers)

Rule 5(3)—

Repeal

“the Ordinance”

Substitute

“a relevant provision”.

157. Rule 8 amended (Times for holding court)

Rule 8—

Repeal

“and applications under section 168A of the Ordinance”.

158. Rule 9 amended (Title of proceedings)

(1) Rule 9(1)—

Repeal

“19 .”

Substitute

“20 .”.

(2) Rule 9(1)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

159. Rule 21 amended (Enforcement of orders)

Rule 21—

Repeal

“the Ordinance and rules,”

Substitute

“a relevant provision or by the rules”.

160. Rule 26 amended (Verification of petition)

Rule 26—

Repeal

“secretary”

Substitute

“company secretary”.

161. Cross-heading before rule 34 amended

Cross-heading before rule 34—

Repeal

“AND ORDER UNDER SECTION 168A OF THE ORDINANCE”.

162. Rule 35 amended (Drawing up and contents of winding-up order)

(1) Rule 35(1)—

Repeal

“or an order under section 168A of the Ordinance”.

(2) Rule 35(1)—

Repeal

“Except in the case of an order made under section

168A of the Ordinance it shall not be”

Substitute

“It is not”.

- (3) Rule 35(2)—

Repeal

“secretary”

Substitute

“company secretary”.

163. Rule 36 amended (Transmission and advertisement of winding-up order)

Rule 36—

Repeal paragraph (3).

164. Rule 58 amended (Application by or against delinquent directors, officers and promoters)

- (1) Rule 58(1)—

Repeal

“of the Ordinance”.

- (2) Rule 58(1)(a), after “section 276”—

Add

“of the Ordinance”.

- (3) Rule 58(1)(b), after “section 275(1), (2) or (4)”—

Add

“of the Ordinance”.

- (4) Rule 58(1)(c), after “section 168I”—

Add

“of the Ordinance”.

(5) Rule 58(1)(d)—

Repeal

“section 358(2)”

Substitute

“section 892(1) of the Companies Ordinance (of 2011)”.

165. Rule 59 amended (Use of depositions taken at public examinations)

Rule 59—

Repeal

“the Ordinance mentioned”

Substitute

“the Ordinance or the Companies Ordinance (of 2011) mentioned”.

166. Rule 117 amended (Costs of calling meeting)

Rule 117—

Repeal

“section 166 and of complying with the requirements of section 166A”

Substitute

“section 661 of the Companies Ordinance (of 2011) and of complying with the requirements of section 662 of the Companies Ordinance (of 2011)”.

167. Rule 131 amended (Proxies)

(1) Rule 131, after “of the Ordinance”—

Add

“, or section 596 or 597 of the Companies Ordinance (of 2011),”.

(2) Rule 131—

Repeal

“secretary”

Substitute

“company secretary”.

168. Rule 155 amended (Office of liquidator vacated by his insolvency)

Rule 155—

Repeal

“Receiving Order in bankruptcy is made against the liquidator, he shall thereby vacate his office, and for the purposes of the application of the Ordinance and rules shall be”

Substitute

“bankruptcy order is made against the liquidator, the liquidator must thereby vacate office, and for the purposes of the application of the Ordinance, the rules and the Companies Ordinance (of 2011) is”.

169. Rule 173 amended (Applications for costs)

Rule 173—

Repeal

“other than a proceeding under section 168A of the Ordinance,”.

170. Rule 209 amended (Formal defect not to invalidate proceedings)

Rule 209(1)—

Repeal

“the Ordinance or the rules”

Substitute

“the Ordinance, the pre-amended Ordinance or the rules”.

171. Appendix amended (Forms)

(1) Appendix, Form 2, paragraph 1—

Repeal

“Companies Ordinance (Chapter 32)”

Substitute

“*Companies Ordinance 1865 (1 of 1865)/*Companies Ordinance 1911 (58 of 1911)/*Companies Ordinance (Chapter 32)/*Companies Ordinance (of 2011). (*delete the inapplicable words)”.

(2) Appendix, Form 2, paragraph 3—

Repeal

“The nominal capital of the company is \$, divided into shares of \$ each.”

Substitute

“The share capital of the company is divided into shares.”.

(3) Appendix, Form 2, paragraph 4—

Repeal

“memorandum”

Substitute

“articles”.

- (4) Appendix, Form 2—

Repeal

“of the Companies Ordinance”

Substitute

“of the Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (5) Appendix, Form 8, paragraph 1—

Repeal

“(the secretary)”

Substitute

“(the company secretary)”.

- (6) Appendix, English text, Form 9, NOTE—

Repeal

“*secretary*”

Substitute

“*company secretary*”.

- (7) Appendix, Form 12—

Repeal

“Companies Ordinances”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (8) Appendix, Form 14—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(9) Appendix, Form 14, NOTE—

Repeal

“*secretary*”

Substitute

“*company secretary*”.

(10) Appendix, Form 16—

Repeal

“THE COMPANIES ORDINANCE”

Substitute

“COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE”.

(11) Appendix, Form 23—

Repeal

“In the matter of the Companies Ordinance”

Substitute

“In the matter of the Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(12) Appendix, Form 23—

Repeal

“(16) Ordinary Shares of \$ per share”

Substitute

“(16) Ordinary Shares of \$ each at nominal value (only applicable to shares with nominal value)”.

(13) Appendix, Form 23, List I—

Repeal

“*Ordinary Shares of \$ each nominal value”

Substitute

“*Ordinary Shares of \$ each at nominal value (only applicable to shares with nominal value)”.

(14) Appendix, Form 23, List I—

Repeal

“*Preference Shares of \$ each at % nominal value”

Substitute

“*Preference Shares of \$ each at % nominal value (only applicable to shares with nominal value)”.

(15) Appendix, Form 38—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(16) Appendix, Form 43—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(17) Appendix, Form 45—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(18) Appendix, Form 60, paragraph 1—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(19) Appendix, Form 63A—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(20) Appendix, Form 63B—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(21) Appendix, Form 63B, marginal note, note (c)—

Repeal

“secretary”

Substitute

“company secretary”.

(22) Appendix, Form 90—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(23) Appendix, Form 92—

Repeal

“Pursuant to section 284 of the Companies Ordinance”

Substitute

“Pursuant to section 284 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(24) Appendix, Form 92—

Repeal

“THE COMPANIES ORDINANCE”

Substitute

“THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE”.

(25) Appendix, Form 98, Note—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 7

Amendment to Companies (Disqualification Orders) Regulation (Cap. 32 sub. leg. I)

172. Schedule 1 amended

- (1) Schedule 1, Form D.O. 1—

Repeal

“COMPANIES ORDINANCE”

Substitute

“COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE”.

- (2) Schedule 1, Form D.O. 1, item (1)—

Repeal

“Companies Ordinance (“CO”)

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance (**C(WUMP)O**)”.

- (3) Schedule 1, English text, Form D.O. 1—

Repeal

“CO” wherever appearing

Substitute

“C(WUMP)O”.

173. Schedule 2 amended

Schedule 2, Form D.O. 2—

Repeal

“COMPANIES ORDINANCE”

Substitute

“COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE”.

174. Schedule 3 amended

(1) Schedule 3, Form D.O. 3—

Repeal

“COMPANIES ORDINANCE”

Substitute

“COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE”.

(2) Schedule 3, Form D.O. 3—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 8

Amendment to Companies (Reports on Conduct of Directors) Regulation (Cap. 32 sub. leg. J)

175. Section 3 amended (Return by office-holder)

Section 3(2)(a) and (b), Chinese text—

Repeal

“影子”

Substitute

“幕後”.

176. Schedule amended

(1) Schedule, Form D1—

Repeal

“COMPANIES ORDINANCE”

Substitute

“COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE”.

(2) Schedule, Chinese text, Form D1, paragraph 1—

Repeal

“影子” (wherever appearing)

Substitute

“幕後”.

(3) Schedule, Chinese text, Form D1, Schedule, column 3—

Repeal

“影子”

Substitute

“幕後”.

(4) Schedule, Chinese text, Form D1, Annex B, paragraph 15(a)—

Repeal

“影子” (wherever appearing)

Substitute

“幕後”.

- (5) Schedule, Chinese text, Form D2, paragraph 2—

Repeal

“影子”

Substitute

“幕後”.

- (6) Schedule, Chinese text, Form D2, Schedule, column 3—

Repeal

“影子”

Substitute

“幕後”.

Part 9

Amendment to Companies (Disqualification of Directors) Proceedings Rules (Cap. 32 sub. leg K)

177. Rule 4 amended (The case against the respondent)

Rule 4(3)—

Repeal

“section 168I(1) or 168J of the Ordinance”

Substitute

“section 168I(1) of the Ordinance or section 867(6) of

the Companies Ordinance (of 2011)".

178. Rule 6 amended (Service and acknowledgment)

Rule 6(4)(a)(i) and (ii), Chinese text—

Repeal

“影子”

Substitute

“幕後”.

Part 10

**Amendments to Companies Ordinance
(Exemption of Companies and Prospectuses
from Compliance with Provisions) Notice
(Cap. 32 sub. leg. L)**

179. Title amended

The title—

Repeal

“ORDINANCE”.

180. Section 4 amended (Exemptions from bilingual prospectus requirements)

Section 4(1)(a)—

Repeal

“the Ordinance”

Substitute

“a former Companies Ordinance or the Companies Ordinance (of 2011)”.

181. Section 5 amended (Exemptions for GEM companies)

Section 5(1)(a)—

Repeal

“the Ordinance”

Substitute

“a former Companies Ordinance or the Companies Ordinance (of 2011)”.

182. Section 6 amended (Exemptions for valuation of operating leases)

Section 6(1)(a)—

Repeal

“the Ordinance”

Substitute

“a former Companies Ordinance or the Companies Ordinance (of 2011)”.

183. Section 8 amended (Exemptions for prospectuses relating to offers of debentures not proposed to be listed)

(1) Section 8(1)(a)—

Repeal

“the Ordinance”

Substitute

“a former Companies Ordinance or the Companies Ordinance (of 2011)”.

(2) Section 8(3)(b)—

Repeal

“accounts have been made up”

Substitute

“financial statements have been prepared”.

184. Section 9 amended (Exemptions for prospectuses relating to offers of debentures proposed to be listed)

Section 9(1)(a)—

Repeal

“the Ordinance”

Substitute

“a former Companies Ordinance or the Companies Ordinance (of 2011)”.

185. Section 9A amended (Exemptions from requirement to issue form of application for shares or debentures with prospectus)

(1) Section 9A(1)(a)—

Repeal

“the Ordinance”

Substitute

“a former Companies Ordinance or the Companies Ordinance (of 2011)”.

(2) Section 9A(9), definition of *printed form prospectus*, paragraphs (b)(i) and (c)(i)—

Repeal

“under the Ordinance”

Substitute

“under a former Companies Ordinance or the Companies Ordinance (of 2011)”.

Repeal of Companies (Summary Financial Reports of Listed Companies) Regulation (Cap. 32 sub. leg. M)

186. Companies (Summary Financial Reports of Listed Companies) Regulation repealed

The Companies (Summary Financial Reports of Listed Companies) Regulation (Cap. 32 sub. leg. M)—

Repeal the Regulation.

Part 12

Repeal of Companies (Revision of Accounts and Reports) Regulation (Cap. 32 sub. leg. N)

187. Companies (Revision of Accounts and Reports) Regulation repealed

The Companies (Revision of Accounts and Reports) Regulation (Cap. 32 sub. leg. N)—

Repeal the Regulation.”.

New

By adding—

“Schedule 9A [ss. 900 & 908]

Consequential and Related Amendments to Other Ordinances and Subsidiary Legislation

Part 1

Amendment to Interpretation and General Clauses Ordinance (Cap. 1)

1. Section 88 amended (Provisions supplementary to section 84)

Section 88(3)(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

Part 2

Amendment to Specification of Public Officers (Cap. 1 sub. leg. C)

2. Schedule amended

The Schedule, the first and second entries relating to the Financial Secretary—

Repeal the entries.

Part 3

Amendment to High Court Ordinance (Cap. 4)

3. Section 21D amended (Sale of property in execution of judgment)

Section 21D(1)—

Repeal

“section 29 of the Companies Ordinance (Cap. 32)”

Substitute

“section 10 of the Companies Ordinance (of 2011)”.

Part 4

Amendments to Rules of the High Court (Cap. 4 sub. leg. A)

4. Order 1 amended (Citation, application, interpretation and forms)

Order 1, rule 2, Table, item 2, under “Enactments”—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

5. Order 102 amended (The Companies Ordinance)

(1) Order 102, heading—

Repeal

“THE COMPANIES ORDINANCE”

Substitute

“THE COMPANIES ORDINANCE AND THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE”.

(2) Order 102—

Repeal rule 1.

(3) Order 102, rule 2(1)—

Repeal

“section 168A of the Ordinance and the applications mentioned in rule 5, every application under the Ordinance”

Substitute

“section 713 of the Companies Ordinance (of 2011) and the applications mentioned in rule 5, every application under that Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

- (4) Order 102, rule 2(2)(a)—

Repeal

“section 167 of the Ordinance for an order to make provision for all or any of the matters mentioned in subsection (1)”

Substitute

“section 665 of the Companies Ordinance (of 2011) for an order to make provision for all or any of the matters mentioned in subsection (2)”.

- (5) Order 102, rule 2(2)(b)—

Repeal

“the Ordinance”

Substitute

“the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

- (6) Order 102, rule 2(2)(c)—

Repeal

“the Ordinance”

Substitute

“the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or section 886 of the Companies Ordinance (of 2011)”.

- (7) Order 102, rule 2(4)—

Repeal

“section 168BD of the Ordinance”

Substitute

“section 722 of the Companies Ordinance (of 2011)”.

(8) Order 102, rule 5(1)—

Repeal

“under the Ordinance”.

(9) Order 102, rule 5(1)(a)—

Repeal

“section 8”

Substitute

“section 84(5) of the Companies Ordinance (of 2011)”.

(10) Order 102, rule 5(1)(b)—

Repeal

“section 25A to cancel the alteration of a condition contained in a private company’s memorandum”

Substitute

“section 85(4) of the Companies Ordinance (of 2011) to cancel the alteration of a provision contained in the articles of association of a relevant company as defined by section 85(10) of that Ordinance”.

(11) Order 102, rule 5(1)—

Repeal paragraphs (c), (d) and (e).

(12) Order 102, rule 5(1)(f)—

Repeal

“section 59”

Substitute

“section 221 of the Companies Ordinance (of 2011)”.

(13) Order 102, rule 5(1)(g)—

Repeal

“section 64 to cancel any variation or abrogation of the rights attached to”

Substitute

“section 177 of the Companies Ordinance (of 2011) to disallow any variation or abrogation of the rights attached to shares in”.

(14) Order 102, after rule 5(1)(g)—

Add

“(ga) under section 185 of the Companies Ordinance (of 2011) to disallow any variation or abrogation of the rights of any class of members of a company that does not have a share capital,”.

(15) Order 102, rule 5(1)(h)—

Repeal

“section 166”

Substitute

“section 664 of the Companies Ordinance (of 2011)”.

(16) Order 102, rule 5(1)(i)—

Repeal

“section 291(7) for an order restoring the name of a company to the register”

Substitute

“section 753 of the Companies Ordinance (of 2011) for the restoration of a company to the Companies Register”.

(17) Order 102, rule 5(1)(j)—

Repeal

“section 323”

Substitute

“section 805 of the Companies Ordinance (of 2011)”.

(18) Order 102, rule 5(1)(k)—

Repeal

“section 358(2)”

Substitute

“section 892 of the Companies Ordinance (of 2011)”.

(19) Order 102, rule 6(2)—

Repeal

“Ordinance”

Substitute

“Companies Ordinance (of 2011) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

(20) Order 102, rule 7(2)—

Repeal paragraph (a).

(21) Order 102, rule 7(2)(b)—

Repeal

“section 166 of the Ordinance to sanction a compromise or arrangement unless there is included in the petition for such sanction an application for an order under section 167 of the Ordinance”

Substitute

“section 664 of the Companies Ordinance (of 2011) to sanction an arrangement or compromise (except where the petition for such sanction includes an application for an order under section 665 of the

Companies Ordinance (of 2011))”.

(22) Order 102, rule 7(2)(c)—

Repeal

“section 291(7) of the Ordinance for an order restoring the name of a company to the register”

Substitute

“section 753 of the Companies Ordinance (of 2011) for the restoration of a company to the Companies Register”.

(23) Order 102, rule 7(4)—

Repeal

“, the share premium account or the capital redemption reserve fund,”.

(24) Order 102, rule 7(4)—

Repeal

“section 59(3) of the Ordinance to direct that section 59(2) thereof”

Substitute

“section 221(3) of the Companies Ordinance (of 2011) to direct that section 222 of that Ordinance”.

(25) Order 102, rule 14—

Repeal

“section 59(2) of the Ordinance” (wherever appearing)

Substitute

“section 222 of the Companies Ordinance (of 2011)”.

(26) Order 102, rule 14(c)—

Repeal

“the said section 59(2)”

Substitute

“section 222 of the Companies Ordinance (of 2011)”.

(27) Order 102—

Repeal rule 17.

6. Order 115 amended (Drug Trafficking (Recovery of Proceeds) Ordinance (Cap. 405))

Order 115, rule 32(4)—

Repeal

“registered under Part XI of the Companies Ordinance (Cap. 32)”

Substitute

“a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

Part 5

Amendments to Bankruptcy Ordinance (Cap. 6)

7. Section 30B amended (Early discharge of bankrupt)

Section 30B(2)(g)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of

Schedule 9 to the Companies Ordinance (of 2011) or to section 471 of the Companies Ordinance (of 2011)”.

8. Section 111 amended (Exclusion of corporations, companies and limited partnerships)

Section 111—

Repeal

everything after “shall not be made”

Substitute

“against—

- (a) any corporation;
- (b) any association or company registered under—
 - (i) a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011); or
 - (ii) the Companies Ordinance (of 2011); or
- (c) any partnership registered under the Limited Partnerships Ordinance (Cap. 37).”.

Part 6

Amendment to Evidence Ordinance (Cap. 8)

9. Section 20 amended (Copy of entry in banker’s record)

- (1) Section 20(5)(b)(i), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011) or under Part 3 or 17 of the Companies Ordinance (of

2011)”.

(2) Section 20(5)(b)(ii)—

Repeal

“company to which Part XI of that Ordinance applies”.

Substitute

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

Part 7

**Amendment to Bills of Exchange Ordinance
(Cap. 19)**

10. Section 26A amended (Corporate signatures)

Section 26A(2)—

Repeal

“assigned to it by section 2(1) of the Companies Ordinance (Cap. 32) and includes a company to which Part XI of that Ordinance applies”

Substitute

“given by section 2(1) of the Companies Ordinance (of 2011) and includes a non-Hong Kong company as defined by that section”.

Part 8

Amendment to Defamation Ordinance (Cap. 21)

11. Schedule amended

The Schedule, Part II, Section 11—

Repeal

“Companies Ordinance, Chapter 32”

Substitute

“Companies Ordinance (of 2011)”.

Part 9

**Amendments to Labour Tribunal Ordinance
(Cap. 25)**

12. Section 8A amended (Bankruptcy petitions and petitions for winding up)

Section 8A(1)(a)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

13. Section 25 amended (Representative claims)

Section 25(5)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 10

Amendments to Trustee Ordinance (Cap. 29)

14. Section 77 amended (Application by company to be registered as a trust company)

(1) Section 77(1)—

Repeal

“section 29 of the Companies Ordinance (Cap. 32)”

Substitute

“section 10 of the Companies Ordinance (of 2011)”.

(2) Section 77(2)(a)—

Repeal

“memorandum and”.

(3) Section 77(3)(b)—

Repeal

“section 2(4), (5) and (6) of the Companies Ordinance (Cap. 32) shall apply as if each reference in those subsections to “a company” or “first-mentioned company” were read as a reference to a finance company and as if each reference in those subsections to “another company” or “other company””

Substitute

“section 14 of the Companies Ordinance (of 2011) applies as if a reference in that section to “a body corporate” were read as a reference to a finance company and as if the reference in that section to “another body corporate” or “other body corporate””.

(4) Section 77—

Repeal subsection (5).

15. Section 96 amended (Special provision as to winding up a trust company)

Section 96(1)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

16. Section 100 amended (Restriction on holding shares in a trust company)

Section 100(3)—

Repeal

“section 2(4), (5) and (6) of the Companies Ordinance (Cap. 32) shall apply as if each reference in those subsections to “a company” or “the first-mentioned company” were read as a reference to a trust company and as if each reference in those subsections to “another company” or “other company””

Substitute

“section 14 of the Companies Ordinance (of 2011) applies as if a reference in that section to “a body corporate” were read as a reference to a trust company and as if the reference in that section to “another body corporate” or “other body corporate””.

17. Second Schedule amended (Authorized investments)

(1) Second Schedule, section 8, definition of *company*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”

(2) Second Schedule, section 8, definition of *company*, after paragraph (a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);”.

Part 11

**Amendment to Co-operative Societies Ordinance
(Cap. 33)**

18. Section 57 amended (Certain legislation not to apply to registered societies)

Section 57—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“Companies Ordinance (of 2011) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

Part 12

**Amendments to Limited Partnerships Ordinance
(Cap. 37)**

19. Section 2 amended (Interpretation)

Section 2(1), definition of *Registrar of Companies*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

20. Section 5 amended (Modifications of general law in case of limited partnerships)

Section 5(5)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

21. Section 7 amended (Manner and particulars of registration)

Section 7, after “Registrar of Companies”—

Add

“for registration”.

