

**For Reference Only**

**Proposed new Schedule 9A to the Companies Bill  
Consequential amendments to other ordinances and  
subsidiary legislation pursuant to the Companies Bill**

**Marked-up version****Part 1****Amendment to Interpretation and General Clauses Ordinance (Cap. 1)****Section 1**

Chapter:	1	Title:	INTERPRETATION AND GENERAL CLAUSES ORDINANCE
Section:	88	Heading:	<b>Provisions supplementary to section 84</b>

(3) Such a notice may be served-

- (a) on a body corporate, by serving it on a person who is an officer of the body within the meaning of section 2(1) of the Companies Ordinance (~~Cap 32~~)( of 2011); and
- (b) on a partnership, by serving it on one of the partners.

**Part 2**

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

**Section 2**

Chapter:	1C	Title:	SPECIFICATION OF PUBLIC OFFICES
Schedule:		Heading:	<b>SCHEDULE</b>

Public Office	Ordinance or section of Ordinance for which specified
Director-General of Trade and Industry	Reserved Commodities (Control of Sales by Wholesale) Regulations (Chapter 296 subsidiary legislation B). (L.N. 51 of 1984)
<del>Financial Secretary</del>	<del>Companies Ordinance (Chapter 32), sections 124(2), 128(3), 129(3) and 129A(2); and paragraphs 6(b), 13(2), 18(4), 27(1) and 28(3) of the Tenth Schedule, only. (L.N. 86 of 1978; 12 of 2005 s. 20)</del>
<del>Financial Secretary</del>	<del>Companies Ordinance (Chapter 32), section 157E(4)(a). (L.N. 57 of 1989)</del>
Financial Secretary	Customs and Excise Service (Welfare Fund) Regulation (Chapter 342 subsidiary legislation C), section 8. (L.N. 389 of 1990; 10 of 2005 s. 220)

## Part 3 Amendment to High Court Ordinance (Cap. 4)

### Section 3

Chapter:	4	Title:	HIGH COURT ORDINANCE
Section:	21D	Heading:	<b>Sale of property in execution of judgment</b>

(1) The following property is liable to attachment and sale in execution of a judgment, namely, land, goods, money, bank notes, cheques, bills of exchange, promissory notes, Government stock, bonds, or other securities for money, debts, shares in the capital or joint stock of any company or corporation, (other than a private company within the meaning of ~~section 29 of the Companies Ordinance (Cap 32)~~ [section 10 of the Companies Ordinance \( \\_\\_\\_\\_\\_ of 2011\)](#)) and all other property whatsoever, whether movable or immovable, belonging to the judgment debtor, and whether the same is held in his own name or by another person in trust for him or on his behalf:

Provided that the following property shall not be so liable, namely, the tools (if any) of the trade of the judgment debtor and the necessary wearing apparel and bedding of him and his family dependent on and residing with him, to a value, inclusive of tools and apparel and bedding, not exceeding \$10000 in the whole.

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

### Section 4

Chapter:	4A	Title:	THE RULES OF THE HIGH COURT
Order:	1	Heading:	<b>CITATION, APPLICATION, INTERPRETATION AND FORMS</b>

#### **2. Application** (O. 1, r. 2)

(1) Subject to the following provisions of this rule, these rules shall have effect in relation to all proceedings in the High Court.

(2) These rules shall not have effect in relation to proceedings of the kinds specified in the first column of the following Table (being proceedings in respect of which rules may be made under the enactments specified in the second column of that Table)-

#### TABLE

	Proceedings	Enactments
1.	Bankruptcy proceedings.	Bankruptcy Ordinance (Cap 6), section 113.
2.	Proceeding relating to the winding-up of companies.	<del>Companies Ordinance</del> <a href="#">Companies (Winding Up and Miscellaneous Provisions) Ordinance</a> (Cap 32), section 296.

### Section 5

Chapter:	4A	Title:	THE RULES OF THE HIGH COURT
Order:	102	Heading:	<del>THE COMPANIES ORDINANCE</del> <a href="#">THE COMPANIES ORDINANCE AND THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE</a>

#### **1. Definitions** (O. 102, r. 1)

In this Order-

"the Ordinance" (條例) means the Companies Ordinance (Cap 32).