22. Section 8 amended (Registration of changes in partnerships)

Section 8(1), after “Registrar of Companies”—

Add

“for registration”.

Part 13

**Amendments to Insurance Companies Ordinance
(Cap. 41)**

23. Section 2 amended (Interpretation)

(1) Section 2(1), definition of *company*—

Repeal

“assigned to it by section 2(1) of the Companies

Ordinance (Cap. 32) and includes a company incorporated outside Hong Kong to which Part XI of that Ordinance applies”

Substitute

“given by section 2(1) of the Companies Ordinance (of 2011) and includes a non-Hong Kong company as defined by that section”.

- (2) Section 2(1), definition of *financial year*—

Repeal

“has the meaning assigned to it by section 2(1) of the Companies Ordinance (Cap. 32)”

Substitute

“means the period in respect of which either of the following profit and loss accounts of the body corporate is made up, whether that period is a year or not —

- (a) if the body corporate is not required to hold a general meeting to lay the profit and loss account, the profit and loss account provided to every member, as required by the law under which the body corporate is incorporated or (in the absence of such requirement by such law) by its constitution;
 - (b) in any other case, the profit and loss account laid before the body corporate in a general meeting, as required by the law under which the body corporate is incorporated or (in the absence of such requirement by such law) by its constitution”.
- (3) Section 2(1)—

Repeal the definition of *holding company*

Substitute

“*holding company* (控權公司) has the meaning given by section 12 of the Companies Ordinance (of 2011);”.

- (4) Section 2(1), definition of *subsidiary*—

Repeal

“assigned to it by section 2(4), (5) and (6) of the Companies Ordinance (Cap. 32)”

Substitute

“given by section 14 of the Companies Ordinance (of 2011) for the purposes of that Ordinance”.

- (5) Section 2(6)—

Repeal

everything after “which is a company”

Substitute

“is subject to the Companies Ordinance (of 2011) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), as well as to this Ordinance, except that, where there is any conflict between this Ordinance on the one hand and the Companies Ordinance (of 2011) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) on the other, this Ordinance prevails.”.

- (6) Section 2(7)(c)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

24. Section 8 amended (Authorization)

- Section 8(3)(e)—

Repeal

everything after “in the case of a”

Substitute

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011), that it has complied with Part 16 of that Ordinance; and”.

25. Section 15 amended (Appointment of auditor and actuary)

Section 15(1)(a)(i)—

Repeal

“section 140 of the Companies Ordinance (Cap. 32)”

Substitute

“section 384 of the Companies Ordinance (of 2011)”.

26. Section 15A amended (Notification in respect of auditors appointed under section 15)

(1) Section 15A(1)(c)(i)(A)—

Repeal

“section 131 of the Companies Ordinance (Cap. 32)”

Substitute

“section 386, 387, 388 or 389 of the Companies Ordinance (of 2011) or deemed to be reappointed under section 394 of that Ordinance”.

(2) Section 15A(1)(c)(i)(B)—

Repeal

“appointed”

Substitute

“appointed or deemed to be reappointed”.

(3) Section 15A(1)(c)(ii)—

Repeal

“so appointed”

Substitute

“so appointed or deemed to be reappointed”.

27. Section 16 amended (Keeping and preserving of proper books of account)

Section 16(1)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“Companies Ordinance (of 2011) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

28. Section 19 amended (Statements of transactions of prescribed class or description)

Section 19(3), after “Registrar of Companies”—

Add

“for registration”.

29. Section 21 amended (Documents to be deposited with Registrar of Companies)

(1) Section 21(1)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

(2) Section 21(1), after “Registrar of Companies”—

Add

“for registration”.

30. Section 24 amended (Sanction of Court of First Instance for transfer of long term business)

Section 24(7)—

Repeal

“section 166 or 167 of the Companies Ordinance (Cap. 32)”

Substitute

“section 664 or 665 of the Companies Ordinance (of 2011)”.

31. Section 25 amended (Provisions supplementary to section 24)

(1) Section 25(3)—

Repeal

“section 66 of the Companies Ordinance (Cap. 32)”

Substitute

“sections 145 and 317 of the Companies Ordinance (of 2011)”.

(2) Section 25(6)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

32. Section 25A amended (Maintenance of assets in Hong Kong – general business)

Section 25A(8)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

33. Section 26 amended (Grounds on which powers are exercisable)

Section 26(2)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

34. Section 34 amended (Power to obtain information and require production of documents)

Section 34—

Repeal subsection (6).

35. Section 35 amended (Residual power to impose requirements, etc.)

Section 35(4)—

Repeal

“to which Part XI of the Companies Ordinance (Cap. 32) applies”

Substitute

“which is a non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of

2011)”.

36. Section 38B amended (Powers of manager)

Section 38B(6) —

Repeal

“or the Companies Ordinance (Cap. 32)”

Substitute

“, the Companies Ordinance (of 2011) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32),”.

37. Section 38E amended (Advisors and managers)

Section 38E(7)(b)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

38. Section 39 repealed (Power of Financial Secretary to bring civil proceedings on behalf of insurer)

Section 39—

Repeal the section.

39. Section 42 amended (Circumstances in which insurer deemed to be insolvent)

Section 42(1)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

40. Section 43 amended (Winding up of insurer under Companies Ordinance)

(1) Section 43, heading—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(2) Section 43—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

41. Section 44 amended (Winding up on petition of Insurance Authority)

Section 44(1) and (3)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

42. Section 45 amended (Winding up of insurer)

Section 45(4) and (5)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

43. Section 46 amended (Continuation of long term business of insurer in liquidation)

Section 46(4) and (7)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

44. Section 49 amended (Winding up rules)

Section 49(1) and (2)(b)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

45. Section 49A amended (Winding up of insurer subject to direction under section 35(2)(b))

Section 49A(1), (2) and (3)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

46. Section 55 amended (Service of notices)

Section 55(b)—

Repeal

“any person resident in Hong Kong who is authorized to accept service of process in Hong Kong on behalf of that insurer”

Substitute

“its authorized representative as defined by section 762 of the Companies Ordinance (of 2011)”.

47. Section 56A amended (Restriction on use of the word “insurance” or “assurance”)

Section 56A(3)(b) and (c), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

48. Section 72 amended (Appointment of auditor)

Section 72(1)(a)—

Repeal

“section 140 of the Companies Ordinance (Cap. 32)”

Substitute

“section 384 of the Companies Ordinance (of 2011)”.

49. Section 74 amended (Powers of Insurance Authority to require production, etc.)

Section 74—

Repeal subsection (5).

50. Section 76 amended (Power to petition to wind up an intermediary)

Section 76(1)(a)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

51. Second Schedule amended (Directors and Controllers)

(1) Second Schedule, Form A, paragraph 12, Note—

Repeal

“section 2(7) of the Companies Ordinance (Cap. 32)”

Substitute

“section 12 of the Companies Ordinance (of 2011)”.

(2) Second Schedule, Form B, paragraph 6, Note—

Repeal

“section 2(7) of the Companies Ordinance”

Substitute

“section 12 of the Companies Ordinance (of 2011)”.

- (3) Second Schedule, Chinese text, Form B, paragraph 9—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

- (4) Second Schedule, Form B, paragraph 10—

Repeal

“company to which Part XI of the Companies Ordinance applies”

Substitute

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

- (5) Second Schedule, Form B, paragraph 10(a)—

Repeal

“person(s) residing in Hong Kong authorized to accept on behalf of the company service of process and any notices”

Substitute

“its authorized representative(s) as defined by section 762 of the Companies Ordinance (of 2011)”.

- (6) Second Schedule, Form B, paragraph 10(b)—

Repeal

“registration under Part XI of the Companies Ordinance”

Substitute

“the certificate of registration issued under Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011) or under section 765 of the Companies Ordinance (of 2011)”.

- (7) Second Schedule, Form B, paragraph 12, Note—

Repeal

“section 2(7) of the Companies Ordinance”

Substitute

“section 12 of the Companies Ordinance (of 2011)”.

52. Third Schedule amended (Accounts and statements)

- (1) Third Schedule, Part 1, paragraph 1(2)(a)(ii)—

Repeal

“within the meaning of section 2 of the Companies Ordinance (Cap. 32)”

Substitute

“as defined by section 2(1) of the Companies Ordinance (of 2011)”.

- (2) Third Schedule, Part 1, paragraph 1(3)(b)—

Repeal

“within the meaning of section 2 of the Companies Ordinance (Cap. 32)”

Substitute

“as defined by section 2(1) of the Companies Ordinance (of 2011)”.

- (3) Third Schedule, Part 1, paragraph 1A(1)—

Repeal

everything after “in accordance with”

Substitute

“Schedule 1 to the Companies Ordinance (of 2011).”.

- (4) Third Schedule, Chinese text, Part 1, paragraph 1A(2)(a)—

Repeal

“控股公司”

Substitute

“控權公司”.

- (5) Third Schedule, Chinese text, Part 1, paragraph 4(1)(d) and (e)(iii) and (1AD)(f) and (g)(iii)—

Repeal

“控股公司”

Substitute

“控權公司”.

- (6) Third Schedule, Part 1, paragraph 4(1A)—

Repeal

“section 140 of the Companies Ordinance (Cap. 32)”

Substitute

“section 384 of the Companies Ordinance (of 2011)”.

- (7) Third Schedule, Chinese text, Part 2, paragraph 9(j) and (l)—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”。

- (8) Third Schedule, Chinese text, Part 3, heading—

Repeal

“控股公司”

Substitute

“控權公司”。

- (9) Third Schedule, Chinese text, Part 3, paragraphs 10, 11 and 12—

Repeal

“控股公司”

Substitute

“控權公司”。

- (10) Third Schedule, Part 4, paragraph 14—

Repeal

“authorized share capital”

Substitute

“authorized share capital (or maximum number of shares issuable under the articles)”。

- (11) Third Schedule, Part 4, paragraph 14(c), after “share premium accounts”—

Add

“(if any)”。

53. Fourth Schedule amended (Proposed appointment of controller within the meaning of section 13A(1) or authorized representative under section 50B)

- (1) Fourth Schedule, Form A, paragraph 12, Note—

Repeal

“section 2(7) of the Companies Ordinance (Cap. 32)”

Substitute

“section 12 of the Companies Ordinance (of 2011)”.

- (2) Fourth Schedule, Form B, paragraph 6, Note—

Repeal

“section 2(7) of the Companies Ordinance (Cap. 32)”

Substitute

“section 12 of the Companies Ordinance (of 2011)”.

- (3) Fourth Schedule, Chinese text, Form B, paragraph 9—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

- (4) Fourth Schedule, Form B, paragraph 10—

Repeal

“company to which Part XI of the Companies Ordinance (Cap. 32) applies”

Substitute

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

- (5) Fourth Schedule, Form B, paragraph 10(a)—

Repeal

“person(s) residing in Hong Kong authorized to accept on behalf of the company service of process and any

notices”

Substitute

“its authorized representative(s) as defined by section 762 of the Companies Ordinance (of 2011)”.

- (6) Fourth Schedule, Form B, paragraph 10(b)—

Repeal

“registration under Part XI of the Companies Ordinance (Cap. 32)”

Substitute

“the certificate of registration issued under Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011) or under section 765 of the Companies Ordinance (of 2011)”.

- (7) Fourth Schedule, Form B, paragraph 11, Note—

Repeal

“section 2(7) of the Companies Ordinance (Cap. 32)”

Substitute

“section 12 of the Companies Ordinance (of 2011)”.

54. Fifth Schedule amended (Person proposing to become controller within the meaning of section 13B(1))

- (1) Fifth Schedule, Form A, paragraph 12, Note—

Repeal

“section 2(7) of the Companies Ordinance (Cap. 32)”

Substitute

“section 12 of the Companies Ordinance (of 2011)”.

- (2) Fifth Schedule, Form B, paragraph 6, Note—

Repeal

“section 2(7) of the Companies Ordinance (Cap. 32)”

Substitute

“section 12 of the Companies Ordinance (of 2011)”.

- (3) Fifth Schedule, Chinese text, Form B, paragraph 9—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

- (4) Fifth Schedule, Form B, paragraph 10—

Repeal

“company to which Part XI of the Companies Ordinance (Cap. 32) applies”

Substitute

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

- (5) Fifth Schedule, Form B, paragraph 10(a)—

Repeal

“person(s) residing in Hong Kong authorized to accept on behalf of the company service of process and any notices”

Substitute

“its authorized representative(s) as defined by section 762 of the Companies Ordinance (of 2011)”.

- (6) Fifth Schedule, Form B, paragraph 10(b)—

Repeal

“registration under Part XI of the Companies Ordinance (Cap. 32)”¹

Substitute

“the certificate of registration issued under Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011) or under section 765 of the Companies Ordinance (of 2011)”.

- (7) Fifth Schedule, Form B, paragraph 11, Note—

Repeal

“section 2(7) of the Companies Ordinance (Cap. 32)”

Substitute

“section 12 of the Companies Ordinance (of 2011)”.

55. Sixth Schedule amended (Person who has become controller of insurer in contravention of section 13B(2))

- (1) Sixth Schedule, Form A, paragraph 12, Note—

Repeal

“section 2(7) of the Companies Ordinance (Cap. 32)”

Substitute

“section 12 of the Companies Ordinance (of 2011)”.

- (2) Sixth Schedule, Form B, paragraph 6, Note—

Repeal

“section 2(7) of the Companies Ordinance”

¹ In the English text, “(Cap. 32)” is in the loose-leaf edition but is not on the BLIS.

Substitute

“section 12 of the Companies Ordinance (of 2011)”.

- (3) Sixth Schedule, Chinese text, Form B, paragraph 9—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

- (4) Sixth Schedule, Form B, paragraph 10—

Repeal

“company to which Part XI of the Companies Ordinance applies”

Substitute

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

- (5) Sixth Schedule, Form B, paragraph 10(a)—

Repeal

“person(s) residing in Hong Kong authorized to accept on behalf of the company service of process and any notices”

Substitute

“its authorized representative(s) as defined by section 762 of the Companies Ordinance (of 2011)”.

- (6) Sixth Schedule, Form B, paragraph 10(b)—

Repeal

“registration under Part XI of the Companies Ordinance”

Substitute

“the certificate of registration issued under Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011) or under section 765 of the Companies Ordinance (of 2011)”.

- (7) Sixth Schedule, Form B, paragraph 12, Note—

Repeal

“section 2(7) of the Companies Ordinance”

Substitute

“section 12 of the Companies Ordinance (of 2011)”.

Part 14

Amendments to Insurance Companies (General Business) (Valuation) Regulation (Cap. 41 sub. leg. G)

56. Section 2 amended (Interpretation)

Section 2, Chinese text, definition of *independent qualified valuer*, paragraph (b)—

Repeal

“控股公司”

Substitute

“控權公司”.

57. Section 5 amended (Shares in investment subsidiaries)

- (1) Section 5(1), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

- (2) Section 5(6)(b)—

Repeal

“nominal value of the”

Substitute

“total number of”.

58. Section 6 amended (Shares in other insurers)

- (1) Section 6(1), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

- (2) Section 6(5)—

Repeal

“nominal value of the”

Substitute

“total number of”.

Part 15

**Amendment to Transfer of Businesses (Protection
of Creditors) Ordinance (Cap. 49)**

59. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *charge*, paragraph (a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

- (2) Section 2(1), definition of *registered charge*—

Repeal

everything after “a charge”

Substitute

“which—

- (a) is registered under—
 - (i) the Land Registration Ordinance (Cap. 128);
 - (ii) the Companies Ordinance (of 2011);
 - (iii) the Bills of Sale Ordinance (Cap. 20); or
 - (iv) any other enactment; or
- (b) was registered under the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011).”.

Part 16

Amendments to Professional Accountants Ordinance (Cap. 50)

- 60. Section 28D amended (Qualification for registration of company as corporate practice)**

- (1) Section 28D(1)—

Repeal

everything after “subsection (11)(b),”

Substitute

“only a company limited by shares, and formed and registered under either of the following Ordinances, is qualified for registration as a corporate practice—

- (a) the Companies Ordinance (of 2011); or
- (b) the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011).”.

- (2) Section 28D, after subsection (1)—

Add

“(1A) If a company mentioned in subsection (1) is so registered, it is qualified to remain registered as a corporate practice if and only for as long as the requirements specified in subsection (2) are complied with in relation to it.”.

- (3) Section 28D(2)(b)(iv)—

Repeal

“memorandum and”.

- (4) Section 28D(5)(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

- (5) Section 28D(5)(c)(iii)—

Repeal

“memorandum and”.

(6) Section 28D(11)(a)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

61. Section 28E amended (Registration of corporate practices)

Section 28E(1)(b)—

Repeal

“for the purposes of the Companies Ordinance (Cap. 32)”

Substitute

“in Hong Kong”.

62. Section 29 amended (Requirements to practise as certified public accountant (practising))

Section 29(2)(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

63. Section 31 amended (Registered office)

Section 31(5)(b)(i)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

64. Section 51 amended (Power of Council to make rules)

Section 51(1)(a)—

Repeal

“memorandum or”.

Part 17

Amendment to Gas Safety Ordinance (Cap. 51)

65. Section 2 amended (Interpretation)

(1) Section 2, definition of *company*, paragraph (a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

(2) Section 2, definition of *company*, after paragraph (a)—

Add

“(ab) incorporated under the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011);”.

(3) Section 2, definition of *officer*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

Part 18

Amendments to Employment Ordinance (Cap. 57)

66. Section 31K amended (Associated companies)

Section 31K—

Repeal subsection (6)

Substitute

“(6) In this section—

company (公司) has the meaning given by section 2(1) of the Companies Ordinance (of 2011);

subsidiary (附屬公司) has the meaning given by section 14 of the Companies Ordinance (of 2011) for the purposes of that Ordinance.”.

67. Section 31ZA amended (Associated companies)

Section 31ZA—

Repeal subsection (5)

Substitute

“(5) In this section—

company (公司) has the meaning given by section 2(1) of the Companies Ordinance (of 2011);

subsidiary (附屬公司) has the meaning given by section 14 of the Companies Ordinance (of 2011) for the purposes of that

Ordinance.”.

68. Section 32E amended (Associated companies)

Section 32E—

Repeal subsection (4)

Substitute

“(4) In this section—

company (公司) has the meaning given by section 2(1) of the Companies Ordinance (of 2011);

subsidiary (附屬公司) has the meaning given by section 14 of the Companies Ordinance (of 2011) for the purposes of that Ordinance.”.

69. Section 43 amended (Payment of holiday pay, etc. in event of bankruptcy, etc.)

Section 43—

Repeal

“Companies Ordinance” (wherever appearing)

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 19

Amendment to Import and Export (Removal of Articles) Regulations (Cap. 60 sub. leg. F)

70. Regulation 6 amended (Service of notice)

Regulation 6(1)(c)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

Part 20

Amendments to Legal Tender Notes Issue Ordinance (Cap. 65)

71. Section 3 amended (Issue of legal tender notes)

Section 3(3)(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

72. Section 5A amended (Section 93 of the Companies Ordinance not to apply to bank notes issued by a note – issuing bank)

(1) Section 5A, heading—

Repeal

“Section 93 of the Companies Ordinance”

Substitute

“Regulations made under section 650 of the Companies Ordinance (of 2011)”.

(2) Section 5A—

Repeal

“The provisions of section 93 of the Companies Ordinance (Cap. 32) shall”

Substitute

“Any regulation made under section 650 of the Companies Ordinance (of 2011) does”.

Part 21

**Amendments to The Hongkong and Shanghai
Banking Corporation Limited Ordinance
(Cap. 70)**

73. Section 2 amended (Interpretation)

- (1) Section 2, English text, definition of *Ordinance* or *the Ordinance*—

Repeal the full stop

Substitute a semicolon.

- (2) Section 2—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011).”.

74. Section 3 amended (Incorporation)

Section 3—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

75. Section 4 amended (Constitution)

- (1) Section 4(1)—

Repeal

“registered under the Companies Ordinance (Cap. 32)”

Substitute

“registered under the relevant Ordinance”.

- (2) Section 4(1)(a)—

Repeal

“all the provisions of the Companies Ordinance (Cap. 32)”

Substitute

“a provision of the Companies Ordinance (of 2011) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

- (3) Section 4(1)(b)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (4) Section 4(1), proviso—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

- (5) Section 4(2)—

Repeal

“Part IX of the Companies Ordinance (Cap. 32) shall”

Substitute

“Part 17 of the Companies Ordinance (of 2011) and sections 324 and 325 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) do”.

76. Section 5 amended (Overriding provisions)

(1) Section 5(1)—

Repeal

“contained in the Companies Ordinance (Cap. 32)”

Substitute

“contained in the Companies Ordinance (of 2011), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

(2) Section 5(1)—

Repeal

“of the Companies Ordinance (Cap. 32)”

Substitute

“of the Companies Ordinance (of 2011)”.

77. Schedule amended

The Schedule—

Repeal

“share capital of the Company then in issue”

Substitute

“issued shares of the Company”.

Part 22

Amendments to The Hongkong and Shanghai Banking Corporation Limited (Amendment) Ordinance 1997 (54 of 1997)

78. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *the bank*—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

- (2) Section 2(1)—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011);”.

- (3) Section 2(2)—

Repeal

“(Cap. 32)”

Substitution

“(of 2011) or the Companies (Winding up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

- (4) Section 2(2), after “requires.”—

Add

“If an expression used in this Ordinance is defined in both the Companies Ordinance (of 2011) and the Companies (Winding up and Miscellaneous Provisions) Ordinance (Cap. 32), the expression has

the meaning given by the Companies Ordinance (of 2011).”.

79. Section 9 amended (Alteration of the bank’s constitution)

(1) Section 9(2)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

(2) Section 9(3)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

80. Section 10 amended (Changes in the bank’s authorized and issued share capital)

(1) Section 10, heading—

Repeal

“authorized and”.

(2) Section 10—

Repeal

“authorized or”.

(3) Section 10—

Repeal

“(Cap. 32) and”

Substitute

“(of 2011) and”.

- (4) Section 10—

Repeal

“purchase”

Substitute

“buy-back”.

- (5) Section 10—

Repeal

“Companies Ordinance (Cap. 32),”

Substitute

“relevant Ordinance.”.

81. Section 12 amended (Miscellaneous savings)

- (1) Section 12(d)—

Repeal

everything after “to affect”

Substitute

“—

- (i) the application of the relevant Ordinance to the bank with effect on and from 6 October 1989 until immediately before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011) by virtue of the registration of the bank under the relevant Ordinance on 6 October 1989; and
- (ii) the application of the Companies Ordinance (of 2011) or the

Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) to the bank with effect on and from the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011).”.

(2) Section 12(e)—

Repeal

“Companies Ordinance (Cap. 32),”

Substitute

“relevant Ordinance.”.

Part 23

**Amendment to New Territories Ordinance
(Cap. 97)**

82. Section 16 repealed (Exemption of certain clans from the Companies Ordinance)

Section 16—

Repeal the section.

Part 24

Amendments to Ferry Services Ordinance (Cap. 104)

83. Section 6 amended (Grant of franchises)

Section 6(1)—

Repeal

everything after “may grant”

Substitute

“to—

- (a) any company within the meaning of the Companies Ordinance (of 2011);
- (b) a registered non-Hong Kong company as defined by section 2(1) of that Ordinance;
- (c) a company registered under Part 17 of that Ordinance; or
- (d) a company registered under Part IX of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011),

a franchise that confers the right to operate a ferry service between such points as are specified by the Chief Executive in Council.”.

84. Section 10 amended (Chief Executive may appoint additional directors)

Section 10(1)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“Companies Ordinance (of 2011), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

Part 25

**Amendments to Telecommunications Ordinance
(Cap. 106)**

85. Section 13A amended (Interpretation)

- (1) Section 13A(1), definition of *company*—

Repeal

“assigned to it in section 2(1) of the Companies Ordinance (Cap. 32)”

Substitute

“given by section 2(1) of the Companies Ordinance (of 2011)”.

- (2) Section 13A(1), definition of *ordinarily resident in Hong Kong*, paragraph (b)(i)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011)”.

- (3) Section 13A(1), definition of *subsidiary*—

Repeal

“means a company that is a subsidiary within the meaning of section 2 of the Companies Ordinance (Cap. 32)”

Substitute

“has the meaning given by section 14 of the Companies Ordinance (of 2011) for the purposes of that Ordinance”.

86. Section 13F amended (Competence of licensees)

- (1) Section 13F(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011)”.

(2) Section 13F(c)—

Repeal

“memorandum”

Substitute

“articles”.

Part 26

**Amendment to Telecommunications Regulations
(Cap. 106 sub. leg. A)**

87. Regulation 9 amended (Notices)

Regulation 9—

Repeal

“section 356 of the Companies Ordinance (Cap. 32)”

Substitute

“section 815 of the Companies Ordinance (of 2011)”.

Part 27

**Amendments to Betting Duty Ordinance
(Cap. 108)**

88. Section 1A amended (Interpretation)

Section 1A(1), definition of *company*—

Repeal

“(Cap. 32), or a company registered under Part XI”

Substitute

“(of 2011), or a company registered under Part

16”.

89. Section 6B amended (Interpretation of Part 3)

Section 6B(1), definition of *subsidiary*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

Part 28

**Amendment to Betting Duty Regulations
(Cap. 108 sub. leg. A)**

90. Regulation 2 amended (Interpretation)

Regulation 2, definition of *qualified person*—

Repeal

“section 140 of the Companies Ordinance (Cap. 32)”

Substitute

“section 384 of the Companies Ordinance (of 2011)”.

Part 29

Amendments to Estate Duty Ordinance (Cap. 111)

91. Section 10 amended (Exceptions for transactions for money consideration, property situate outside Hong Kong, shares on local registers and certain land in the New Territories)

Section 10(c)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

92. Section 43 amended (Collection and incidence of duty)

Section 43(5)—

Repeal

“Companies Ordinance” (wherever appearing)

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 30

**Amendments to Inland Revenue Ordinance
(Cap. 112)**

93. Section 2 amended (Interpretation)

Section 2, definition of *debenture*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

94. Section 16 amended (Ascertainment of chargeable profits)

(1) Section 16(2E)(c)(ii)(C)—

Repeal

“in nominal value”.

- (2) Section 16(2F)(c)(ii)(C)—

Repeal

“in nominal value”.

95. Section 88B amended (Notice of no objection in respect of an application to deregister a private company under section 291AA of Companies Ordinance)

- (1) Section 88B, heading—

Repeal

“section 291AA of Companies Ordinance”

Substitute

“section 738 of the Companies Ordinance (of 2011)”.

- (2) Section 88B(1)—

Repeal

“section 291AA of the Companies Ordinance (Cap. 32)”

Substitute

“section 738 of the Companies Ordinance (of 2011)”.

96. Schedule 16 amended (Specified transactions)

Schedule 16, definition of *securities*—

Repeal

“section 29 of the Companies Ordinance (Cap. 32)”

Substitute

“section 10 of the Companies Ordinance (of 2011)”.

Part 31

Amendment to Inland Revenue (Qualifying Debt Instruments) Order (Cap. 112 sub. leg. M)

97. Schedule amended

The Schedule, item 1—

Repeal

“in nominal value”.

Part 32

Amendment to Hospital Authority Ordinance (Cap. 113)

98. Section 19 amended (Governing body of prescribed hospital specified in Schedule 2 may enter into agreement referred to in section 5(a), etc.)

Section 19(3)(b)—

Repeal

“, or memorandum, within the meaning of the Companies Ordinance (Cap. 32)”

Substitute

“of association”.

Part 33

Amendments to Stamp Duty Ordinance (Cap. 117)

99. Section 2 amended (Interpretation)

Section 2(1)—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011);”.

100. Section 4 amended (Charging of, liability for, and recovery of stamp duty)

(1) Section 4(7)—

Repeal

“Companies Ordinance (Cap. 32) to be delivered to the Registrar of Companies for registration in respect of any contract mentioned in subsection (1)(b) of that section”

Substitute

“relevant Ordinance, or by section 137(1) of the Companies Ordinance (of 2011), to be delivered to the Registrar of Companies for registration in respect of any contract referred to in section 4(7A)(a) or (b), as the case may be,”.

(2) After section 4 (7)—

Add

“(7A) The contract referred to in subsection (7) is—

- (a) a contract mentioned in section 45(1)(b) of the relevant Ordinance; or
- (b) a contract mentioned in section 137(2)(d)(iii) of the Companies Ordinance (of 2011).”.

101. Section 19 amended (Contract notes, etc. in respect of sale and purchase of Hong Kong stock)

Section 19(16), definition of *relevant event*—

Repeal paragraph (a)

Substitute

“(a) the exercise of any of the powers conferred by section 53(1)(a) to (d) of the relevant Ordinance;

(ab) the exercise of any of the powers conferred by section 165(2)(a) to (e) and 169(1) of the Companies Ordinance (of 2011); or”.

102. Section 39 amended (Instruments generally exempted)

Section 39(g)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 34

Amendment to Audit Ordinance (Cap. 122)

103. Schedule 1 amended (Accounts and funds subject to audit by the Director)

Schedule 1, item 6—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 35

**Amendment to Land Registration Regulations
(Cap. 128 sub. leg. A)**

104. Regulation 9 amended (Size and form of instruments)

(1) Regulation 9(1)(b)(ii)(A)—

Repeal

“(Cap. 32);”

Substitute

“(of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011); or”.

(2) Regulation 9(1)(b)(ii)(B)—

Repeal

“that Ordinance”

Substitute

“sub-subparagraph (A)”.

Part 36

Amendments to Public Health and Municipal Services Ordinance (Cap. 132)

105. Section 2 amended (Interpretation)

Section 2(1), definition of *corporation*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011)”.

106. Section 125 amended (General provisions as to licences,

etc.)

Section 125(6)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011)”.

Part 37

**Amendments to Gambling Regulations
(Cap. 148 sub. leg. A)**

107. Regulation 3 amended (Other forms to accompany applications)

Regulation 3(2)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

108. First Schedule amended

(1) First Schedule, Form 7, item 5—

Repeal

“Nominal capital”.

(2) First Schedule, Chinese text, Form 7, item 13—

Repeal

“控股公司”

Substitute

“控權公司”.

Part 38

Amendments to Societies Ordinance (Cap. 151)

109. Schedule amended (Persons to which the Ordinance does not apply)

(1) Schedule, item (1)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

(2) Schedule, after item (1)—

Add

“(1A) Any company registered under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011).”.

Part 39

Amendments to Banking Ordinance (Cap. 155)

110. Section 2 amended (Interpretation)

(1) Section 2(1), definition of *authorized institution incorporated in Hong Kong*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011), a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011)”.

- (2) Section 2(1), definition of *capital base*, paragraph (a)(ii), after “share premium account”—

Add

“(if any)”.

- (3) Section 2(1), definition of *company*, paragraph (a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

- (4) Section 2(1), definition of *company*, after paragraph (a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);”.

- (5) Section 2(1), definition of *deposit*, paragraph (b)(i)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (6) Section 2(1)—

Repeal the definition of *holding company* and

subsidiary

Substitute

“*holding company* (控權公司) and *subsidiary* (附屬公司) have the same meaning as in the Companies Ordinance (of 2011);”.

- (7) Section 2(1), definition of *share premium account*—

Repeal

everything after “(股份溢價帳)”

Substitute

“means the account to which the aggregate amount or value of the premiums on shares issued (whether for cash or otherwise) is transferred;”.

- (8) Section 2(1), definition of *The DTC Association*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of the incorporation”.

- (9) Section 2(15)(b)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

111. Section 3 amended (Application)

- (1) Section 3(1)(c)—

Repeal

everything after “mortgage, or”

Substitute

“charge—

- (i) registered, or to be registered, under the Companies Ordinance (of 2011);
- (ii) registered, or to be registered, under a provision of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011), having a continuing effect under Schedule 10 of the Companies Ordinance (of 2011); or
- (iii) registered under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);”.

(2) Section 3(5)—

Repeal

“under the Companies Ordinance (Cap. 32) shall be subject to that Ordinance as well as to this Ordinance, except that where there is any conflict or inconsistency between this Ordinance and the Companies Ordinance (Cap. 32) the provisions of this Ordinance shall prevail.”

Substitute

“under—

- (a) the Companies Ordinance (of 2011); or
- (b) the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011),

is subject to the Companies Ordinance (of 2011) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), as well as to this Ordinance, except that, where there is any conflict between this Ordinance on the one hand and the Companies Ordinance (of 2011) or the Companies

(Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) on the other, this Ordinance prevails.”.

112. Section 16 amended (Grant or refusal of authorization, etc.)

(1) Section 16(9)(b)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

(2) Section 16(9)(b)(iii)—

Repeal

“section 129D(1) of the Companies Ordinance (Cap. 32)”

Substitute

“section 380 of the Companies Ordinance (of 2011)”.

113. Section 51A amended (Control of establishment, etc. of overseas banking corporations)

Section 51A(2), (3)(a) and (b), (4), (6) and (8), Chinese text—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

114. Section 53C amended (Powers of Manager)

(1) Section 53C(7)(a)(i)—

Repeal

“or the Companies Ordinance (Cap. 32)”

Substitute

“, the Companies Ordinance (of 2011) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

- (2) Section 53C(7)(a)(ii)—

Repeal

“memorandum or” (wherever appearing).

115. Section 59 amended (Audit)

Section 59(1)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

116. Section 59A amended (Notification in respect of auditors)

- (1) Section 59A(2)—

Repeal

“section 131 of the Companies Ordinance (Cap. 32)”

Substitute

“section 386, 387, 388 or 389 of the Companies Ordinance (of 2011)”.

- (2) Section 59A(2)(c)—

Repeal

“section 141 of the Companies Ordinance (Cap. 32)”

Substitute

“section 397 or 398 of the Companies Ordinance (of 2011)”.

117. Section 60 amended (Publication of audited balance sheet, etc.)

- (1) Section 60(3)(b)—

Repeal

“section 141 of the Companies Ordinance (Cap. 32)”

Substitute

“section 396 of the Companies Ordinance (of 2011)”.

- (2) Section 60(3)(c)—

Repeal

“in accordance with section 129D(1) of that Ordinance”

Substitute

“under Division 6 of Part 9 of that Ordinance”.

- (3) Section 60(5A), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

- (4) Section 60(11)(a)—

Repeal

“section 141 of the Companies Ordinance (Cap. 32)”

Substitute

“section 396 of the Companies Ordinance (of 2011)”.

118. Section 63 amended (Returns and information to be submitted to the Monetary Authority)

Section 63(2A)(a) and (b) and (6), Chinese text—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

119. Section 63A amended (Auditor to report to Monetary Authority any matter which adversely affects financial position of authorized institution to material extent)

Section 63A(1)(b)—

Repeal

“section 131 of the Companies Ordinance (Cap. 32)”

Substitute

“section 386, 387, 388 or 389 of the Companies Ordinance (of 2011)”.

120. Section 63B amended (Auditors of registered institutions to submit report to Monetary Authority in certain cases)

Section 63B(a)(ii)—

Repeal

“section 131 of the Companies Ordinance (Cap. 32)”

Substitute

“section 386, 387, 388 or 389 of the Companies Ordinance (of 2011)”.

121. Section 64 amended (Information on shareholding, etc.)

Section 64(1)(a)—

Repeal

“share capital”

Substitute

“issued shares”.

122. Section 80 amended (Advance against security of own shares, etc.)

Section 80(2)(a) and (c), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

123. Section 81 amended (Limitations on advances by authorized institutions)

(1) Section 81(1)(b)(i) and (c), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

(2) Section 81(2)(b)—

Repeal

“(Cap. 32)) and other debt securities”

Substitute

“(of 2011))”.

- (3) Section 81(4)(a), (b) and (c) and (4A)(a) and (c), Chinese text—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

124. Section 97 amended (Restrictions on use of name “bank”)

Section 97(6), Chinese text, definition of 稱謂, paragraphs (b) and (c)—

Repeal

“控股公司”

Substitute

“控權公司”.

125. Section 118 amended (Powers of the inspector and offences in connection with the investigation)

Section 118(2)(a), (b) and (c), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

126. Section 122 amended (Winding-up of authorized institutions)

Section 122(1), (2), (3), (4) and (5)—

Repeal

“Companies Ordinance” (wherever appearing)

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

127. Section 131 amended (Recovery of fees, expenses, etc.)

Section 131(3)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

128. Section 134 amended (Service of notices)

(1) Section 134(2)(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

(2) Section 134(3)—

Repeal

“section 356 of the Companies Ordinance (Cap. 32)”

Substitute

“section 815 of the Companies Ordinance (of 2011)”.

(3) Section 134(4)—

Repeal

everything after “generality of”

Substitute

“section 791 of the Companies Ordinance (of 2011), and accordingly, a variation, notice, resolution or determination referred to in that subsection may be served on an authorized representative (as defined by section 762(1) of that Ordinance) of the authorized institution concerned.”.

129. Section 134A amended (Monetary Authority to consult, etc., before attaching conditions to authorization)

Section 134A(1)(a)(iv), after “Companies Ordinance (Cap. 32)—

Add

“as in force at the time of the incorporation”.

130. Seventh Schedule amended (Minimum criteria for authorization)

(1) Seventh Schedule, paragraph 6(a), (b) and (c), after “share premium account”—

Add

“(if any)”.

(2) Seventh Schedule, paragraph 11(b)(iii)—

Repeal

“section 129D(1) of the Companies Ordinance (Cap. 32)”

Substitute

“section 380 of the Companies Ordinance (of 2011)”.

(3) Seventh Schedule, Chinese text, paragraph 13(a)(i)(F) and (G) and (b)(ii)(B)—

Repeal

“控股公司”

Substitute

“控權公司”.

131. Eleventh Schedule amended (Minimum criteria for approval as money broker)

Eleventh Schedule, paragraph 5, after “share premium account”—

Add

“(if any)”.

Part 40

**Amendment to Banking Ordinance
(Deposit-taking Exemptions) (Consolidation)
Notice (Cap. 155 sub. leg. A)**

132. First Schedule amended (Persons exempt from section 12)

First Schedule, paragraph 2(2)—

Repeal

“issued and paid up share capital”

Substitute

“issued shares”.

Part 41

**Amendments to Banking (Capital) Rules
(Cap. 155 sub. leg. L)**

133. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *group of companies*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

- (2) Section 2(1), Chinese text, definition of *母銀行*—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

- (3) Section 2(1), Chinese text, definition of *惠譽評級*, paragraph (a)(i)—

Repeal

“控股公司”

Substitute

“控權公司”.

- (4) Section 2(1), Chinese text, definition of *標準普爾評級服務*, paragraph (a)—

Repeal

“控股公司”

Substitute

“控權公司”.

- (5) Section 2(1), Chinese text, definition of *穆迪投資者服務*, paragraph (a)—

Repeal

“控股公司”

Substitute

“控權公司”.

134. Section 35 amended (Interpretation of Part 3)

- (1) Section 35, definition of *debentures*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

- (2) Section 35, definition of *subsidiary undertaking*—

Repeal

“section 2B of the Companies Ordinance (Cap. 32) as read with the Twenty-third Schedule”

Substitute

“section 15 of the Companies Ordinance (of 2011) as read with Schedule 1”.

- (3) Section 35, Chinese text, definition of *連繫公司*, paragraph (a)—

Repeal

“控股公司”

Substitute

“控權公司”.

135. Section 38 amended (Core capital of authorized institution)

Section 38(c), after “share premium account”—

Add

“(if any)”.

136. Section 48 amended (Deductions from core capital and supplementary capital)

Section 48(2)(a), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

Part 42

**Amendments to Banking (Disclosure) Rules
(Cap. 155 sub. leg. M)**

137. Section 2 amended (Interpretation)

Section 2, Chinese text, definition of 金融企業, paragraph (a)(iv)—

Repeal

“控股公司”

Substitute

“控權公司”.

138. Section 24 amended (Capital structure and adequacy)

Section 24(2)(a)(iii), after “share premium account”—

Add

“(if any)”.

139. Section 32 amended (Interpretation of Part 4)

- (1) Section 32—

Renumber the section as section 32(1).

- (2) Section 32(1), Chinese text, definition of **關聯者**, paragraph (d)—

Repeal

“控股公司”

Substitute

“控權公司”.

- (3) Section 32(1)—

Repeal the definitions of *medium-term lease*, *long lease* and *short lease*.

- (4) Section 32(1)—

Add in alphabetical order

“*lease* (租約) includes an agreement for a lease;”.

- (5) After section 32(1)—

Add

“(2) In this Part, a lease is a long lease if—

(a) in relation to land in Hong Kong—

(i) the portion of the term for which the lease was granted remaining unexpired at the end of the financial year is not less than 50 years; or

(ii) in the case of a renewable Government lease, the portion of the term for which the lease was granted remaining unexpired at the end of the financial year, when added to the term for which

the lessee is entitled to renew the lease, amounts to a period of not less than 50 years from the end of that financial year; or

- (b) in relation to land outside Hong Kong, the portion of the term for which the lease was granted remaining unexpired at the end of the financial year is not less than 50 years.
- (3) In this Part, a lease is a medium lease if—
- (a) in relation to land in Hong Kong—
 - (i) the portion of the term for which the lease was granted remaining unexpired at the end of the financial year is less than 50 years but not less than 10 years; or
 - (ii) in the case of a renewable Government lease, the portion of the term for which the lease was granted remaining unexpired at the end of the financial year, when added to the term for which the lessee is entitled to renew the lease, amounts to a period of less than 50 years but not less than 10 years from the end of that financial year; or
 - (b) in relation to land outside Hong Kong, the portion of the term for which the lease was granted remaining unexpired at the end of the financial year is less than 50 years but not less than 10 years.
- (4) In this Part, a lease is a short lease if it is neither a long lease nor a medium lease.”.

140. Section 45 amended (Capital structure and adequacy)

Section 45(3)(a)(iii), after “share premium account”—

Add

“(if any)”.

141. Section 104 amended (Consolidated group level disclosures: general)

Section 104(b), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

Part 43

**Amendment to Legal Practitioners Ordinance
(Cap. 159)**

142. Section 2 amended (Interpretation)

Section 2(1), definition of *Society of Notaries*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time”.

Part 44

**Amendments to the Solicitors’ Practice Rules
(Cap. 159 sub. leg. H)**

143. Rule 1A amended (Interpretation)

(1) Rule 1A, definition of *associated parties*—

Repeal

““holding company” (控股公司) and “subsidiary” (附屬公司) have the same meanings as in the Companies Ordinance (Cap. 32);”

Substitute

“*holding company* (控權公司) and *subsidiary* (附屬公司) have the same meanings as in the Companies Ordinance (of 2011);”.

- (2) Rule 1A, Chinese text, definition of 有聯繫各方, paragraphs (a) and (b)—

Repeal

“控股公司”

Substitute

“控權公司”.