## 2. Applications to be made by originating summons (O. 102, r. 2)

(1) Except in the case of applications made in proceedings relating to the winding up of companies, applications made pursuant to ~~section 168A of the Ordinance and the applications mentioned in rule 5, every application under the Ordinance~~ 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) may be made by originating summons.

(2) An originating summons under this rule shall be in Form No. 10 in Appendix A unless the application made by the summons is-

- (a) an application under ~~section 167 of the Ordinance for an order to make provision for all or any of the matters mentioned in subsection (1)~~ 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) of that section where an order sanctioning the compromise or arrangement to which the application relates has previously been made, or
- (b) an application under section 302 of ~~the Ordinance~~ the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) for an order directing a receiver or manager of a company to make good any such default as is mentioned in subsection (1) of that section, or
- (c) an application under section 306 of ~~the Ordinance~~ the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or section 886 of the Companies Ordinance (\_\_\_\_\_ of 2011) for an order directing a company and any officer thereof to make good any such default as is mentioned in that section.

(4) An application under ~~section 168BD of the Ordinance~~ section 722 of the Companies Ordinance (\_\_\_\_\_ of 2011) for leave to dispense with the service of a written notice required by that section may be made by ex parte originating summons.

## 5. Applications to be made by petition (O. 102, r. 5)

- (1) The following applications ~~under the Ordinance~~ must be made by petition, namely applications-
- (a) under ~~section 8~~section 84(5) of the Companies Ordinance (\_\_\_\_\_ of 2011) to cancel the alteration of a private company's objects, (28 of 2003 s. 120)
  - (b) under ~~section 25A to cancel the alteration of a condition contained in a private company's memorandum~~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, (28 of 2003 s. 120)
  - (c) ~~under section 48B to confirm a reduction of the share premium account of a company,~~
  - (d) ~~under section 50 to sanction the issue by a company of shares at a discount,~~
  - (e) ~~under section 49 to confirm a reduction of the capital redemption reserve fund of a company,~~
  - (f) under ~~section 59~~section 221 of the Companies Ordinance (\_\_\_\_\_ of 2011) to confirm a reduction of the share capital of a company,
  - (g) under ~~section 64 to cancel any variation or abrogation of the rights attached to section 177 of the Companies Ordinance~~ (\_\_\_\_\_ of 2011) to disallow any variation or abrogation of the rights attached to shares in any class of shares in a company,
  - (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,
  - (h) under ~~section 166~~section 664 of the Companies Ordinance (\_\_\_\_\_ of 2011) to sanction a compromise or arrangement between a company and its creditors or any class of them or between a company and its members or any class of them,

- (i) under ~~section 291(7) for an order restoring the name of a company to the register~~ section 753 of the Companies Ordinance ( \_\_\_\_\_ of 2011) for the restoration of a company to the Companies Register, where the application is made in conjunction with an application for the winding up of the company,
- (j) under ~~section 323~~ section 805 of the Companies Ordinance ( \_\_\_\_\_ of 2011) to cancel the alteration of the form of a company's constitution, and
- (k) under ~~section 358(2)~~ section 892 of the Companies Ordinance ( \_\_\_\_\_ of 2011) for relief from liability of an officer of a company or a person employed by a company as auditor.

## 6. Entitlement of proceedings (O. 102, r. 6)

(2) Every originating summons and petition by which any such proceedings are begun and all affidavits, notices and other documents in those proceedings must be entitled in the matter of the company in question and in the matter of the ~~Ordinance~~ Companies Ordinance ( \_\_\_\_\_ of 2011) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).

## 7. Case management summons (O. 102, r. 7)

(1) After presentation of a petition by which any such application as is mentioned in rule 5 is made, the petitioner, except where his application is one of those mentioned in paragraph (2), must take out a case management summons under this rule.

(2) The applications referred to in paragraph (1) are-

- (a) ~~an application under section 50 of the Ordinance to sanction the issue by a company of shares at a discount,~~
- (b) ~~an application under 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~~ 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)), and
- (c) ~~an application under section 291(7) of the Ordinance for an order restoring the name of a company to the register~~ section 753 of the Companies Ordinance ( \_\_\_\_\_ of 2011) for the restoration of a company to the Companies Register.

(3) On the hearing of the summons the Court may by order give such directions as to the proceedings to be taken before the hearing of the petition as it thinks fit including, in particular, directions for the publication of notices and the making of any inquiry.