Part 45

**Amendments to Trainee Solicitors Rules
(Cap. 159 sub. leg. J)**

144. Rule 2 amended (Interpretation)

- (1) Rule 2, definition of *company*, paragraph (a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

- (2) Rule 2, definition of *company*, paragraph (b)—

Repeal

“company registered under Part XI of that Ordinance”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

Part 46

Amendment to Solicitors (Professional Indemnity) Rules (Cap. 159 sub. leg. M)

145. Schedule 3 amended (Exclusions and conditions)

Schedule 3, paragraph 1(2)(c)(vi)—

Repeal

“section 2(4) of the Companies Ordinance (Cap. 32)”

Substitute

“section 14 of the Companies Ordinance (of 2011)”.

Part 47

Amendments to Solicitors (Group Practice) Rules (Cap. 159 sub. leg. X)

146. Section 7 amended (Group practice management company)

(1) Section 7(1)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“Companies Ordinance (of 2011), or under the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011)”.

(2) Section 7(2)—

Repeal

“memorandum”

Substitute

“articles of association”.

147. Section 8 amended (Reporting to Society)

Section 8(1)(c)(i)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or the Companies Ordinance (Cap. 32) as in force at the time of the registration (as the case may be)”.

Part 48

**Amendments to Money Lenders Ordinance
(Cap. 163)**

148. Section 2 amended (Interpretation)

(1) Section 2(1), definition of *company*, paragraph (a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

(2) Section 2(1), definition of *company*, after paragraph (a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);”.

- (3) Section 2(1), definition of *subsidiary*—

Repeal

“means subsidiary within the meaning of section 2 of the Companies Ordinance (Cap. 32)”

Substitute

“has the meaning given by section 14 of the Companies Ordinance (of 2011) for the purposes of that Ordinance”.

149. Section 17 amended (Duty to notify changes of particulars)

Section 17(1)(b)(iii)—

Repeal

“therein held by any person whereby the nominal value of any such shares held by that person exceeds such proportion of the nominal value of the share capital thereof or of the issued shares of that class, as the case may be, as may be prescribed”

Substitute

“held by any person whereby the number of those shares exceeds the prescribed proportion of the number of issued shares or of the number of shares of that class(as the case may be)”.

150. Schedule 1 amended

- (1) Schedule 1, Part 2, paragraph 2—

Repeal subparagraph (a)

Substitute

“(a) registered, or to be registered, under the Companies Ordinance (of 2011);

(ab) registered, or to be registered, under a provision of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9

to the Companies Ordinance (of 2011),
having a continuing effect under Schedule 10 of
the Companies Ordinance (of 2011);

(ac) registered under a former Companies
Ordinance as defined by section 2(1) of the
Companies Ordinance (of 2011); or”.

(2) Schedule 1, Part 2, paragraph 2(b)—

Repeal

everything after “section 2(1)”

Substitute

“—

- (i) where the mortgage, charge, lien or encumbrance was created before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011), be able to be registered under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011) if the company were incorporated under that former Companies Ordinance; or
- (ii) where the mortgage, charge, lien or encumbrance is created on or after that commencement date, be able to be registered under the Companies Ordinance (of 2011) if the company were incorporated under that Ordinance.”.

(3) Schedule 1, Chinese text, Part 2, paragraph 10(a)—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

(4) Schedule 1, Part 2, paragraph 10(b)—

Repeal

“Section 2(7) and (8) of the Companies Ordinance (Cap. 32)”

Substitute

“Sections 12, 13 and 14 of the Companies Ordinance (of 2011)”.

- (5) Schedule 1, Part 2, paragraph 13—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 49

**Amendments to Money Lenders Regulations
(Cap. 163 sub. leg. A)**

151. Regulation 10 amended (Duty to notify Registrar of changes in share holdings)

- (1) Regulation 10(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

- (2) Regulation 10(b)—

Repeal

“nominal value of any such voting shares held by that person exceeds 10 per centum of the nominal value of the issued voting share capital”

Substitute

“number of any such voting shares held by that person exceeds 10% of the total number of issued voting shares”.

152. Schedule 2 amended (Licensing and Exemption Forms)

- (1) Schedule 2, Form 2, Note 7(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

- (2) Schedule 2, Form 2, after Note 7(a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);”.

- (3) Schedule 2, Form 3, question 1(d)—

Repeal

“the date of compliance with Part XI of the Companies Ordinance (Cap. 32)”

Substitute

“as defined by section 2(1) of the Companies Ordinance (of 2011), the date of the certificate of registration issued in respect of the company under—

- (i) Part XI of the Companies Ordinance (Cap. 32) as in force at the time of the issue; or
- (ii) section 765 of the Companies Ordinance (of 2011)”.

- (4) Schedule 2, Form 3, question 7(a), Table, entry

relating to particulars of share holdings, after “nominal value”—

Add

“(if any)”.

- (5) Schedule 2, Form 3, Note 7(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

- (6) Schedule 2, Form 3, after Note 7(a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);”.

- (7) Schedule 2, Chinese text, Form 5, question 1(a)—

Repeal

“控股公司”

Substitute

“控權公司”.

- (8) Schedule 2, Form 5, Note 4(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

- (9) Schedule 2, Form 5, after Note 4 (a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);”.

- (10) Schedule 2, Form 7, question 3(b), Table, entry relating to particulars of shareholdings, after “nominal value”—

Add

“(if any)”.

- (11) Schedule 2, Form 7, Note 6(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

- (12) Schedule 2, Form 7, after Note 6(a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);”.

- (13) Schedule 2, Form 9, Note 3(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

- (14) Schedule 2, Form 9, after Note 3(a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);”.

(15) Schedule 2, Form 11, Note 5(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

(16) Schedule 2, Form 11, after Note 5(a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);”.

Part 50

**Amendment to Prevention of Bribery Ordinance
(Cap. 201)**

153. Section 33A amended (Power of court to prohibit employment of convicted person)

Section 33A(1)(a)—

Repeal

“within the meaning of section 2 of the Companies Ordinance (Cap. 32)”

Substitute

“as defined by section 14 of the Companies Ordinance (of 2011) for the purposes of that Ordinance”.

Part 51

Amendments to Theft Ordinance (Cap. 210)

154. Section 18 amended (Obtaining pecuniary advantage by

deception)

Section 18(3), definition of *subsidiary*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

155. Section 18D amended (Procuring entry in certain records by deception)

Section 18D(2), definition of *subsidiary*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

Part 52

Amendment to Eastern Harbour Crossing Ordinance (Cap. 215)

156. Section 11 amended (Directors of the Road Company)

Section 11(2)—

Repeal

“(Cap. 32) or any other law, the memorandum or articles”

Substitute

“(of 2011), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or any other law, the memorandum of association (if any) or articles of association”.

Part 53

Amendments to Travel Agents Ordinance (Cap. 218)

157. Section 32A amended (Interpretation)

Section 32A(1), definition of *Travel Industry Council*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of the registration”.

158. Section 32K amended (Submission of estimates)

Section 32K(3)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

159. Section 32R amended (Transfer of assets and liabilities)

(1) Section 32R(6), after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of that commencement”.

(2) Section 32R(7)(a)—

Repeal

“section 291A(2) of the Companies Ordinance (Cap. 32) shall”

Substitute

“section 753(1) of the Companies Ordinance (of 2011) does”.

(3) Section 32R(7)(b)—

Repeal

“section 291B of that Ordinance shall apply”

Substitute

“section 745 of the Companies Ordinance (of 2011) applies”.

Part 54

Amendment to Travel Industry Compensation Fund (Procedure for Ex gratia Payments) Rules (Cap. 218 sub. leg. F)

160. Section 2 amended (Interpretation)

Section 2, definition of *proof of debt*—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 55

Amendment to Conveyancing and Property Ordinance (Cap. 219)

161. Section 4 amended (Legal estates to be disposed of etc. by deed)

Section 4(2)(b)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 56

**Amendments to Public Bus Services Ordinance
(Cap. 230)**

162. Section 5 amended (Grant of franchises)

Section 5(1)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“Companies Ordinance (of 2011), or under the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011),”.

163. Section 9 amended (Chief Executive may appoint additional directors)

Section 9(1)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

164. Section 10 amended (Grantee not to alter memorandum or articles without Chief Executive’s approval)

Section 10, after “memorandum”—

Add

“of association (if any)”.

Part 57

Amendment to Police Force Ordinance (Cap. 232)

165. Section 67 amended (Power of Commissioner to require information from banks and deposit-taking companies)

Section 67(3)(b)—

Repeal

“Part XI of the Companies Ordinance (Cap. 32)”

Substitute

“Part 16 of the Companies Ordinance (of 2011)”.

Part 58

Amendment to Chit-Fund Businesses (Prohibition) Ordinance (Cap. 262)

166. Section 6 amended (Prohibition on registration of chit-fund companies)

Section 6—

Repeal

“shall not be registered under the Companies Ordinance (Cap. 32) after the commencement of this Ordinance”

Substitute

“must not be registered under the Companies Ordinance (of 2011)”.

Part 59

Amendments to Education Ordinance (Cap. 279)

167. Section 3 amended (Interpretation)

Section 3(2)—

Repeal

“(Cap. 32) for the purposes of operating a school as stated in its memorandum of association”

Substitute

“(of 2011), or under the Companies Ordinance (Cap. 32) as in force at the time of the incorporation, for the purposes of operating a school as stated in its articles of association”.

168. Section 40BQ amended (Dissolution of school management company)

(1) Section 40BQ(2)—

Repeal

“section 291A(1) of the Companies Ordinance (Cap. 32)”

Substitute

“section 736 of the Companies Ordinance (of 2011)”.

(2) Section 40BQ(4)(a)—

Repeal

“memorandum and”.

(3) Section 40BQ(5)—

Repeal

“Sections 291A(2) and 292 of the Companies Ordinance (Cap. 32)”

Substitute

“Sections 740, 746 and 753(1) of the Companies Ordinance (of 2011)”.

169. Section 40CB amended (An aided IMC school may become a DSS school without IMC)

Section 40CB(2)(b)—

Repeal

“(Cap. 32) for the purposes of operating the school as stated in its memorandum of association”

Substitute

“(of 2011), or under the Companies Ordinance (Cap. 32) as in force at the time of the incorporation, for the purposes of operating the school as stated in its articles of association”.

170. Schedule 2 amended

Schedule 2, section 2(7)(b)(i)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or under the Companies Ordinance (Cap. 32) as in force at the time of the issue ”.

Amendments to Employees' Compensation Ordinance (Cap. 282)

171. Section 38 amended (Interpretation)

- (1) Section 38, definition of *company*—

Repeal

“assigned to it by section 2 of the Companies Ordinance (Cap. 32)”

Substitute

“given by section 2(1) of the Companies Ordinance (of 2011)”.

- (2) Section 38, English text, definition of *policy of insurance issued for the purposes of this Part*—

Repeal the full stop

Substitute a semicolon.

- (3) Section 38—

Repeal the definition of *holding company, group of companies and subsidiary*.

- (4) Section 38—

Add in alphabetical order

“*group of companies* (公司集團) has the meaning given by section 2(1) of the Companies Ordinance (of 2011);

holding company (控權公司) has the meaning given by section 12 of the Companies Ordinance (of 2011);

subsidiary (附屬公司) has the meaning given by section 14 of the Companies Ordinance (of 2011) for the purposes of that Ordinance.”.

172. Section 40 (Compulsory insurance against employer's liability)

Section 40(1E)(c), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

173. Section 44B (Holding company responsible for liability of subsidiary in certain cases)

(1) Section 44B, Chinese text, heading—

Repeal

“控股公司”

Substitute

“控權公司”.

(2) Section 44B(1), (2) and (3)(a) and (b), Chinese text—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

Part 61

Amendments to Employees' Compensation Regulations (Cap. 282 sub. leg. A)

174. Schedule amended

(1) Schedule, Chinese text, Form 2, section C—

Repeal

“控股公司”

Substitute

“控權公司”.

- (2) Schedule, Chinese text, Form 2, section C—

Repeal

“控股公司”

Substitute

“控權公司”.

- (3) Schedule, Form 2, Explanatory Notes, Note 3(b)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

- (4) Schedule, Chinese text, Form 2, Explanatory Notes, Note 3—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

- (5) Schedule, Chinese text, Form 2A, section C—

Repeal

“控股公司”

Substitute

“控權公司”。

- (6) Schedule, Chinese text, Form 2A, section C—

Repeal

“控股公司”

Substitute

“控權公司”。

- (7) Schedule, Form 2A, Explanatory Notes, Note 3(b)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”。

- (8) Schedule, Chinese text, Form 2A, Explanatory Notes, Note 3—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”。

Part 62

Amendments to Mining (General) Regulations (Cap. 285 sub. leg. A)

175. First Schedule amended (Forms)

- (1) First Schedule, Form II, item 12, after
“memorandum”—

Add

“of association (if any)”.

- (2) First Schedule, Form II, item 12(c)—

Repeal

“nominal capital subscribed”

Substitute

“issued capital”.

Part 63

**Amendment to Marine Fish (Marketing)
By-laws (Cap. 291 sub. leg. B)**

176. By-law 2 amended (Interpretation)

By-law 2, definition of *corporation*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011)”.

Part 64

**Amendment to Corporate Bodies Contracts
Ordinance (Cap. 293)**

**177. Section 3 amended (Exclusion of companies under
Companies Ordinance)**

Section 3—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

Part 65

**Amendments to Hong Kong Arts Centre
Ordinance (Cap. 304)**

178. Section 26 amended (Particulars to be delivered to the Registrar of Companies)

(1) Section 26(4)—

Repeal

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

(2) Section 26(5)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 66

**Amendments to Business Registration
Ordinance (Cap. 310)**

179. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *company registration application*—

Repeal

“section 333 of the Companies Ordinance (Cap. 32)”

Substitute

“section 764 of the Companies Ordinance (of 2011)”.

- (2) Section 2(1)—

Repeal the definition of *incorporation application*

Substitute

“*incorporation submission* (成立法團遞呈) means a submission made for the purpose of forming a company under section 62 of the Companies Ordinance (of 2011);”.

- (3) Section 2(1), definition of *incorporation form*—

Repeal

“has the meaning given by section 14A(1) of the Companies Ordinance (Cap. 32)”

Substitute

“means the incorporation form referred to in section 62(1)(b)(i) of the Companies Ordinance (of 2011)”.

- (4) Section 2(1), definition of *non-Hong Kong company registration form*—

Repeal

everything after “means”

Substitute

“a company registration application in the specified form referred to in section 764(4) of the Companies

Ordinance (of 2011);”²

- (5) Section 2(1), definition of *place of business*, paragraph (a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011), or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011),”.

- (6) Section 2(1), definition of *place of business*—

Repeal paragraph (b)

Substitute

“(b) a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011), the address of any person whose name has been delivered to the Registrar for registration under Part XI of the Companies Ordinance (Cap. 32) as in force at the time of the delivery or under Part 16 of the Companies Ordinance (of 2011), as the case may be;”.

- (7) Section 2(1), definition of *Registrar*—

Repeal

“section 303(2) of the Companies Ordinance (Cap. 32)”

Substitute

“section 20(1) of the Companies Ordinance (of 2011)”.

- (8) Section 2(1A)—

Repeal

“For the purposes of this Ordinance a company

² The English text is revised this way due to the wording in the Chinese text.

which is—

- (a) incorporated in Hong Kong under the Companies Ordinance (Cap. 32) or to which Part XI of the Companies Ordinance (Cap. 32) applies; and
- (b) not otherwise liable to be registered under this Ordinance,”

Substitute

“For the purposes of this Ordinance—

- (a) a company—
 - (i) that is incorporated in Hong Kong under the Companies Ordinance (of 2011) or was incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011); and
 - (ii) that is not otherwise liable to be registered under this Ordinance; or
- (b) a non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011) that is not otherwise liable to be registered under this Ordinance,”.

- (9) Section 2(1C)(a)—

Repeal

“application”

Substitute

“submission”.

180. Section 4 amended (Official secrecy)

Section 4(3B)—

Repeal

“incorporation application”

Substitute

“incorporation submission”.

181. Section 5A amended (Simultaneous business registration applications of companies incorporated under Companies Ordinance)

(1) Section 5A(1)—

Repeal

“application is made, the applicant”

Substitute

“submission is made, the person who made the submission”.

(2) Section 5A(1)(b)—

Repeal

“applicant”

Substitute

“person”.

(3) Section 5A(2)—

Repeal

“applicant complies”

Substitute

“person complies”.

(4) Section 5A(2)(b)—

Repeal

“applicant has”

Substitute

“person has”.

182. Section 7A amended (Refund of prescribed business registration fees, prescribed branch registration fees or levies)

(1) Section 7A(3)(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

(2) After section 7A(3)(a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);”.

(3) Section 7A(3)—

Repeal paragraph (b)

Substitute

“(b) a non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011);

(c) a company incorporated outside Hong Kong that has established a place of business in Hong Kong, but has ceased to have any such place of business before the repeal of Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011).”.

(4) Section 7A(4)—

Repeal

“application”

Substitute

“submission”.

(5) Section 7A(4)—

Repeal

“applicant”

Substitute

“person who made the submission”.

183. Section 8 amended (Information to be furnished)

(1) Section 8(1A)—

Repeal

“incorporation application”

Substitute

“incorporation submission”.

(2) Section 8(1B)(b)—

Repeal

“under Part XI of the Companies Ordinance (Cap. 32)”

Substitute

“under Part 16 of the Companies Ordinance (of 2011)”.

(3) Section 8(2B)—

Repeal paragraphs (a) and (b)

Substitute

- “(a) delivers a notice of a change of company name under section 102(2) of the Companies Ordinance (of 2011) or delivers a notice of a change of address of its registered office under section 649(3) of that Ordinance;
 - (b) delivers under section 766 of that Ordinance a return containing particulars required by that section;
 - (c) delivers a return under section 779(1) of that Ordinance for a change of its authorized representative or a change of the name and address of its authorized representative; or
 - (d) delivers a return under section 779(1) of that Ordinance for a change of the address of its principal place of business in Hong Kong.”.
- (4) Section 8(2C)—

Repeal

“section 22AA of the Companies Ordinance (Cap. 32)”

Substitute

“section 105 of the Companies Ordinance (of 2011)”.

184. Section 9 amended (Exemption from payments of fees for small businesses)

Section 9(6)—

Repeal

everything after “apply to”

Substitute

“—

- (a) any company which is incorporated in Hong Kong under—

- (i) the Companies Ordinance (of 2011); or
- (ii) a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);
- (b) any non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011); or
- (c) any company incorporated outside Hong Kong that has established a place of business in Hong Kong, but has ceased to have any such place of business before the repeal of Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011).”.

185. Section 16 amended (Exemptions)

Section 16(1)(c), proviso—

Repeal

everything after “apply to”

Substitute

“—

- (a) any company which is incorporated in Hong Kong under—
 - (i) the Companies Ordinance (of 2011); or
 - (ii) a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);
- (b) any non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011); or

- (c) any company incorporated outside Hong Kong that has established a place of business in Hong Kong, but has ceased to have any such place of business before the repeal of Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011);”.

186. Schedule 1 amended

- (1) Schedule 1, section 2(a)(i)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011)”.

- (2) Schedule 1, section 2(b)(i)—

Repeal

“application”

Substitute

“submission”.

187. Schedule 2 amended

- (1) Schedule 2, section 3(a)(i)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or under a former Companies

Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011)".

- (2) Schedule 2, item 3(b)(i)—

Repeal

“application”

Substitute

“submission”.

Part 67

**Amendments to Business Registration
Regulations (Cap. 310 sub. leg. A)**

188. Regulation 3A amended (Business particulars in relation to simultaneous business registration applications)

- (1) Regulation 3A(3)(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

- (2) Regulation 3A(3)(b)(vi)—

Repeal

“section 333(2)(e) of the Companies Ordinance (Cap. 32)”

Substitute

“section 764(4)(c) of the Companies Ordinance (of 2011)”.

- (3) Regulation 3A(3)(b)(vii)—

Repeal

“Part XI of the Companies Ordinance (Cap. 32)”

Substitute

“Part 16 of the Companies Ordinance (of 2011)”.

189. Regulation 4 amended (The register)

Regulation 4(1A)—

Repeal

“application, the Commissioner must assign an identifying number in relation to the application”

Substitute

“submission, the Commissioner must assign an identifying number in relation to the submission”.

190. Regulation 9 amended (Forms)

(1) Regulation 9, Form 1(b), section A, Part A, item 2—

Repeal

“one to which Part XI of the Companies Ordinance (Cap. 32) applies”

Substitute

“a non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

(2) Regulation 9, Form 1(b), Section A, Part A, item 2(d)—

Repeal

“registration under Part XI of the Companies Ordinance (Cap. 32)”

Substitute

“the certificate of registration issued under section 765

of the Companies Ordinance (of 2011)".

- (3) Regulation 9, Form 1(b), Section A, Part A, item 3—

Repeal

“one to which Part XI of the Companies Ordinance (Cap. 32) does not apply”

Substitute

“not a non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)".

- (4) Regulation 9, Form 4, paragraph (a)—

Repeal

“incorporation application”

Substitute

“incorporation submission”.

Part 68

Amendment to Census and Statistics (Quarterly Survey of Service Industries) Order (Cap. 316 sub. leg. M)

191. Section 1 amended (Interpretation)

Section 1, Chinese text, definition of ~~財務~~—

Repeal

“控股公司”

Substitute

“控權公司”.

Part 69

Amendment to Federation of Hong Kong Industries Ordinance (Cap. 321)

192. Section 2 amended (Interpretation)

Section 2, definition of *corporation*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

Part 70

Amendments to Trade Unions Ordinance (Cap. 332)

193. Section 67 amended (Provisions of certain Ordinances not to apply to trade unions or trade union federations)

(1) Section 67—

Renumber the section as section 67(1).

(2) Section 67(1)—

Repeal

everything after “the following”

Substitute

“Ordinances do not apply to a trade union or a trade union federation—

- (a) the Companies Ordinance (of 2011);
- (b) the Co-operative Societies Ordinance (Cap. 33);
- (c) the Companies (Winding Up and

Miscellaneous Provisions) Ordinance (Cap. 32).”.

(3) After section 67(1)—

Add

“(2) The registration of a trade union or a trade union federation under any of the following Ordinances is void and of no effect—

(a) the Companies Ordinance (of 2011);

(b) the Co-operative Societies Ordinance (Cap. 33).”.

194. Section 68 amended (Result of registration)

(1) Section 68(1)—

Repeal

“Companies Ordinance (Cap. 32) or the Co-operative Societies Ordinance (Cap. 33)”

Substitute

“relevant Ordinance”.

(2) Section 68(1)—

Repeal

“Companies Ordinance (Cap. 32) or the Co-operative Societies Ordinance (Cap. 33), as the case may be,”

Substitute

“relevant Ordinance”.

(3) After section 68(2)—

Add

“(3) For the purposes of this section—

relevant Ordinance (《有關條例》) means—

- (a) the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011);
- (b) the Co-operative Societies Ordinance (Cap. 33); or
- (c) the Companies Ordinance (of 2011).”.

Part 71

Amendment to District Court Ordinance (Cap. 336)

195. Section 68B amended (Sale of property in execution of judgment)

Section 68B(1)(a)—

Repeal

“section 29 of the Companies Ordinance (Cap. 32)”

Substitute

“section 10 of the Companies Ordinance (of 2011)”.

Part 72

Amendments to Building Management Ordinance (Cap. 344)

196. Section 33 amended (Winding up of corporations)

Section 33(1) and (2)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

197. Section 34A amended (Winding-up petitions and orders to be noted in register and records)

Section 34A(3)—

Repeal

“subsection no action or proceeding under the Companies Ordinance”

Substitute

“subsection, no action or proceeding under the Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 73

Amendments to Hang Lung Bank (Acquisition) Ordinance (Cap. 345)

198. Section 2 amended (Interpretation)

Section 2, definition of *subsidiary*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

199. Section 9 amended (Power to make regulations)

Section 9(2)—

Repeal

“(Cap. 32), the Banking Ordinance (Cap. 155) and the memorandum and”

Substitute

“(of 2011), Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), the Banking Ordinance (Cap. 155) and the”.

Part 74

Amendment to Trading with the Enemy Ordinance (Cap. 346)

200. Section 2 amended (Interpretation)

Section 2(1), definition of *company*—

“(Cap. 32)”

Substitute

“(of 2011)”.

Part 75

Amendment to Exchanges (Special Levy) Rules (Cap. 351 sub. leg. A)

201. Rule 9 amended (Audit report)

Rule 9(1)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

Part 76

Amendment to Supplementary Medical Professions Ordinance (Cap. 359)

- 202. Section 20 amended (Companies may carry on professions by way of trade or business)**

Section 20(2)—

Repeal

“(Cap. 32)”

Substitute

“(_____ of 2011) or under the Companies Ordinance (Cap. 32) as in force at the time of the registration”.

Part 77

Amendment to Radiographers (Registration and Disciplinary Procedure) Regulation (Cap. 359 sub. leg. H)

- 203. Section 17 amended (Exemptions for companies)**

Section 17—

Repeal

“(Cap. 32)”

Substitute

“(_____ of 2011) or under the Companies Ordinance (Cap. 32) as in force at the time of the registration”.

Part 78

Amendment to Employees Compensation Assistance Ordinance (Cap. 365)

204. Section 2 amended (Interpretation)

Section 2(1), Chinese text, definition of ~~僱主~~—

Repeal

“控股公司”

Substitute

“控權公司”.

Part 79

**Amendments to Overseas Trust Bank
(Acquisition) Ordinance (Cap. 379)**

205. Section 2 amended (Interpretation)

Section 2, definition of *subsidiary*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

206. Section 10 amended (Power to make regulations)

Section 10(2)—

Repeal

“(Cap. 32), the Banking Ordinance (Cap. 155) and the memorandum and”

Substitute

“(of 2011), the Companies (Winding Up and Miscellaneous Provision) Ordinance (Cap. 32), the Banking Ordinance (Cap. 155) and the”.

Part 80

Amendments to Protection of Wages on Insolvency Ordinance (Cap. 380)

207. Section 2 amended (Interpretation)

- (1) Section 2, definition of *applicant*—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (2) Section 2, definition of *company*—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- [(3) Section 2, definition of *pay for untaken annual leave*, paragraph (a)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (4) Section 2, definition of *pay for untaken statutory holidays*, paragraph (a)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.³]

- (5) Section 2, definition of *severance payment*—

Repeal

“Companies Ordinance” (wherever appearing)

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (6) Section 2, definition of *wages*—

Repeal

“Companies Ordinance” (wherever appearing)

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (7) Section 2, definition of *wages in lieu of notice*—

Repeal

“Companies Ordinance” (wherever appearing)

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (8) Section 2, definition of *winding-up petition*—

Repeal

³ The amendment is put in place based on the assumption that the Protection of Wages on Insolvency (Amendment) Bill gets passed and that Ordinance comes into force before this Bill gets passed, and is subject to the final form of that Amendment Ordinance.

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

208. Section 24 amended (Subrogation)

Section 24(2)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

209. Section 29 amended (Transitional)

Section 29(1)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 81

Amendments to Ocean Park Corporation Ordinance (Cap. 388)

210. Section 2 amended (Interpretation)

Section 2, definition of *company*—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name Ocean Park Limited, under the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011);”.

211. Section 16 amended (Dissolution of the company)

- (1) Section 16(1), after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of that commencement”.

- (2) Section 16(2)(a)—

Repeal

“section 291A(2) of the Companies Ordinance (Cap. 32)”

Substitute

“section 753(1) of the Companies Ordinance (of 2011)”.

- (3) Section 16(2)(b)—

Repeal

“section 291B of the Companies Ordinance (Cap. 32)”

Substitute

“section 745 of the Companies Ordinance (of 2011)”.

Part 82

Amendments to Control of Obscene and

Indecent Articles Ordinance (Cap. 390)

212. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *place of business*, paragraph (a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011)”.

- (2) Section 2(1), definition of *place of business*, paragraph (b)—

Repeal

“company to which Part XI of the Companies Ordinance (Cap. 32) applies, the address of any person whose name has been delivered to the Registrar of Companies for registration under that Part”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011), the address of any person whose name has been delivered to the Registrar of Companies for registration under Part XI of the Companies Ordinance (Cap. 32) as in force at the time of the delivery or under Part 16 of the Companies Ordinance (of 2011)”.

Part 83

Amendment to Broadcasting Authority Ordinance (Cap. 391)

213. Section 22 amended (Investigation of licensee’s business)

Section 22(8)—

Repeal

“within the meaning of section 2 of the Companies Ordinance (Cap. 32)”

Substitute

“as defined by section 14 of the Companies Ordinance (of 2011) for the purposes of that Ordinance”.

Part 84

**Amendment to Tate’s Cairn Tunnel Ordinance
(Cap. 393)**

214. Section 8 amended (Directors and paid up share capital of the Company)

Section 8(2)—

Repeal

“(Cap. 32) or any other law, the memorandum or articles”

Substitute

“(of 2011), Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or any other law, the memorandum of association (if any) or articles of association”.

Part 85

**Amendment to The Ombudsman Ordinance
(Cap. 397)**

215. Schedule 2 amended (Actions not subject to investigation)

Schedule 2, paragraph 9—

Repeal

“Repurchases”

Substitute

“Buy-backs”.

Part 86

Amendments to Drug Trafficking (Recovery of Proceeds) Ordinance (Cap. 405)

216. Section 7 amended (Definition of principal terms used)

Section 7(8)(b)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

217. Section 18 amended (Insolvency officers dealing with property subject to restraint order)

(1) Section 18(1)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(2) Section 18(3)(b)(ii)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 87

Amendments to Drug Trafficking (Recovery of Proceeds) (Designated Countries and Territories) Order (Cap. 405 sub. leg. A)

218. Schedule 2 amended (Drug Trafficking (Recovery of Proceeds) Ordinance as modified)

(1) Schedule 2, section 17(3)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

(2) Schedule 2, section 17(5), definition of *Company*—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(3) Schedule 2, section 18(1)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(4) Schedule 2, section 18(3)(b)(ii)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 88

Amendment to Employees’ Compensation Insurance Levies Ordinance (Cap. 411)

219. Section 16 amended (Protection of levy in the hands of the insurer)

Section 16—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 89

Amendment to Merchant Shipping (Prevention and Control of Pollution) Ordinance (Cap. 413)

220. Section 9 amended (Service of directions under section 6)

Section 9(1)—

Repeal

“section 338 or 356 of the Companies Ordinance (Cap. 32)”

Substitute

“section 791 or 815 of the Companies Ordinance (of 2011)”.

Part 90

Amendment to Merchant Shipping (Liability and Compensation for Oil Pollution) Ordinance (Cap. 414)

221. Section 23 amended (Contributions to the Fund)

Section 23(9), definition of *group of companies*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

Part 91

Amendments to Merchant Shipping (Registration) Ordinance (Cap. 415)

222. Section 11 amended (Registrable ships)

Section 11(4)(c)—

Repeal

“non-Hong Kong company registered under Part XI of the Companies Ordinance (Cap. 32)”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

223. Section 20 amended (Declarations by and on behalf of owners and demise charterers)

Section 20(1)(c) and (2)(b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011) or under Part 16 of the Companies Ordinance (of 2011)”.

224. Section 21 amended (Evidence on first registration)

Section 21(1)(b) and (3)(c), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011) or under Part 16 of the Companies Ordinance (of 2011)”.

225. Section 55 amended (Notice of dissolution, etc. of body corporate owner or charterer)

(1) Section 55(1)(b)(ii)—

Repeal

“non-Hong Kong company registered under Part XI of the Companies Ordinance (Cap. 32)”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

(2) Section 55(1)—

Repeal

“registered under Part XI of the Companies Ordinance (Cap. 32)”

Substitute

“a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

Part 92

**Amendments to Hong Kong Academy of
Medicine Ordinance (Cap. 419)**

226. Section 2 amended (Interpretation)

Section 2, definition of *college*, paragraph (b)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

**227. Section 6 amended (Recognition of Academy Colleges and
Faculties)**

Section 6(3)(b)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

**228. Section 10 amended (The Council during the interim
period)**

Section 10(4)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

Part 93

Amendment to Toys and Children’s Products Safety Ordinance (Cap. 424)

229. Section 34 amended (Service of notices)

Section 34(1)(b)(ii)—

Repeal

“(Cap. 32), it is left with, or sent by post to, the person resident in Hong Kong who is authorized to accept service of process and notices on its behalf for the purposes of Part XI”

Substitute

“(of 2011), it is left with, or sent by post to, its authorized representative as defined by section 762(1)”.

Part 94

Amendments to Toys and Children’s Products Safety Regulation (Cap. 424 sub. leg. B)

230. Section 2 amended (Identification marking for toys)

Section 2(3)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011)”.

231. Section 3 amended (Identification marking for children’s products)

Section 3(3)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (xx of 2011)”.

Part 95

Amendments to Occupational Retirement Schemes Ordinance (Cap. 426)

232. Section 2 amended (Interpretation)

(1) Section 2(1), definition of *company*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

(2) Section 2(1), definition of *director*, paragraph (c)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

(3) Section 2(1)—

Repeal the definition of *holding company*

Substitute

“***holding company*** (控權公司) means, in relation to an employer—

- (a) (where the employer is a company) a company of which the employer is a subsidiary;
- (b) (where the employer is not a company but is a body of persons otherwise incorporated or established in Hong Kong or elsewhere) any other body of persons appearing to the Registrar to be analogous to a company of which the employer would be a subsidiary were the employer a company as defined by section 2(1) of the Companies Ordinance (of 2011);”.

(4) Section 2(1), definition of ***subsidiary***, paragraph (a)—

Repeal

“, pursuant to section 2 of the Companies Ordinance (Cap. 32), is for the purposes of that Ordinance deemed to be a subsidiary of the employer”

Substitute

“is by virtue of section 14 of the Companies Ordinance (of 2011) a subsidiary of the employer for the purposes of that Ordinance”.

(5) Section 2(1), definition of ***subsidiary***, paragraph (b)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

- (6) Section 2(1), Chinese text, definition of 有關連人士, paragraph (d)(ii)(B) and (C) and (iii)—

Repeal

“母公司”

Substitute

“控權公司”.

233. Section 67 amended (Special provisions for schemes covering groups of companies)

Section 67(1B) and (1C)(b), Chinese text—

Repeal

“母公司”

Substitute

“控權公司”.

234. Section 73 amended (Rules)

Section 73(1)(n)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

235. Section 81 amended (Notices)

Section 81(1)(c)—

Repeal

“to which Part XI of the Companies Ordinance (Cap. 32) applies”

Substitute

“as defined by section 2(1) of the Companies Ordinance (of 2011)”.

Part 96

**Amendment to Companies Registry Trading Fund
(Cap. 430 sub. leg. B)**

236. Schedule 1 amended (Services to be provided by the trading fund)

Schedule 1, section 1—

Repeal

“(Cap. 32)”

Substitute

“(of 2011) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

Part 97

Amendment to Western Harbour Crossing Ordinance (Cap. 436)

237. Section 8 amended (Directors of the Company)

Section 8(2)—

Repeal

“(Cap. 32) or any other law, the memorandum or articles”

Substitute

“(of 2011), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or any

other law, the memorandum of association (if any) or articles of association”.

Part 98

Amendment to Administrative Appeals Board Ordinance (Cap. 442)

238. Schedule amended

The Schedule—

Add

- “71. Companies Ordinance (of 2011)
- (a) A direction of the Registrar of Companies under section 104(1) to change a company name.
- (b) A decision of the Registrar of Companies to serve a notice under section 768(1)(b).”.

Part 99

Amendments to The Legislative Council Commission Ordinance (Cap. 443)

239. Section 2 amended (Interpretation)

Section 2, definition of *Company*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of the incorporation”.

240. Section 22 amended (Dissolution of company and transfer

of property, etc.)

- (1) Section 22(1), after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of that commencement”.

- (2) Section 22(2)(a)—

Repeal

“section 291A(2) of the Companies Ordinance (Cap. 32)”

Substitute

“section 753(1) of the Companies Ordinance (of 2011)”.

- (3) Section 22(2)(b)—

Repeal

“section 291B of that Ordinance”

Substitute

“section 745 of the Companies Ordinance (of 2011)”.

[Part 100

Amendments to Air Transport (Licensing of Air Services) Regulations (Cap. 448 sub. leg. A)

241. Regulation 15A amended (Corporate licensees’ duties to provide audited financial statements and other information)

- (1) Regulation 15A(3)(a) and (b), (5)(b), (6) and (7), Chinese text—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

(2) Regulation 15A(8)—

Repeal the definition of *holding company*

Substitute

“*holding company* (控權公司) has the meaning given by section 12 of the Companies Ordinance (of 2011).”⁴

Part 101

**Amendment to Amusement Rides (Safety)
Ordinance (Cap. 449)**

242. Section 2 amended (Interpretation)

Section 2, definition of *officer*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

Part 102

**Amendment to Minor Employment Claims
Adjudication Board Ordinance (Cap. 453)**

243. Section 5 amended (Jurisdiction of the Board)

Section 5(3)(b)—

⁴ The amendment is put in place based on the assumption that the Air Transport (Licensing of Air Services) (Amendment) Regulation 2011 comes into force before this Bill gets passed.

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 103

Amendments to Organized and Serious Crimes Ordinance (Cap. 455)

244. Section 2 amended (Interpretation)

Section 2(1), definition of *insolvency officer*, paragraph (b)(ii)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

245. Section 12 amended (Definition of principal terms used)

Section 12(8)(b)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

246. Section 22 amended (Winding up of company holding realisable property)

(1) Section 22(3)—

Repeal

“(Cap. 32)”

Substitute

“(_____ of 2011) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

(2) Section 22(5), definition of *company*—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

247. Section 23 amended (Insolvency officers dealing with property subject to restraint order)

Section 23(1)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 104

Amendment to Consumer Goods Safety Ordinance (Cap. 456)

248. Section 35 amended (Service of notices)

Section 35(1)(b)(ii)—

Repeal

“(Cap. 32), it is left with, or sent by post to, the person resident in Hong Kong who is authorized to accept service of process and notices on its behalf for the purposes of Part XI”

Substitute

“(of 2011), it is left with, or sent by post to, its authorized representative as defined by section 762(1)”.

Part 105

Amendments to Security and Guarding Services Ordinance (Cap. 460)

249. Section 2 amended (Interpretation)

- (1) Section 2, definition of *company*, paragraph (a)—

Repeal

“(Cap. 32); or”

Substitute

“(of 2011);”.

- (2) Section 2, definition of *company*, after paragraph (a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011); or”.

Part 106

Amendment to Tai Lam Tunnel and Yuen Long Approach Road Ordinance (Cap. 474)

250. Section 8 amended (Directors of the Company)

Section 8(2)—

Repeal

“(Cap. 32) or any other law, the memorandum or articles”

Substitute

“(of 2011), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or any other law, the memorandum of association (if any) or articles of association”.

Part 107

**Amendment to Merchant Shipping (Seafarers)
Ordinance (Cap. 478)**

251. Section 2 amended (Interpretation)

Section 2(1), definition of *company*—

Repeal

“(Cap. 32) or to which Part XI of that Ordinance applies”

Substitute

“(of 2011), or a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011), or any non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

Part 108

**Amendment to Sex Discrimination Ordinance
(Cap. 480)**

252. Schedule 7 amended (Transitional provisions)

Schedule 7, section 2(c)—

Repeal

“memorandum”

Substitute

“articles”.

Part 109

**Amendments to Airport Authority Ordinance
(Cap. 483)**

253. Section 2 amended (Interpretation)

(1) Section 2(1), definition of *company*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

(2) Section 2(1), definition of *subsidiary*—

Repeal

“deemed to be a subsidiary of the Authority by virtue of section 2 of the Companies Ordinance (Cap. 32)”

Substitute

“a subsidiary of the Authority by virtue of section 14 of the Companies Ordinance (of 2011)”.

Part 110

**Amendments to Mandatory Provident Fund
Schemes Ordinance (Cap. 485)**

254. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *company*, paragraph (a)(i)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

- (2) Section 2(1), definition of *non-Hong Kong company*—

Repeal

“company to which Part XI of the Companies Ordinance (Cap. 32) applies”

Substitute

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

- (3) Section 2(1), definition of *subsidiary*—

Repeal

everything after “has the meaning”

Substitute

“given by section 14 of the Companies Ordinance (of 2011) for the purposes of that Ordinance;”.

255. Section 19H amended (Part IIIA prevails over any instruments applicable to registered schemes)

- Section 19H(2), definition of *specified instrument*, paragraph (c)—

Repeal

everything after “articles”

Substitute

“within the meaning of the Companies Ordinance (of 2011).”.

256. Section 42 amended (Authority may disclose certain information despite section 41)

Section 42(1)(d)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

257. Section 47C amended (Service of summons)

Section 47C—

Repeal

“section 338 or 356 of the Companies Ordinance (Cap. 32)”

Substitute

“section 791 or 815 of the Companies Ordinance (of 2011).”.

Part 111

Amendments to Mandatory Provident Fund Schemes (General) Regulation (Cap. 485 sub. leg. A)

258. Section 10 amended (What are assets held in Hong Kong for the purposes of this Regulation?)

Section 10(g)—

Repeal

“within the meaning of section 2 of the Companies Ordinance (Cap. 32)”

Substitute

“as defined by section 2(1) of the Companies Ordinance (of 2011)”.

259. Section 17 amended (Eligibility requirements for company incorporated outside Hong Kong)

Section 17(1)(a)—

Repeal

“company to which Part XI of the Companies Ordinance (Cap. 32) applies”

Substitute

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

260. Section 46 amended (Independence of investment manager)

Section 46(2)(b), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

261. Section 109 amended (Approved trustee to lodge trustee’s return with Authority)

Section 109(7)(a)—

Repeal

everything after “not a non-Hong Kong company,”

Substitute

“a copy of the financial statements, or the balance sheet and profit and loss account, of the company relating to the immediately preceding financial year of the company, together with a copy of the auditor’s report on the documents and a copy of the directors’ report for that year, all of which must be prepared in accordance with Part 9 of the Companies Ordinance (of 2011) or Part IV of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011), as the case may be;”.

Part 112

Amendments to Mandatory Provident Fund Schemes (Exemption) Regulation (Cap. 485 sub. leg. B)

262. Section 17 amended (Effect of exemption certificate and mandatory conditions)

Section 17(3)(c)—

Repeal

everything after “articles”

Substitute

“of association; or”.

Part 113

Amendments to Non-local Higher and Professional Education (Regulation) Ordinance (Cap. 493)

263. Section 38 amended (Notices)

(1) Section 38(1)(c)—

Repeal

“to which Part XI of the Companies Ordinance (Cap. 32) applies”

Substitute

“as defined by section 2(1) of the Companies Ordinance (of 2011)”.

(2) Section 38(3)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

Part 114

Amendment to Environmental Impact Assessment Ordinance (Cap. 499)

264. Schedule 1 amended (Interpretation)

Schedule 1, Chinese text, definition of 相聯繫的人, paragraph (m)(ii)—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

Part 115

Amendments to The Hong Kong Institute of Housing Ordinance (Cap. 507)

265. Section 6 amended (Vesting of property)

Section 6, after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of the incorporation”.