(4) Where the application made by the petition is to confirm a reduction of the share capital, ~~the share premium account or the capital redemption reserve fund,~~ of a company, then, without prejudice to the generality of paragraph (3), the Court may give directions-

- (a) for an inquiry to be made as to the debts of, and claims against, the company or as to any class or classes of such debts or claims;
- (b) as to the proceedings to be taken for settling the list of creditors entitled to object to the reduction and fixing the date by reference to which the list is to be made;

and the power of the Court under ~~section 59(3) of the Ordinance to direct that section 59(2) thereof~~ section 221(3) of the Companies Ordinance ( \_\_\_\_\_ of 2011) to direct that section 222 of that Ordinance shall not apply as regards any class or classes of creditors may be exercised on any hearing of the summons.

(5) Rules 8 to 13 shall have effect subject to any directions given by the Court under this rule.

## 14. Certifying lists of creditors entitled to object to reduction (O. 102, r. 14)

The list of creditors entitled to object to such reduction as is mentioned in rule 7(4), as settled by the

Court under ~~section 59(2) of the Ordinance~~ section 222 of the Companies Ordinance ( \_\_\_\_\_ of 2011) shall be certified and filed by the Registrar and his certificate shall-

- (a) specify the debts or claims (if any) disallowed by the Court,
- (b) distinguish the debts or claims (if any) the full amount of which is admitted by the company, the debts or claims (if any) the full amount of which, though not admitted by the company, the company is willing to appropriate, the debts or claims (if any) the amount of which has been fixed by adjudication of the Court under ~~section 59(2) of the Ordinance~~ section 222 of the Companies Ordinance ( \_\_\_\_\_ of 2011) and other debts or claims;
- (c) specify the total amount of the debts or claims payment of which has been secured by appropriation under ~~the said section 59(2)~~ section 222 of the Companies Ordinance ( \_\_\_\_\_ of 2011);

#### **17. Restriction on taking effect of order under section 50 (O. 102, r. 17)**

~~Unless the Court otherwise directs, an order under section 50 of the Ordinance sanctioning the issue of shares at a discount shall direct that an office copy of the order be delivered to the Registrar of Companies within 10 days after the making of the order or such extended time as the Court may allow and that the order shall not take effect until such copy has been so delivered.~~

#### **Section 6**

Chapter:	4A	Title:	THE RULES OF THE HIGH COURT
Order:	115	Heading:	<b>DRUG TRAFFICKING (RECOVERY OF PROCEEDS) ORDINANCE (CAP 405)</b>

#### **32. Service of documents (O. 115, r. 32)**

(4) A body corporate which is not incorporated in Hong Kong and which is not ~~registered under Part XI of the Companies Ordinance (Cap 32)~~ a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011) may be served by leaving the document to be served at or by sending it by registered mail to the registered office or principal place of business of that body corporate.

## **Part 5 Amendments to Bankruptcy Ordinance (Cap. 6)**

#### **Section 7**

Chapter:	6	Title:	BANKRUPTCY ORDINANCE
Section:	30B	Heading:	<b>Early discharge of bankrupt</b>

(2) The court shall not make an order under this section if the bankrupt-  
(g) has after the date of the bankruptcy order continued to act as a director or taken part in the management of a company, except with the leave of the court, contrary to section 156 of the ~~Companies Ordinance (Cap 32)~~ 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);

#### **Section 8**

Chapter:	6	Title:	BANKRUPTCY ORDINANCE
Section:	111	Heading:	<b>Exclusion of corporations, companies and limited partnerships</b>

Application of Ordinance

A bankruptcy order shall not be made ~~against any corporation, or against any association or company registered under the Companies Ordinance (Cap 32), or any enactment repealed by that Ordinance, or against any partnership registered under the Limited Partnerships Ordinance (Cap 37).~~  
~~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)**

#### **Section 9**

Chapter:	8	Title:	EVIDENCE ORDINANCE
Section:	20	Heading:	<b>Copy of entry in banker's record</b>

(5) In relation to any criminal proceedings-

(a) this section shall apply to any document or record used in the ordinary business of a body designated by the Financial Secretary under section 19B(1) for the purposes of such criminal proceedings as it applies to a banker's record, and a reference in this section to a bank shall, in its application to such document or record, be construed as a reference to the body so designated; but (b) this section shall not apply to any document or record used-

(i) by a deposit-taking company or restricted licence bank which is a company registered under Part I or 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) or under Part 3 or 17 of the Companies Ordinance ( \_\_\_\_\_ of 2011);

(ii) by a deposit-taking company or restricted licence bank which is a ~~company to which Part XI of that Ordinance applies~~ non-Hong Kong company as defined by section 2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011) if such document or record is used in its ordinary business in Hong Kong,

and for the purposes of this paragraph "deposit-taking company or restricted licence bank" (接受存款公司或有限牌照銀行) means a company which is required by the Banking Ordinance (Cap 155) to be authorized thereunder as a deposit-taking company or restricted licence bank.