266. Section 11 amended (Particulars to be delivered to the Registrar of Companies)

(1) Section 11(5)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32) of the inspection of a document under section 305”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011) for the inspection of a document under section 43 of that Ordinance”.

(2) Section 11(6)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 116

Amendments to Estate Agents Ordinance (Cap. 511)

267. Section 2 amended (Interpretation)

(1) Section 2(1), definition of *company*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

(2) Section 2(1), definition of *group of companies*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

268. Section 14 amended (Registered address)

Section 14(4)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

Part 117

**Amendment to Patents (General) Rules
(Cap. 514 sub. leg. C)**

269. Section 85 amended (Agents)

Section 85(7)(d)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 118

**Amendment to Registered Designs Rules
(Cap. 522 sub. leg. A)**

270. Section 67 amended (Recognition of agents)

Section 67(6)(d)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 119

**Amendments to Mutual Legal Assistance in
Criminal Matters Ordinance (Cap. 525)**

**271. Schedule 2 amended (Enforcement, etc. of External
Confiscation Orders)**

(1) Schedule 2, section 13(3)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

(2) Schedule 2, section 13(6), definition of *company*—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(3) Schedule 2, section 14(1)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(4) Schedule 2, section 14(3)(b)(ii)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 120

Amendment to Copyright Ordinance (Cap. 528)

272. Section 145 amended (Licensing schemes and licensing bodies)

Section 145(3)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

Part 121

Amendment to Merchant Shipping (Local Vessels) Ordinance (Cap. 548)

273. Section 12 amended (Ownership of local vessel)

Section 12(1)(b)—

Repeal

“non-Hong Kong company within the meaning of the Companies Ordinance (Cap. 32)”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

Part 122

Amendments to Merchant Shipping (Local Vessels) (Certification and Licensing) Regulation (Cap. 548 sub. leg. D)

274. Section 2 amended (Interpretation)

Section 2(1), definition of *document of identification*—

Repeal paragraphs (b) and (c)

Substitute

“(b) in relation to a company as defined by section 2(1) of the Companies Ordinance (of 2011), the certificate of incorporation issued in respect of the company under the Ordinance under which the company was formed and registered; or

(c) in relation to a registered non-Hong Kong

company as defined by section 2(1) of the Companies Ordinance (of 2011), the certificate of registration issued in respect of the company under the Ordinance under which the company was registered as a non-Hong Kong company;”.

275. Section 24 amended (Certificate of ownership and other documents ceasing to have effect on death or dissolution of owner, etc.)

Section 24(b)—

Repeal

“non-Hong Kong company within the meaning of the Companies Ordinance (Cap. 32)”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

276. Section 25 amended (Notice of death or dissolution of owner, etc.)

Section 25(2)—

Repeal

“non-Hong Kong company within the meaning of the Companies Ordinance (Cap. 32)”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

Part 123

Amendment to Merchant Shipping (Local Vessels) (General) Regulation (Cap. 548 sub. leg. F)

277. Section 51 amended (Notice of appointment of agent)

Section 51(5)—

Repeal paragraphs (b) and (c)

Substitute

- “(b) in relation to a company as defined by section 2(1) of the Companies Ordinance (of 2011), the certificate of incorporation issued in respect of the company under the Ordinance under which the company was formed and registered; or
- (c) in relation to a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011), the certificate of registration issued in respect of the company under the Ordinance under which the company was registered as a non-Hong Kong company.”.

Part 124

Amendment to Merchant Shipping (Local Vessels) (Safety and Survey) Regulation (Cap. 548 sub. leg. G)

278. Section 4 amended (Appointment of agent)

Section 4(4)—

Repeal paragraphs (b) and (c)

Substitute

- “(b) in relation to a company as defined by section 2(1) of the Companies Ordinance (of 2011), the certificate of incorporation issued in respect of the company under the Ordinance under which the company was formed and registered; or
- (c) in relation to a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011), the certificate of registration issued in respect of

the company under the Ordinance under which the company was registered as a non-Hong Kong company.”.

Part 125

Amendments to Mass Transit Railway Ordinance (Cap. 556)

279. Long title amended

Long title, paragraph (a), after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of the incorporation”.

280. Section 2 amended (Interpretation)

(1) Section 2(1), definition of *MTR Corporation Limited*—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

(2) Section 2(1)—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011);”.

281. Section 8 amended (Chief Executive may appoint additional directors)

Section 8(5)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

282. Section 36 amended (Interpretation)

Section 36(3)(a)—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name “MTR Corporation Limited” in English and “地鐵有限公司” in Chinese, under the relevant Ordinance; and”.

283. Section 42 amended (Share capital)

Section 42—

Repeal subsection (3).

284. Section 43 amended (Accounts)

(1) Section 43, heading—

Repeal

“Accounts”

Substitute

“Financial statements”.

(2) Section 43(1)—

Repeal

“accounts prepared by the Corporation for the purposes of the Companies Ordinance (Cap. 32)”

Substitute

“financial statements prepared by the Corporation for the purposes of the Companies Ordinance (of 2011)”.

(3) Section 43(4)—

Repeal

“accounts of the Corporation prepared for the purposes of the Companies Ordinance (Cap. 32)”

Substitute

“financial statements of the Corporation prepared for the purposes of the Companies Ordinance (of 2011)”.

(4) Section 43—

Repeal subsection (5).

285. Section 44 substituted

Section 44—

Repeal the section

Substitute

“44. Distribution of dividend

(1) For the purpose of a relevant distribution that is made by the Corporation during the financial year of the Corporation which includes the appointed day or at any time before any accounts are laid or filed in respect of that year—

(a) sections 79F to 79L of the relevant Ordinance have effect as if—

- (i) any reference in those sections to the company's accounts were a reference to the accounts of MTRC; and
 - (ii) any reference in those sections to the company's last annual accounts or to the initial accounts of the company were a reference to the accounts of MTRC prepared in accordance with section 16 of the repealed Ordinance in respect of the last complete financial year of MTRC;
- (b) the accounts of MTRC mentioned in paragraph (a)(ii) are regarded as satisfying the requirements of sections 79G and 79I of the relevant Ordinance.

(2) In this section—

relevant distribution (有關分發) means any distribution to which Part IIA of the relevant Ordinance applied.”.

286. Section 59 amended (Securities of Corporation as authorized investment)

(1) Section 59(2)(b)—

Repeal

“beneficially owns more than half in nominal value of the issued share capital”

Substitute

“controls more than half of the voting power”.

(2) Section 59(3)(a)—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name “MTR Corporation

Limited” in English and “地鐵有限公司” in Chinese, under the relevant Ordinance; and”.

287. Section 66 amended (Change of Chinese name)

(1) Section 66—

Repeal subsection (5)

Substitute

“(5) The change of the Chinese name of the Corporation under subsection (1) has effect despite section 22(1) of the relevant Ordinance.”.

(2) Section 66(6)—

Repeal

“section 22 of the Companies Ordinance (Cap. 32)”

Substitute

“sections 102, 103 and 104 of the Companies Ordinance (of 2011)”.

(3) Section 66(7)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

Part 126

Amendment to Mass Transit Railway (Transport Interchange) Bylaw (Cap. 556 sub. leg. D)

288. Section 1 amended (Interpretation)

Section 1(2)(a)—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name “MTR Corporation Limited” in English and “地鐵有限公司” in Chinese, under the relevant Ordinance; and”.

Part 127

**Amendment to Trade Marks Rules (Cap. 559
sub. leg. A)**

289. Rule 104 amended (Registrar may refuse to deal with certain agents)

Rule 104(d)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 128

**Amendments to Broadcasting Ordinance
(Cap. 562)**

290. Section 2 amended (Interpretation)

(1) Section 2(1), definition of *company*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

(2) Section 2(1), definition of *subsidiary*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

291. Section 8 amended (To whom licence may be granted)

Section 8(4)(c)—

Repeal

“memorandum and”.

292. Schedule 1 amended (Disqualification for holding domestic free or pay television programme service licences and restriction on voting control of voting controllers)

(1) Schedule 1, section 1(1), definition of *licensee’s register*—

Repeal

“section 95 of the Companies Ordinance (Cap. 32)”

Substitute

“section 617 of the Companies Ordinance (of 2011)”.

(2) Schedule 1, section 1(9)—

Repeal

“a company under section 2(4) and (6) of the Companies Ordinance (Cap. 32)”

Substitute

“another body corporate under section 14 of the Companies Ordinance (of 2011)”.

(3) Schedule 1, section 15—

Repeal subsection (2).

(4) Schedule 1, section 19(1)—

Repeal

“memorandum or”.

(5) Schedule 1, section 19(2)—

Repeal

“memorandum or”.

(6) Schedule 1, section 20(2)—

Repeal

“memorandum or”.

(7) Schedule 1, section 29—

Repeal subsection (2).

293. Schedule 4 amended (Domestic free television programme service supplementary provisions)

Schedule 4, section 7—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Amendments to Hong Kong Science and Technology Parks Corporation Ordinance (Cap. 565)

294. Section 2 amended (Interpretation)

(1) Section 2, definition of *PHKSPCL*—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name “Provisional Hong Kong Science Park Company Limited”, under the relevant Ordinance;”.

(2) Section 2—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011);”.

295. Section 8 amended (Powers of Corporation)

Section 8(2)(q)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

296. Section 36 amended (Dissolution of PHKSPCL)

(1) Section 36(1)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

(2) Section 36(2)(a)—

Repeal

“section 291A(2) of the Companies Ordinance (Cap. 32)”

Substitute

“section 753(1) of the Companies Ordinance (of 2011)”.

(3) Section 36(2)(b)—

Repeal

“section 291B of that Ordinance”

Substitute

“section 745 of the Companies Ordinance (of 2011)”.

Part 130

Amendment to Chief Executive Election Ordinance (Cap. 569)

297. Schedule amended

The Schedule, section 2, Table 5, item 8(4)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011), or a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011).”.

Part 131

Amendments to Securities and Futures Ordinance (Cap. 571)

298. Section 18 amended (Interpretation of Part III)

Section 18(4)(b)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

299. Section 25 amended (Transfer and resumption of functions of Commission)

(1) Section 25(2)(b)—

Repeal

“and”.

(2) Section 25(2)—

Repeal paragraph (c)

Substitute

“(c) Parts II and XII of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); and

(d) Part 5 of the Companies Ordinance (of 2011).”.

300. Section 46 amended (Supplementary provisions as to default proceedings)

Section 46(3)—

Repeal

“and sections 166, 181, 183, 186 and 254 of the Companies Ordinance (Cap. 32)”

Substitute

“, sections 181, 183, 186 and 254 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) and sections 661 and 664 of the Companies Ordinance (of 2011)”.

301. Section 48 amended (Net sum payable on completion of default proceedings)

(1) Section 48(2)—

Repeal

“of the Companies Ordinance”

Substitute

“of the Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(2) Section 48(2)(b)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

302. Section 49 amended (Disclaimer of property, rescission of contracts, etc.)

(1) Section 49(1)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(2) Section 49(2)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

303. Section 50 amended (Adjustment of prior transactions)

Section 50(1)(b)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

304. Section 51 amended (Right of relevant office-holder to recover certain amounts arising from certain transactions)

Section 51(3), definition of *prescribed event*, paragraphs (b) and (c)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

305. Section 56 amended (Property deposited with recognized clearing house)

Section 56(3)—

Repeal

“section 100 of the Companies Ordinance (Cap. 32)”

Substitute

“section 624 of the Companies Ordinance (of 2011)”.

306. Section 68 amended (Transfer and resumption of functions of Commission)

(1) Section 68(2)(b)—

Repeal

“and”.

(2) Section 68(2)—

Repeal paragraph (c)

Substitute

“(c) Parts II and XII of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); and

(d) Part 5 of the Companies Ordinance (of 2011).”.

307. Section 77 amended (Financial Secretary may appoint not more than 8 persons to board of directors of HKEC)

Section 77(5)—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name Hong Kong Exchanges and Clearing Limited, under the relevant Ordinance.”.

308. Section 88 amended (Financial statements of a recognized investor compensation company)

Section 88(2)(d)—

Repeal

“section 129B of the Companies Ordinance (Cap. 32)”

Substitute

“section 379 of the Companies Ordinance (of 2011)”.

309. Section 94 amended (Application of Companies Ordinance)

(1) Section 94, heading—

Repeal

“Companies Ordinance”

Substitute

“Companies Ordinance and Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(2) Section 94—

Repeal

“Companies Ordinance”

Substitute

“Companies Ordinance (of 2011) or the Companies (Winding Up and Miscellaneous

Provisions) Ordinance”.

310. Section 103 amended (Offence to issue advertisements, invitations or documents relating to investments in certain cases)

(1) Section 103(2)(ga)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(2) Section 103(3)(a)(i)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(3) Section 103(3)(a)(iii)—

Repeal

“the Companies Ordinance (Cap. 32)”

Substitute

“that Ordinance”.

(4) Section 103(3)(b)(i) and (c)(i)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(5) Section 103(12), definition of *registered company*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or the relevant Ordinance”.

311. Section 108 amended (Civil liability for inducing others to invest money in certain cases)

Section 108(4)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

312. Section 116 amended (Corporations to be licensed for carrying on regulated activities)

(1) Section 116(2)(a)—

Repeal subparagraph (ii)

Substitute

“(ii) a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011); or”.

(2) Section 116(2)(a)(iii)(C)—

Repeal

“Part XI of the Companies Ordinance (Cap. 32)”

Substitute

“Part 16 of the Companies Ordinance (of of

316. Section 175 amended (Requirements for offers by intermediaries or representatives for Type 1, Type 4 or Type 6 regulated activity)

Section 175(5)(a)(iii) and (aa)(i)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

317. Section 181 amended (Information relating to transactions)

Section 181(1)(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

318. Section 193 amended (Interpretation of Part IX)

(1) Section 193(1), English text, definition of *misconduct*—

Repeal

“accordingly;”

Substitute

“accordingly.”.

(2) Section 193(1)—

Repeal the definition of *register of companies*.

(3) Section 193(1)—

Add in alphabetical order

“*Companies Register* (公司登記冊) has the meaning given by section 2(1) of the Companies Ordinance (of 2011);”.

319. Section 195 amended (Other circumstances for disciplinary actions in respect of licensed persons, etc.)

Section 195(3)(b), English text—

Repeal

“register of companies”

Substitute

“Companies Register”.

320. Section 197 amended (Other circumstances for disciplinary action in respect of registered institutions, etc.)

Section 197(3)(b), English text—

Repeal

“register of companies”

Substitute

“Companies Register”.

321. Section 212 amended (Winding-up orders and bankruptcy orders)

Section 212(1)(a)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous

Provisions) Ordinance”.

322. Section 214 amended (Remedies in cases of unfair prejudice, etc. to interests of members of listed corporations, etc.)

(1) Section 214(5)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“Companies Ordinance (of 2011) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

(2) Section 214(6)—

Repeal

“Companies Ordinance (Cap. 32) applies”

Substitute

“Companies Ordinance (of 2011) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) apply”.

323. Section 247 amended (Connected with a corporation (insider dealing))

Section 247(3)—

Repeal

“the relevant share capital of the corporation, the nominal value of which is equal to or more than 5% of the nominal value of the relevant share capital of the corporation”

Substitute

“5% or more of the total number of shares comprised in the relevant share capital of the corporation”.

324. Section 287 amended (Connected with a corporation (insider dealing offence))

Section 287(3)—

Repeal

“the relevant share capital of the corporation, the nominal value of which is equal to or more than 5% of the nominal value of the relevant share capital of the corporation”

Substitute

“5% or more of the total number of shares comprised in the relevant share capital of the corporation”.

325. Section 308 amended (Interpretation of Part XV)

Section 308(1), Chinese text, definition of 相聯法團, paragraph (a)—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

326. Section 313 amended (Circumstances in which duty of disclosure arises)

Section 313(10), (11), (12) and (13)(v), Chinese text—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

327. Section 327 amended (Duty to publish and notify Monetary Authority of information given under Division 4)

Section 327(2), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

328. Section 330 amended (Duty to notify relevant exchange company, Commission and Monetary Authority of information given under section 329)

Section 330(3), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

329. Section 332 amended (Listed corporation to report to members)

Section 332—

Repeal subsection (5).

330. Section 333 amended (Duty to deliver report prepared under section 332 to relevant exchange company, Commission and Monetary Authority)

Section 333(3), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

331. Section 336 amended (Register of interests in shares and short positions)

(1) Section 336(9)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(2) Section 336(10)(b)—

Repeal

“, subject to subsection (11),”.

(3) Section 336—

Repeal subsection (11).

(4) Section 336(15)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

332. Section 341 amended (Duty of disclosure by director and chief executive)

Section 341(4)—

Repeal

“for the purposes of section 124 of the Companies Ordinance (Cap. 32)”.

333. Section 350 amended (Duty to publish and notify

Monetary Authority of information given under Division 9)

Section 350(2), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

334. Section 352 amended (Register of directors' and chief executives' interests and short positions)

(1) Section 352(10)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(2) Section 352(11)(b)—

Repeal

“, subject to subsection (12),”.

(3) Section 352—

Repeal subsection (12).

(4) Section 352(17)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

335. Section 356 amended (Power to investigate ownership of listed corporation)

Section 356(3)—

Repeal

“section 142(1) of the Companies Ordinance (Cap. 32)”

Substitute

“section 828(2) of the Companies Ordinance (of 2011)”.

336. Section 366 amended (Power of Court of First Instance to impose restrictions on shares, etc. in case of failure to provide information required by listed corporation)

Section 366(3)—

Repeal

“memorandum or articles”

Substitute

“constitution”.

337. Section 367 amended (Power of Financial Secretary to impose restrictions on shares, etc. in case of conviction of offences for non-compliance of notification requirements)

Section 367(3)—

Repeal

“memorandum or articles”

Substitute

“constitution”.

338. Section 378 amended (Preservation of secrecy, etc.)

Section 378(3)(b)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

339. Section 379 amended (Avoidance of conflict of interests)

Section 379(2)(b)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or the relevant Ordinance”.

340. Section 381 amended (Immunity in respect of communication with Commission by auditors of listed corporations, etc.)

Section 381(5), definition of *auditor*, paragraph (b)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

341. Section 391 amended (Civil liability for false or misleading public communications concerning securities and futures contracts)

Section 391(9)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

342. Section 395 amended (Rules by Chief Executive in Council for payment of fees)

Section 395(1)(a)(ii)—

Repeal

“repurchases”

Substitute

“buy-backs”.

343. Section 399 amended (Codes or guidelines by Commission)

Section 399(2)(b)—

Repeal

“repurchases”

Substitute

“buy-backs”.

344. Section 400 amended (Service of notices, etc.)

(1) Section 400—

Renumber the section as section 400(1).

(2) Section 400(1)(b)(ii)—

Repeal

“registered office of the company within the meaning of the Companies Ordinance (Cap. 32)”

Substitute

“company’s registered office in Hong Kong”.

- (3) Section 400(1)(c)—

Repeal

“non-Hong Kong company”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

- (4) Section 400(1)(c)(i)—

Repeal

everything after “sent by post to,”

Substitute

“the authorized representative at the representative’s address as shown in the Companies Register;”.

- (5) Section 400(1)(e)—

Repeal

“or a non-Hong Kong company”

Substitute

“, a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

- (6) After section 400(1)—

Add

“(2) In this section—

authorized representative (獲授權代表) means an authorized representative as defined by section 762(1) of the Companies Ordinance

(of 2011);

Companies Register (公司登記冊) has the meaning given by section 2(1) of the Companies Ordinance (of 2011).”.

345. Section 407 amended (Savings, transitional, consequential and related provisions, etc.)

After section 407(4)—

Add

“(5) Part 5 of Schedule 10 provides for the savings and transitional arrangements that apply on, or relate to, the commencement of section 75 of Schedule 10 to the Companies Ordinance (of 2011).”.

346. Schedule 1 amended (Interpretation and general provisions)

(1) Schedule 1, Part 1, section 1, definition of *associated entity*—

Repeal

“non-Hong Kong company complying with the provisions of Part XI of the Companies Ordinance (Cap. 32) relating to the registration of documents”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011).”.

(2) Schedule 1, Part 1, section 1, definition of *company*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011).”.

(3) Schedule 1, Part 1, section 1, definition of

constitution, paragraph (a)—

Repeal

“memorandum and articles”

Substitute

“articles of association”.

- (4) Schedule 1, Part 1, section 1, definition of *Futures Exchange Company*—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name Hong Kong Futures Exchange Limited, under the relevant Ordinance;”.

- (5) Schedule 1, Part 1, section 1—

Repeal the definition of *holding company*

Substitute

“*holding company* (控權公司) means, in relation to a corporation, any other corporation of which it is a subsidiary;”.

- (6) Schedule 1, Part 1, section 1, definition of *non-Hong Kong company*—

Repeal

“assigned to it by section 332 of the Companies Ordinance (Cap. 32)”

Substitute

“given by section 2(1) of the Companies Ordinance (of 2011)”.

- (7) Schedule 1, Part 1, section 1, definition of *prospectus*—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (8) Schedule 1, Part 1, section 1, definition of *Registrar of Companies*—

Repeal

“section 303 of the Companies Ordinance (Cap. 32)”

Substitute

“section 20(1) of the Companies Ordinance (of 2011)”.

- (9) Schedule 1, Part 1, section 1, definition of *relevant provisions*, paragraph (b)—

Repeal

everything after “Parts II and XII of the”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), so far as those Parts relate, directly or indirectly, to the performance of functions relating to prospectuses, whether or not such functions have been made the subject of a transfer order under section 25 or 68 of this Ordinance;”.

- (10) Schedule 1, Part 1, section 1, definition of *relevant provisions*, after paragraph (b)—

Add

“(ba) Part 5 of the Companies Ordinance (of 2011), so far as that Part relates, directly or indirectly, to the performance of functions relating to—

- (i) the buy-back by a corporation of its own shares; or

- (ii) a corporation giving financial assistance for the acquisition of its own shares,

whether or not such functions have been made the subject of a transfer order under section 25 or 68 of this Ordinance;”.

- (11) Schedule 1, Part 1, section 1, definition of *relevant provisions*, paragraph (c)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (12) Schedule 1, Part 1, section 1, definition of *securities*, paragraph (i)—

Repeal

“section 29 of the Companies Ordinance (Cap. 32)”

Substitute

“section 10 of the Companies Ordinance (of 2011)”.

- (13) Schedule 1, Part 1, section 1, definition of *Stock Exchange Company*—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name The Stock Exchange of Hong Kong Limited, under the relevant Ordinance;”.

- (14) Schedule 1, Chinese text, Part 1, section 1, definition of *公司集團*—

Repeal

“控股公司”

Substitute

“控權公司”.

- (15) Schedule 1, Chinese text, Part 1, section 1, definition of **專業投資者**, paragraph (i)(ii) and (iii)—

Repeal

“控股公司”

Substitute

“控權公司”.

- (16) Schedule 1, Part 1, section 1—

Repeal the definitions of *articles* and *memorandum*.

- (17) Schedule 1, Part 1, section 1—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011);”.

- (18) Schedule 1, Chinese text, Part 1, section 3(a)(i) and (iii)—

Repeal

“控股公司”

Substitute

“控權公司”.

- (19) Schedule 1, Part 1, section 6(1)(a)(i)—

Repeal

“nominal value of which shares is equal to more than the nominal value of 10% of the issued share capital”

Substitute

“aggregate number of which shares is equal to more than 10% of the total number of issued shares”.

347. Schedule 5 amended (Regulated activities)

- (1) Schedule 5, Part 2, definition of *dealing in securities*, paragraphs (vii), (viii)(A), (ix)(A) and (x)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (2) Schedule 5, Part 2, definition of *securities margin financing*, paragraph (vi)—

Repeal

“share capital”

Substitute

“shares”.

- (3) Schedule 5, Chinese text, Part 2, definition of *就期貨合約提供意見*—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

- (4) Schedule 5, Chinese text, Part 2, definition of *就機構融資提供意見*—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”。

- (5) Schedule 5, Chinese text, Part 2, definition of ~~就證券提供意見~~

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”。

- (6) Schedule 5, Chinese text, Part 2, definition of ~~證券或期貨合約管理~~, paragraph (a)—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”。

348. Schedule 7 amended (Offers by intermediaries or representatives for Type 1, Type 4 or Type 6 regulated activity under section 175 of this Ordinance)

- (1) Schedule 7, Part 1, section 2(a), after “nominal value”—

Add

“(if any)”。

- (2) Schedule 7, Part 2, section 2(b)(i)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”。

- (3) Schedule 7, Part 2, section 3(b)(i), after “authorized capital”—

Add

“(if any), or the maximum number of shares issuable under the constitution,”.

- (4) Schedule 7, Part 2, section 3(b)(ii)—

Repeal

“that capital”

Substitute

“share capital”.

- (5) Schedule 7, Part 2, section 3(b)(iii)—

Repeal

“that capital”

Substitute

“the share capital”.

- (6) Schedule 7, Part 2, section 3, after “nominal value” (wherever appearing)—

Add

“(if any)”.

- (7) Schedule 7, Part 2, section 6(d), after “nominal value”—

Add

“(if any)”.

349. Schedule 8 amended (Securities and Futures Appeals Tribunal)

- (1) Schedule 8, Part 2, Division 1, item 71—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (2) Schedule 8, Part 2, Division 1, item 72—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

350. Schedule 10 amended (Savings, transitional, consequential and related provisions, etc.)

- (1) Schedule 10, Part 1, section 3, definition of *HKFECC*—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name HKFE Clearing Corporation Limited, under the relevant Ordinance;”.

- (2) Schedule 10, Part 1, section 3, definition of *HKSCC*—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name Hong Kong Securities Clearing Company Limited, under the relevant Ordinance;”.

- (3) Schedule 10, Part 1, section 3, definition of *SEOCH*—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name The SEHK Options Clearing House Limited, under the relevant Ordinance.”.

- (4) Schedule 10, Part 1, section 4, definition of *HKEC*—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name Hong Kong Exchanges and Clearing Limited, under the relevant Ordinance.”.

- (5) Schedule 10, Part 1, section 53(1)(b) and (c)—

Repeal

“non-Hong Kong company that has complied with the provisions of Part XI of the Companies Ordinance (Cap. 32) for the registration of documents”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

- (6) Schedule 10, Part 1, section 74(10)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (7) Schedule 10, Part 1, section 75(10)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (8) Schedule 10, Part 3, section 1(a) and (b)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

- (9) Schedule 10, Part 3, sections 2(a) and 3(a)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (10) Schedule 10, after Part 4—

Add

“Part 5

Savings and Transitional Provisions Relating to Consequential Amendments to Securities and Futures Ordinance (Cap. 571) made by Companies Ordinance (of 2011)

1. During the period during which section 128(3) and section 129(3) of the relevant Ordinance have a continuing effect under Schedule 10 of the Companies

Ordinance (of 2011) in relation to accounts of a corporation, section 332(5), despite its repeal, continues to apply to a report prepared under section 332, in relation to any information of that corporation.

2. During the period during which section 128(3) and section 129(3) of the relevant Ordinance have a continuing effect under Schedule 10 of the Companies Ordinance (of 2011) in relation to accounts of a corporation, section 336(11), despite its repeal, continues to apply to a register of interests in shares and short positions or an index of the names recorded in the register, in relation to any information of that corporation. Section 336(10)(b) is subject to section 336(11) during the period during which section 336(11) so continues to apply.
3. During the period during which section 128(3) and section 129(3) of the relevant Ordinance have a continuing effect under Schedule 10 of the Companies Ordinance (of 2011) in relation to accounts of a corporation, section 352(12), despite its repeal, continues to apply to a register of directors' and chief executives' interests and short positions or an index of the names recorded in the register, in relation to any information of that corporation. Section 352(11)(b) is subject to section 352(12) during the period during which section 352(12) so continues to apply.”.

Part 132

Amendment to Securities and Futures (Licensing and Registration) (Information) Rules (Cap. 571 sub. leg. S)

351. Schedule 1 amended (Meaning of terms “basic information” and “relevant information”)

Schedule 1, Part 1, section 2(e)—

Repeal

“the date of compliance with the provisions of Part XI of the Companies Ordinance (Cap. 32) relating to the

registration of documents”

Substitute

“the date of the certificate of registration issued in respect of the corporation under—

- (i) Part XI of the relevant Ordinance; or
- (ii) section 765 of Part 16 of the Companies Ordinance (of 2011)”.

Part 133

**Amendment to Securities and Futures
(Miscellaneous) Rules (Cap. 571 sub. leg. U)**

352. Section 5 amended (Persons prescribed as auditors for purposes of section 179 of Ordinance)

Section 5(1)(c)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

Part 134

**Amendments to Securities and Futures (Price
Stabilizing) Rules (Cap. 571 sub. leg. W)**

353. Section 2 amended (Interpretation)

Section 2(1), definition of *prospectus*, paragraphs (a) and (b)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

354. Section 3 amended (Application)

Section 3(d)(ii)(A)(I) and (II)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 135

**Amendment to Securities and Futures (Contracts Limits and Reportable Positions) Rules
(Cap. 571 sub. leg. Y)**

355. Section 4 amended (Restrictions on number of contracts held or controlled)

Section 4(10), Chinese text, definition of *充足財政能力*—

Repeal

“控股公司”

Substitute

“控權公司”.

Part 136

**Amendment to Securities and Futures (Levy) Rules
(Cap. 571 sub. leg. AA)**

356. Section 10 amended (Report)

(1) Section 10(2)(b)(i)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or the relevant Ordinance”.

(2) Section 10(2)(b)(ii)—

Repeal

“non-Hong Kong company and is registered under Part XI of that Ordinance”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

Part 137

Amendment to Securities and Futures (Investor Compensation-Levy) Rules (Cap. 571 sub. leg. AB)

357. Section 20 amended (Report)

Section 20(2)(b)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or the relevant Ordinance”.

Part 138

Amendment to Securities and Futures (Transfer of

**Functions-Investor Compensation Company)
Order (Cap. 571 sub. leg. AD)**

358. Section 2 amended (Interpretation)

Section 2—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name “Investor Compensation Company Limited” in English and “投資者賠償有限公司” in Chinese, under the relevant Ordinance.”.

Part 139

**Amendment to Securities and Futures (Transfer of
Functions-Stock Exchange Company) Order
(Cap. 571 sub. leg. AE)**

**359. Section 3 amended (Transfer of functions of the
Commission)**

Section 3—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 140

**Amendments to Securities and Futures (Fees)
Rules (Cap. 571 sub. leg. AF)**

360. Section 4 amended (Interpretation of Part 3)

- (1) Section 4, definition of *Codes*—

Repeal

“The Codes on Takeovers and Mergers and Share Repurchases”

Substitute

“The Codes on Takeovers and Mergers and Share Buy-backs”.

- (2) Section 4—

Repeal the definition of *off-market share repurchase*

Substitute

“*off-market share buy-back* (場外股份回購) has the meaning given by the Codes;”.

- (3) Section 4—

Repeal the definition of *off-market share repurchase circular*

Substitute

“*off-market share buy-back circular* (場外股份回購通告) means a document required to be submitted to the Executive under the Share Buy-backs Code in connection with an off-market share buy-back;”.

- (4) Section 4, definition of *relevant shares*, paragraph (b)—

Repeal

“repurchase” (wherever appearing)

Substitute

“buy-back”.

- (5) Section 4—

Repeal the definition of *Share Repurchase Code*

Substitute

“*Share Buy-backs Code* (《股份回購守則》) means the parts of the Codes respectively entitled “Introduction”, “Definitions”, “General Principles”, “Code on Share Buy-backs” and “Schedules”.”

361. Section 5 amended (Fees relating to offer documents, off-market share repurchase circulars and whitewash documents)

(1) Section 5, heading—

Repeal

“repurchase”

Substitute

“buy-back”.

(2) Section 5—

Repeal

“repurchase” (wherever appearing)

Substitute

“buy-back”.

362. Section 7 amended (Fees for hearings concerning compliance with Codes or any rulings under them)

(1) Section 7(1)(b)—

Repeal

“Share Repurchase Code”

Substitute

“Share Buy-backs Code”.

(2) Section 7(2)—

Repeal

“Share Repurchase Code”

Substitute

“Share Buy-backs Code”.

363. Section 8 amended (Fees for miscellaneous applications)

Section 8(1)—

Repeal

“Share Repurchase Code”

Substitute

“Share Buy-backs Code”.

364. Schedule 1 amended (Fees prescribed for purposes of section 395(1)(a)(i), (iii) and (iv) of Ordinance)

(1) Schedule 1, item 15—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(2) Schedule 1, item 21—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 141

Amendments to Securities and Futures (Disclosure of Interests-Exclusions) Regulation (Cap. 571 sub. leg. AG)

365. Section 2 amended (Interpretation)

Section 2, Chinese text, definition of 有條件要約, paragraph (b)—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

Part 142

Amendment to Tung Chung Cable Car Ordinance (Cap. 577)

366. Section 2 amended (Interpretation)

Section 2(1), definition of *MTR Corporation Limited*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of the incorporation”.

Part 143

Amendments to Deposit Protection Scheme Ordinance (Cap. 581)

367. Section 2 amended (Interpretation)

(1) Section 2(1)—

Repeal the definition of *holding company*

Substitute

“*holding company* (控權公司) has the meaning given by section 12 of the Companies Ordinance (of 2011) for the purposes of that Ordinance;”.

- (2) Section 2(1), definition of *liquidator*—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (3) Section 2(1), definition of *provisional liquidator*—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (4) Section 2(1), definition of *subsidiary*—

Repeal

“means a subsidiary within the meaning of section 2 of the Companies Ordinance (Cap. 32)”

Substitute

“has the meaning given by section 14 of the Companies Ordinance (of 2011) for the purposes of that Ordinance”.

368. Section 4 amended (Composition of Board)

Section 4(2)(b)(ii) and (iii), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

369. Section 35 amended (Maximum amount of compensation payable to a depositor)

Section 35(a)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

370. Section 38 amended (Subrogation)

Section 38(4) and (5)(a)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

371. Schedule 1 amended (Deposits specified for purposes of definitions of “protected deposit” and “relevant deposit” in section 2(1) of this Ordinance)

(1) Schedule 1, section 3, definition of *officer*, paragraph (b)—

Repeal

“assigned to it by section 2(1) of the Companies

Ordinance (Cap. 32)”

Substitute

“given by section 2(1) of the Companies Ordinance (of 2011)”.

- (2) Schedule 1, Chinese text, section 3, definition of **關連公司**, paragraphs (a) and (b)—

Repeal

“控股公司”

Substitute

“控權公司”.

372. Schedule 2 amended (Provisions relating to Board)

Schedule 2, Chinese text, section 4(b)(ii)(B) and (C)—

Repeal

“控股公司”

Substitute

“控權公司”.

Part 144

Amendments to Deposit Protection Scheme (Asset Maintenance) Rules (Cap. 581 sub. leg. C)

373. Section 3 amended (Assets in Hong Kong)

Section 3(2)(a) and (b), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”。

374. Section 10 amended (Service of notices)

Section 10(a)—

Repeal

“within the meaning of section 2 of the Companies Ordinance (Cap. 32)”

Substitute

“as defined by section 2(1) of the Companies Ordinance (of 2011)”.

Part 145

Amendments to Clearing and Settlement Systems Ordinance (Cap. 584)

375. Section 2 amended (Interpretation)

- (1) Section 2, definition of *directors' voluntary winding up statement*—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (2) Section 2, definition of *resolution for voluntary winding up*—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous

Provisions) Ordinance”.

376. Section 15 amended (Interpretation)

(1) Section 15(1)(b)—

Repeal

“Companies Ordinance (Cap. 32); and”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32);”.

(2) After section 15(1)(b)—

Add

“(ba) Part 15 of the Companies Ordinance (of 2011); and”.

377. Section 21 amended (Abrogation of statutory provisions relating to disclaimer of property, restriction on dispositions of property, etc.)

Section 21(a) and (b)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

378. Section 22 amended (Abrogation of statutory powers relating to adjustment of prior transactions)

Section 22(b)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

379. Section 23 amended (Net sum payable on completion of default arrangements provable in insolvency proceedings)

Section 23(2)(b) and (3)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 146

Amendments to Land Titles Ordinance (Cap. 585)

380. Section 2 amended (Interpretation)

(1) Section 2(1), definition of *company*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

(2) Section 2(1), definition of *company*, after paragraph (a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);”.

(3) Section 2(1), definition of *company*—

Repeal

“of the Companies Ordinance”

Substitute

“of the Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (4) Section 2(1), definition of *liquidator*—

Repeal

“assigned to it by section 2(1) of the Companies Ordinance”

Substitute

“given by section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

381. Section 27 amended (Voluntary transfer)

Section 27(2)(b)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

382. Section 37 amended (Form and effect of charges)

- (1) Section 37(2)—

Repeal

“Part III of the Companies Ordinance (Cap. 32)”

Substitute

“Part 8 of the Companies Ordinance (of 2011)”.

- (2) Section 37(2)—

Repeal

“provisions of the Companies Ordinance (Cap. 32)”

Substitute

“provisions of the Companies Ordinance (of 2011)”.

383. Section 68 amended (Transmission on liquidation)

Section 68(3), (4)(a) and (b)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

384. Section 71 amended (Registration of cautions)

Section 71(5)—

Repeal paragraph (a).

Part 147

Amendments to Financial Reporting Council Ordinance (Cap. 588)

385. Section 2 amended (Interpretation)

(1) Section 2(1), definition of *associated undertaking*, paragraph (a)(i)—

Repeal

“the Twenty-third Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“Schedule 1 to the Companies Ordinance (of 2011)”.

- (2) Section 2(1), definition of *audit*, paragraphs (a) and (c)(i)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance or the Companies Ordinance (of 2011)”.

- (3) Section 2(1), definition of *auditor*, paragraphs (a)(i) and (c)(i)(A)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance or the Companies Ordinance (of 2011)”.

- (4) Section 2(1), definition of *company*—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

- (5) Section 2(1), definition of *HKEC*—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name Hong Kong Exchanges

and Clearing Limited, under the relevant Ordinance;”.

- (6) Section 2(1), definition of *prospectus*—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (7) Section 2(1), definition of *Registrar of Companies*—

Repeal

“section 303(2) of the Companies Ordinance (Cap. 32)”

Substitute

“section 20(1) of the Companies Ordinance (of 2011)”.

- (8) Section 2(1), definition of *relevant undertaking*, paragraph (a)(i)—

Repeal

“the Twenty-third Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“Schedule 1 to the Companies Ordinance (of 2011)”.

- (9) Section 2(1), definition of *reporting accountant*, paragraph (a)(i)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (10) Section 2(1), definition of *specified report*, paragraph (a)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (11) Section 2(1)—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011);”.

386. Section 4 amended (Relevant irregularity)

Section 4(7)(a)(i)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance or section 421 of the Companies Ordinance (of 2011)”.

387. Section 51 amended (Preservation of secrecy)

(1) Section 51(3)(b)(ix)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous

Provisions) Ordinance”.

- (2) Section 51(3)(b)(xvi)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance or section 828 or 829 of the Companies Ordinance (of 2011)”.

- (3) Section 51(3)(c)(i) and (ii)(A)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

388. Section 60 amended (Service of notice, etc.)

- (1) Section 60(2)(b)(ii)—

Repeal

“registered office of the company within the meaning of the Companies Ordinance (Cap. 32)”

Substitute

“company’s registered office in Hong Kong”.

- (2) Section 60(2)(c) and (e)—

Repeal

“company to which Part XI of the Companies Ordinance (Cap. 32) applies”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of

2011)”).

389. Schedule 1 amended (Definitions of “relevant financial report” and “relevant requirement”)

- (1) Schedule 1, Part 1, definition of *relevant financial report*, paragraph (a)(i)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

- (2) Schedule 1, Part 1, definition of *relevant financial report*, after paragraph (a)(i)—

Add

“(ia) a copy of the financial statements of the corporation, which was sent under section 421 of the Companies Ordinance (of 2011) to a member;”.

- (3) Schedule 1, Part 1, definition of *relevant financial report*, paragraph (a)(ii)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance, or under section 777 of the Companies Ordinance (of 2011)”.

- (4) Schedule 1, Part 1, definition of *relevant financial report*, paragraph (a)(iii)—

Repeal

“in compliance with section 141CA of the Companies Ordinance (Cap. 32) to a person entitled to be sent the copy”

Substitute

“to a person entitled to be sent the copy in compliance with section 141CA of the relevant Ordinance, or to a member in accordance with section 432 of the Companies Ordinance (of 2011) or in compliance with section 435 of that Ordinance”.

- (5) Schedule 1, Part 1, definition of *relevant requirement*, paragraph (a)(i)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance or the Companies Ordinance (of 2011)”.

- (6) Schedule 1, Part 2, definition of *relevant financial report*, paragraph (a)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

- (7) Schedule 1, Part 2, definition of *relevant financial report*, after paragraph (a)—

Add

“(ab) a copy of the financial statements of the corporation, which was sent under section 421 of the Companies Ordinance (of 2011) to a member;”.

- (8) Schedule 1, Part 2, definition of *relevant financial report*, paragraph (b)—

Repeal

“in compliance with section 141CA of the Companies Ordinance (Cap. 32) to a person entitled to be sent the copy”

Substitute

“to a person entitled to be sent the copy in compliance with section 141CA of the relevant Ordinance, or to a member in accordance with section 432 of the Companies Ordinance (of 2011) or in compliance with section 435 of that Ordinance”.

- (9) Schedule 1, Part 2, definition of *relevant requirement*—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance or the Companies Ordinance (of 2011)”.

Part 148

Amendments to Unsolicited Electronic Messages Ordinance (Cap. 593)

390. Section 2 amended (Interpretation)

Section 2(1), definition of *Hong Kong company*, paragraph (a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

391. Section 44 amended (Service of notices for purposes of sections 34, 35, 36 and 38)

Section 44(2)—

Repeal

“(Cap. 32) shall be deemed to have its usual place of business at its registered office for the purposes of that Ordinance”

Substitute

“(of 2011) is deemed to have its usual place of business at its registered office in Hong Kong”.

Part 149

Amendment to Unsolicited Electronic Messages Regulation (Cap. 593 sub. leg. A)

392. Section 3 amended (Interpretation)

Section 3(2)—

Repeal

“(Cap. 32) shall be deemed to have its usual place of business at its registered office for the purposes of that Ordinance”

Substitute

“(of 2011) is deemed to have its usual place of business at its registered office in Hong Kong”.

Part 150

Amendment to Energy Efficiency (Labelling of Products) Ordinance (Cap. 598)

393. Section 47 amended (Service of notices, etc.)

Section 47(c)(ii)—

Repeal

“registered office of the company within the meaning of the Companies Ordinance (Cap. 32)”

Substitute

“company’s registered office in Hong Kong”.