## **Part 7**

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

#### **Section 10**

Chapter:	19	Title:	BILLS OF EXCHANGE ORDINANCE
Section:	26A	Heading:	<b>Corporate signatures</b>

(1) A person who makes, accepts or indorses a bill for, in the name of, on behalf of or on account of a company shall not be liable in respect of that making, acceptance or indorsement where, on a proper construction of the bill as a whole, that making, acceptance or indorsement is a making, acceptance or indorsement of that company.

(2) In subsection (1), "company" (公司) has the meaning ~~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~~ given by section 2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011) and includes a non-Hong Kong company as defined by that section.



(3) This section shall apply to the making, acceptance or indorsement of a bill after the commencement of the Bills of Exchange (Amendment) Ordinance 1983 (16 of 1983).

## **Part 8**

### **Amendment to Defamation Ordinance (Cap. 21)**

#### **Section 11**

Chapter:	21	Title:	DEFAMATION ORDINANCE
Schedule:		Heading:	<b>SCHEDULE</b>

#### PART II

#### STATEMENTS PRIVILEGED SUBJECT TO EXPLANATION OR CONTRADICTION

11. A fair and accurate report of the proceedings at a general meeting of any company or association constituted, registered or certified by or under any Ordinance or Act of Parliament or incorporated by Royal Charter, not being a private company within the meaning of the ~~Companies Ordinance, Chapter 32~~ [Companies Ordinance \( of 2011\)](#).

## **Part 9**

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

#### **Section 12**

Chapter:	25	Title:	LABOUR TRIBUNAL ORDINANCE
Section:	8A	Heading:	<b>Bankruptcy petitions and petitions for winding up</b>

(1) The tribunal shall not have jurisdiction to inquire into, hear or determine-

(a) any claim brought by way of a bankruptcy petition under the Bankruptcy Ordinance (Cap 6) or by way of a petition for winding up under the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32); or

#### **Section 13**

Chapter:	25	Title:	LABOUR TRIBUNAL ORDINANCE
Section:	25	Heading:	<b>Representative claims</b>

(5) In making an award in respect of a representative claim the tribunal may allocate such part of the award to each person represented as it thinks fit and the amount so allocated shall, for the purposes of section 38 of the Bankruptcy Ordinance (Cap 6) and section 265 of the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32) (which provide for prior payment in bankruptcy and winding-up of certain debts), be considered as a separate award.

## **Part 10**

### **Amendments to Trustee Ordinance (Cap. 29)**

#### **Section 14**

Chapter:	29	Title:	TRUSTEE ORDINANCE
Section:	77	Heading:	<b>Application by company to be registered as a trust company</b>

(1) Any company incorporated in Hong Kong (not being a private company within the meaning of ~~section 29 of the Companies Ordinance (Cap 32)~~ [section 10 of the Companies Ordinance \( of 2011\)](#)) may apply in writing to the Registrar of Companies to be registered as a trust company under

this Part.

(2) A company which makes an application under subsection (1) shall be eligible to be registered under this Part if, but only if-

(a) the objects of the company as set out in its ~~memorandum and~~ articles of association are restricted to some or all of the objects set out in section 81;

(3) For the purposes of subsection (2)-

(a) "finance company" (財務公司) means a company whose principal business involves the receiving on deposit of money, whether repayable to depositors with or without interest or other consideration, and the lending of that money, or a substantial part of that money, to borrowers on terms that the money is repayable to the company or its nominee with interest or at a premium or with consideration in money or money's worth, but does not include a bank within the meaning of section 2 of the Banking Ordinance (Cap 155);

(b) ~~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" 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" were read as a reference to a bank within the meaning of section 2 of the Banking Ordinance (Cap 155).~~