Part 151

Amendment to West Kowloon Cultural District Authority Ordinance (Cap. 601)

394. Section 2 amended (Interpretation)

Section 2, definition of *subsidiary*—

Repeal

everything after “body corporate that is”

Substitute

“a subsidiary of the Authority within the meaning of section 14 of the Companies Ordinance (of 2011) for the purposes of that Ordinance;”.

Part 152

Amendment to Race Discrimination Ordinance (Cap. 602)

395. Section 13 amended (Exception for employment of person with special skills, knowledge or experience)

Section 13(3)(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

Part 153

Amendments to Bunker Oil Pollution (Liability and Compensation) Ordinance (Cap. 605)

396. Section 30 amended (Service of notice etc.)

(1) Section 30(c)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

(2) Section 30(c)(ii)—

Repeal

“registered office of the company within the meaning of that Ordinance”

Substitute

“company’s registered office in Hong Kong”.

Part 154

Amendment to Arbitration Ordinance (Cap. 609)

397. Section 2 amended (Interpretation)

Section 2(1), definition of *HKIAC*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of the incorporation”.

Part 155

Amendment to Buildings Energy Efficiency Ordinance (Cap. 610)

398. Section 47 amended (Issue of notice etc.)

Section 47(1)(c)(ii)—

Repeal

“registered office of the company within the meaning of the Companies Ordinance (Cap. 32)”

Substitute

“company’s registered office in Hong Kong”.

Part 156

**Amendments to Society of Boys’ Centres
Incorporation Ordinance (Cap. 1008)**

399. Section 8 amended (Registration)

(1) Section 8(3)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32) for the registration of a document required to be registered under the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011) for the registration of a document required to be registered under that Ordinance”.

(2) Section 8(4)—

Repeal

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 157

Amendments to Hong Kong and China Gas Company (Transfer of Incorporation) Ordinance (Cap. 1022)

400. Long title amended

Long title, after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of the incorporation”.

401. Section 2 amended (Interpretation)

(1) Section 2(1)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

(2) Section 2(2)—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011);”.

402. Section 3 amended (Delivery of documents to Registrar and fee)

(1) Section 3(2)(b) and (g)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

- (2) Section 3(2)(h)—

Repeal

“Companies Ordinance (Cap. 32)” (wherever appearing)

Substitute

“relevant Ordinance”.

- (3) Section 3(3)—

Repeal

everything after “Registrar”

Substitute

“on its deemed incorporation under the relevant Ordinance, and the company is exempt from any other fees under the Companies Ordinance (of 2011) in respect of the capitalization at any time of any amount standing, on the transfer date, to the credit of the company’s share premium account.”.

403. Section 4 amended⁵ (Deemed incorporation under Companies Ordinance)

- (1) Section 4, heading—

Repeal

“Companies Ordinance”

Substitute

“the relevant Ordinance”.

- (2) Section 4(1)—

⁵ In the English text, “(Cap. 32)” is not in the loose-leaf edition.

Repeal

“Companies Ordinance (Cap. 32)

Substitute

“relevant Ordinance”.

- (3) Section 4(2)—

Repeal paragraph (a)

Substitute

- “(a) the company is deemed to be a company duly incorporated under the relevant Ordinance;
- (ab) subject to this Ordinance, the Companies Ordinance (of 2011) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) extend and apply to the company, and persons and matters associated with the company;
- (ac) the company is capable of exercising all the functions of a company incorporated under the relevant Ordinance and having perpetual succession and a common seal;
- (ad) the members are liable to contribute to the assets of the company in the event of its being wound up as is mentioned in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); and”.

- (4) Section 4(2)(b)—

Repeal

everything after “Part XI”

Substitute

“of the relevant Ordinance ceases to apply to the company and the Registrar must retain such of the documents relating to the company and registered pursuant to that Part and Part XII of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) as the Registrar thinks fit.”.

(5) Section 4(4)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

404. Section 5 amended (Application of Companies Ordinance to the company)

(1) Section 5—

Repeal subsection (1)

Substitute

“(1) Section 103(1)(a) and (b) of the Companies Ordinance (of 2011) and section 43(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) do not apply to the company.”.

(2) Section 5(2)—

Repeal

“anything in the Companies Ordinance (Cap. 32)”

Substitute

“anything in the relevant Ordinance”.

(3) Section 5(2)(a), (b) and (c)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

(4) Section 5(3) and (4)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

405. Schedule amended

(1) Schedule—

Repeal

“[ss. 3 & 6]”

Substitute

“[s. 6]”.

(2) Schedule, Chinese text, clause 3(I), (O) and (W)—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

Part 158

**Amendment to Hong Kong Tuberculosis, Chest
and Heart Diseases Association Incorporation
Ordinance (Cap. 1024)**

**406. Section 9 amended (Registration with the Registrar of
Companies)**

Section 9(4)—

Repeal

“appointed under section 305 of the Companies

Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 159

Amendments to Hop Yat Church of The Church of Christ in China Incorporation Ordinance (Cap. 1027)

407. Section 9 amended (Registration)

(1) Section 9(3)—

Repeal

“prescribed under section 305 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

(2) Section 9(4)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 160

Amendments to Masonic Benevolence Fund Incorporation Ordinance (Cap. 1034)

408. Section 8 amended (Fees)

(1) Section 8(1)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

(2) Section 8(2)—

Repeal

“prescribed under section 305 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 161

**Amendments to St. Stephen’s College Council
Incorporation Ordinance (Cap. 1049)**

409. Section 6B amended (Particulars to be delivered to Registrar of Companies)

(1) Section 6B(3)—

Repeal

“prescribed under the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

- (2) Section 6B(4)—

Repeal

“prescribed in the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 162

**Amendments to Zetland Hall Trustees
Incorporation Ordinance (Cap. 1055)**

410. Section 9 amended (Fees)

- (1) Section 9(1)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

- (2) Section 9(2)—

Repeal

“prescribed under section 305 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 163

**Amendments to Hong Kong Society for the
Protection of Children Incorporation Ordinance
(Cap. 1058)**

411. Section 8 amended (Registration)

(1) Section 8(3)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

(2) Section 8(4)—

Repeal

“prescribed by section 305 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 164

**Amendments to The Council of Ling Liang
World-Wide Evangelistic Mission Hong Kong
Ling Liang Church Incorporation Ordinance
(Cap. 1079)**

412. Section 9 amended (Registration)

(1) Section 9(3)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32) for the inspection of a document

under section 305 of that Ordinance”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011) for the inspection of a document under section 43 of that Ordinance”.

(2) Section 9(4)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 165

**Amendment to Franciscan Missionaries of Mary
Incorporation Ordinance (Cap. 1082)**

413. Section 6 amended (Appointment of Mother Superior and registration of particulars)

Section 6(4)—

Repeal

“in accordance with the Eighth Schedule of the Companies Ordinance (Cap. 32)”

Substitute

“as required by the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 166

Amendments to Caritas—Hong Kong

Incorporation Ordinance (Cap. 1092)

414. Section 7 amended (Registration with Registrar of Companies)

(1) Section 7(3)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

(2) Section 7(4)—

Repeal

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 167

Amendments to St. Paul’s College Council Incorporation Ordinance (Cap. 1102)

415. Section 7 amended (Registration with Registrar of Companies)

(1) Section 7(3)—

Repeal

“prescribed under section 305 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25

of the Companies Ordinance (of 2011)”.

- (2) Section 7(4)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 168

Amendments to The Hong Kong Institution of Engineers Ordinance (Cap. 1105)

416. Section 11 amended (Particulars to be delivered to the Registrar of Companies)

- (1) Section 11(5)—

Repeal

“prescribed under section 305 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

- (2) Section 11(6)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 169

Amendment to Hong Kong Productivity Council Ordinance (Cap. 1116)

417. Section 2 amended (Interpretation)

Section 2, definition of *company*—

Repeal

everything after “a company”

Substitute

“limited by shares and registered under the Companies Ordinance (Cap. 32) as in force at the time of the registration or the Companies Ordinance (of 2011);”.

Part 170

Amendments to The English Schools Foundation Ordinance (Cap. 1117)

418. Section 4 amended (Objects and powers of Foundation)

Section 4(4), after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of the incorporation or the Companies Ordinance (of 2011)”.

419. Section 6 amended (Composition of Board of Governors)

Section 6(4)(b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of the incorporation”.

420. Section 26 amended (Registration with Registrar of

Companies)

- (1) Section 26(3)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

- (2) Section 26(5)—

Repeal

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 171

**Amendments to The St. Stephen’s Girls’ College
Council Incorporation Ordinance (Cap. 1121)**

**421. Section 9 amended (Registration with Registrar of
Companies)**

- (1) Section 9(3)—

Repeal

“prescribed under section 305 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

(2) Section 9(4)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 172

Amendments to Community Chest of Hong Kong Ordinance (Cap. 1122)

422. Section 13 amended (Certain instruments and particulars to be delivered to Registrar of Companies)

(1) Section 13(3)—

Repeal

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

(2) Section 13(4)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 173

Amendments to Diocesan Boys' School Committee Incorporation Ordinance (Cap. 1123)

423. Section 9 amended (Registration with Registrar of Companies)

(1) Section 9(3)—

Repeal

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

(2) Section 9(4)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 174

Amendments to Council of the Diocesan Girls' School Incorporation Ordinance (Cap. 1124)

424. Section 9 amended (Registration with Registrar of Companies)

(1) Section 9(3)—

Repeal

“prescribed under section 304(1A) of the Companies

Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

- (2) Section 9(4)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 175

Amendments to Diocesan Preparatory School Council Incorporation Ordinance (Cap. 1125)

425. Section 9 amended (Registration with Registrar of Companies)

- (1) Section 9(3)—

Repeal

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

- (2) Section 9(4)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 176

Amendments to Hong Kong Sea Cadet Corps Ordinance (Cap. 1134)

426. Section 10 amended (Particulars to be delivered to Registrar of Companies)

(1) Section 10(4)—

Repeal

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

(2) Section 10(5)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 177

Amendments to Standard Chartered Asia Limited Ordinance (Cap. 1136)

427. Section 2 amended (Interpretation)

Section 2(1), definition of *excluded items*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011)”.

428. Section 13 amended (Saving for SC Asia)

Section 13—

Repeal

“memorandum and”.

Part 178

**Amendments to Royal Bank of Scotland
Ordinance (Cap. 1138)**

429. Preamble amended

Preamble, paragraphs (a) and (b)—

Repeal

“registered under Part XI of the Companies Ordinance (Cap. 32) as a non-Hong Kong company”

Substitute

“a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011)”.

430. Section 2 amended (Interpretation)

(1) Section 2(1), definition of *authorized representative*—

Repeal

everything after “means”

Substitute

“an authorized representative as defined by section 762(1) of the Companies Ordinance (of 2011);”.

- (2) Section 2(1), definition of *property*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011)”.

- (3) Section 2(1)—

Repeal the definitions of *the registrar* and *subsidiary*.

431. Section 15 amended (Reserves and profits and losses transferred)

Section 15(4), after “Companies Ordinance (Cap. 32)”—

Add

“as in force on the appointed day”.

Part 179

**Amendments to The Spiritual Assembly of the
Baha’is of Hong Kong Incorporation Ordinance
(Cap. 1143)**

432. Section 2 amended (Interpretation)

- (1) Section 2, definition of *company*—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name “The National Spiritual Assembly of the Baha’is of Hong Kong, under the relevant Ordinance;”.

- (2) Section 2, English text, definition of *employee*, paragraph (b)—

Repeal the full stop

Substitute a semicolon.

- (3) Section 2—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011).”.

433. Section 11 amended (Dissolution of the company)

- (1) Section 11(1)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

- (2) Section 11(2)—

Repeal paragraph (a).

- (3) Section 11(2)(b)—

Repeal

“section 291B of the Companies Ordinance (Cap. 32) shall apply”

Substitute

“section 745 of the Companies Ordinance (of of

2011) applies”.

Part 180

Amendment to Rainier International Bank (Transfer of Hong Kong Undertaking) Ordinance (Cap. 1144)

434. Section 2 amended (Interpretation)

Section 2(1), definition of *Hong Kong undertaking*, paragraph (iv), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 181

Amendments to First Pacific Bank Limited Ordinance (Cap. 1146)

435. Section 2 amended (Interpretation)

Section 2(1), definition of *excluded property*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011)”.

436. Section 15 amended (Saving for companies)

Section 15—

Repeal

“and memorandum”.

Part 182

Amendments to The Hong Kong Institute of Architects Incorporation Ordinance (Cap. 1147)

437. Section 11 amended (Particulars to be delivered to the Registrar of Companies)

(1) Section 11(5)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32) for the inspection of a document under section 305”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011) for the inspection of a document under section 43(2) of that Ordinance”.

(2) Section 11(6)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 183

Amendments to The Hong Kong Institute of Surveyors Ordinance (Cap. 1148)

438. Section 11 amended (Particulars to be delivered to the Registrar of Companies)

(1) Section 11(5)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32) for the inspection of a document under section 305”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011) for the inspection of a document under section 43(2) of that Ordinance”.

(2) Section 11(6)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 184

Amendments to Dao Heng Bank Limited Ordinance (Cap. 1152)

439. Section 2 amended (Interpretation)

Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011)”.

440. Section 16 amended (Saving for companies)

Section 16—

Repeal

“and memorandum”.

Part 185

**Amendments to The Hong Kong Institute of
Planners Incorporation Ordinance (Cap. 1153)**

**441. Section 11 amended (Particulars to be delivered to the
Registrar of Companies)**

(1) Section 11(5)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32) for the inspection of a document under section 305”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011) for the inspection of a document under section 43(2) of that Ordinance”.

(2) Section 11(6)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 186

**Amendment to Middle East Finance International
Limited (Transfer of Undertaking) Ordinance**

(Cap. 1154)

442. Section 2 amended (Interpretation)

Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 187

**Amendments to The Bank of Tokyo-Mitsubishi
(Merger of Subsidiaries) Ordinance (Cap. 1161)**

443. Section 2 amended (Interpretation)

Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011)”.

444. Section 19 amended (Saving for companies)

Section 19—

Repeal

“memorandum and”.

Part 188

**Amendments to The Hong Kong Institute of
Landscape Architects Incorporation Ordinance
(Cap. 1162)**

445. Section 11 amended (Particulars to be delivered to the Registrar of Companies)

(1) Section 11(5)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32) for the inspection of a document under section 305 of that Ordinance”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011) for the inspection of a document under section 43(2) of that Ordinance”.

(2) Section 11(6)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 189

**Amendment to Lingnan University Ordinance
(Cap. 1165)**

446. Section 2 amended (Interpretation)

Section 2, definitions of *Lingnan Education Organization Limited* and *Lingnan University Alumni Association (Hong Kong) Limited*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 190

Amendments to Order of Friars Minor in Hong Kong Incorporation Ordinance (Cap. 1166)

447. Section 7 amended (Registration with Registrar of Companies)

(1) Section 7(4)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32) for the inspection of a document under section 305 of that Ordinance”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011) for the inspection of a document under section 43(2) of that Ordinance”.

(2) Section 7(5)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2011)”.

Part 191

Amendments to Bank of China (Hong Kong) Limited (Merger) Ordinance (Cap. 1167)

448. Section 2 amended (Interpretation)

(1) Section 2(1), definition of *excluded property and liabilities*, paragraph (b), after “Companies Ordinance

(Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011)”.

- (2) Section 2(1), definition of *Registrar of Companies*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force on the day of the appointment”.

- (3) Section 2(1), definition of *subsidiary*—

Repeal

“assigned to it by section 2(4) of the Companies Ordinance (Cap. 32)”

Substitute

“given by section 14 of the Companies Ordinance (of 2011) for the purposes of that Ordinance”.

449. Section 21 amended (Saving for companies)

Section 21—

Repeal

“memorandum and articles of association”

Substitute

“articles of association, and its memorandum of association (if applicable),”.

Part 192

**Amendments to The Bank of East Asia, Limited
Ordinance (Cap. 1168)**

450. Section 2 amended (Interpretation)

Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011)”.

451. Section 17 amended (Saving for companies)

Section 17—

Repeal

“memorandum and”.

Part 193

**Amendments to Mizuho Corporate Bank, Ltd.
(Hong Kong Consolidation) Ordinance (Cap.
1169)**

452. Preamble amended

Preamble, Chinese text, paragraph (e)—

Repeal

“控股公司”

Substitute

“控權公司”.

453. Section 2 amended (Interpretation)

Section 2(1), definition of *subsidiary*—

Repeal

“assigned to it by section 2 of the Companies

Ordinance (Cap. 32)”

Substitute

“given by section 14 of the Companies Ordinance (of 2011) for the purposes of that Ordinance”.

Part 194

**Amendments to The Bank of East Asia, Limited
(Merger) Ordinance (Cap. 1170)**

454. Section 2 amended (Interpretation)

Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011)”.

455. Section 17 amended (Saving for companies)

Section 17—

Repeal

“memorandum and”.

Part 195

**Amendments to CITIC Ka Wah Bank Limited
(Merger) Ordinance (Cap. 1171)**

456. Section 2 amended (Interpretation)

(1) Section 2(1), definition of *excluded property and liabilities*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011)”.

- (2) Section 2(1), definition of *Registrar of Companies*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force on the day of the appointment”.

457. Section 18 amended (Saving for companies)

Section 18—

Repeal

“memorandum and” (wherever appearing).

Part 196

**Amendments to Dao Heng Bank Limited (Merger)
Ordinance (Cap. 1172)**

458. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011)”.

- (2) Section 2(1), definition of *Registrar of Companies*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force on the day of the appointment”.

- (3) Section 2(1), definition of *subsidiary*—

Repeal

“assigned to it by section 2 of the Companies Ordinance (Cap. 32)”

Substitute

“given by section 14 of the Companies Ordinance (of 2011) for the purposes of that Ordinance”.

459. Section 18 amended (Saving for companies)

- (1) Section 18—

Repeal

“Dao Heng Bank to alter its memorandum and”

Substitute

“Dao Heng Bank to alter its”.

- (2) Section 18—

Repeal

“DBS Group to alter its memorandum and articles of association”

Substitute

“DBS Group to alter its articles of association, and its memorandum of association (if applicable),”.

Part 197

**Amendments to The Bank of East Asia, Limited
(Merger of Subsidiaries) Ordinance (Cap. 1173)**

460. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)” —

Add

“as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011)”.

- (2) Section 2(1), definition of *Registrar of Companies*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force on the day of the appointment”.

461. Section 16 amended (Saving for companies)

Section 16—

Repeal

“memorandum and” (wherever appearing).

Part 198

Amendments to Standard Chartered Bank (Hong Kong) Limited (Merger) Ordinance (Cap. 1174)

462. Preamble amended

Preamble, Chinese text, paragraph (g)—

Repeal

“控股公司”

Substitute

“控權公司”.

463. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property and liabilities*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011)”.

- (2) Section 2(1), definition of *Registrar of Companies*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force on the day of the appointment”.

- (3) Section 2(1), definition of *subsidiary*—

Repeal

“assigned to it by section 2(4) of the Companies Ordinance (Cap. 32)”

Substitute

“given by section 14 of the Companies Ordinance (of 2011) for the purposes of that Ordinance”.

464. Section 19 amended (Saving for companies)

- (1) Section 19—

Repeal

“Standard Chartered Bank (Hong Kong) to alter its memorandum and”

Substitute

“Standard Chartered Bank (Hong Kong) to alter its”.

- (2) Section 19—

Repeal

“Standard Chartered Group to alter its memorandum and articles of association”

Substitute

“Standard Chartered Group to alter its articles of association, and its memorandum of association (if applicable),”.

Part 199

Amendments to Wing Hang Bank, Limited (Merger) Ordinance (Cap. 1176)

465. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)” —

Add

“as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011)”.

- (2) Section 2(1), definition of *Registrar of Companies*, after “Companies Ordinance (Cap. 32)” —

Add

“as in force on the day of the appointment”.

- (3) Section 2(1), definition of *subsidiary* —

Repeal

“assigned to it by section 2 of the Companies Ordinance (Cap. 32)”

Substitute

“given by section 14 of the Companies Ordinance (of 2011) for the purposes of that Ordinance”.

466. Section 18 amended (Saving for companies)

Section 18 —

Repeal

“memorandum and” (wherever appearing).

Part 200

Amendments to Citibank (Hong Kong) Limited (Merger) Ordinance (Cap. 1177)

467. Preamble amended

Preamble, Chinese text, paragraph (d)—

Repeal

“控股公司”

Substitute

“控權公司”.

468. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property and liabilities*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011)”.

- (2) Section 2(1)—

Repeal the definition of *Registrar of Companies*.

- (3) Section 2(1), definition of *subsidiary*—

Repeal

“assigned to it by section 2(4) of the Companies Ordinance (Cap. 32)”

Substitute

“given by section 14 of the Companies Ordinance

(of 2011) for the purposes of that Ordinance”.

469. Section 15 amended (Saving for companies)

Section 15—

Repeal

“Citibank (Hong Kong) to alter its memorandum and”

Substitute

“Citibank (Hong Kong) to alter its”.

Part 201

**Amendments to Industrial and Commercial Bank
of China (Asia) Limited (Merger) Ordinance (Cap.
1178)**

470. Preamble amended

Preamble, Chinese text, paragraph (c)—

Repeal

“控股公司”

Substitute

“控權公司”.

471. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)” —

Add

“as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011)”.

(2) Section 2(1), definition of *subsidiary*—

Repeal

“assigned to it by section 2 of the Companies Ordinance (Cap. 32)”

Substitute

“given by section 14 of the Companies Ordinance (of 2011) for the purposes of that Ordinance”.

472. Section 18 amended (Saving for companies)

Section 18—

Repeal

“ICBC (Asia) to alter its memorandum and”

Substitute

“ICBC (Asia) to alter its”.”.