~~(5) Notwithstanding section 7 of the Companies Ordinance (Cap 32), a trust company to which subsection (4) or (4B) applies may, within the period of 9 months referred to in that subsection, alter any condition contained in its memorandum of association to such extent as may be required to enable it to comply with the requirements of subsection (2).~~

### ***Section 15***

Chapter:	29	Title:	TRUSTEE ORDINANCE
Section:	96	Heading:	<b>Special provision as to winding up a trust company</b>

(1) The court may order the winding up of a trust company in accordance with the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32), and the provisions of that Ordinance shall apply accordingly subject however to the modification that the company may also be ordered to be wound up on application made by the Secretary for Justice if-

(a) the company has made default in complying with a requirement of this Part and such default has continued for a period of 2 months after notice of default has been served upon the company;  
or

(b) from the consideration of the report of an inspector appointed under section 95 it appears that the company has committed a breach of trust.

### ***Section 16***

Chapter:	29	Title:	TRUSTEE ORDINANCE
Section:	100	Heading:	<b>Restriction on holding shares in a trust company</b>

(3) For the purposes of subsection (2) of this section, ~~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" 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" were read as a reference to a bank within the meaning of section 2 of the Banking Ordinance (Cap 155).~~



### ***Section 17***

Chapter:	29	Title:	TRUSTEE ORDINANCE
Schedule:	2	Heading:	<b>AUTHORIZED INVESTMENTS</b>

8. In this Schedule-

“company” (公司) means a body corporate-

- (a) incorporated under the Companies Ordinance (~~Cap 32~~) (\_\_\_\_\_ of 2011);
- (ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (\_\_\_\_\_ of 2011);
- (b) incorporated under any other enactment; or
- (c) incorporated or established outside Hong Kong;

## **Part 11**

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

### ***Section 18***

Chapter:	33	Title:	CO-OPERATIVE SOCIETIES ORDINANCE
Section:	57	Heading:	<b>Certain legislation not to apply to registered societies</b>

The provisions of the ~~Companies Ordinance (Cap 32)~~ Companies Ordinance (\_\_\_\_\_ of 2011) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), and of any law relating to trade unions, shall not apply to societies registered under this Ordinance.

## **Part 12**

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

### ***Section 19***

Chapter:	37	Title:	LIMITED PARTNERSHIPS ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the context otherwise requires-

“firm” (商號), “firm name” (商號名稱), and “business” (業務) have the same meanings as in the Partnership Ordinance (Cap 38);

“general partner” (普通合夥人) means any partner who is not a limited partner as defined by this Ordinance;

“Registrar of Companies” (公司註冊處處長) means the officer appointed for the registration of companies under the Companies Ordinance (~~Cap 32~~) (\_\_\_\_\_ of 2011).

### ***Section 20***

Chapter:	37	Title:	LIMITED PARTNERSHIPS ORDINANCE
Section:	5	Heading:	<b>Modifications of general law in case of limited partnerships</b>

(5) Application to the court to wind up a limited partnership shall be by petition under the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32), and the provisions of that Ordinance relating to the winding-up of companies by the court and of the rules made thereunder (including provisions as to fees) shall, subject to such modification (if any) as the

Chief Executive in Council may by rules provide, apply to the winding-up by the court of limited partnerships, with the substitution of general partners for directors.

### ***Section 21***

Chapter:	37	Title:	LIMITED PARTNERSHIPS ORDINANCE
Section:	7	Heading:	<b>Manner and particulars of registration</b>

The registration of a limited partnership shall be effected by sending by registered post or delivering to the Registrar of Companies [for registration](#) a statement signed by the partners containing the following particulars-

- (a) the firm name;
- (b) the general nature of the business;

### ***Section 22***

Chapter:	37	Title:	LIMITED PARTNERSHIPS ORDINANCE
Section:	8	Heading:	<b>Registration of changes in partnerships</b>

(1) If during the continuance of a limited partnership any change is made or occurs in-

- (a) the firm name;
- (b) the general nature of the business;
- (c) the principal place of business;
- (d) the partners or the name of any partner;
- (e) the term or character of the partnership;
- (f) the sum contributed by any limited partner;
- (g) the liability of any partner by reason of his becoming a limited instead of a general partner or a general instead of a limited partner,

a statement, signed by the firm, specifying the nature of the change shall within 7 days be sent by post or delivered to the Registrar of Companies [for registration](#).

## **Part 13**

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

### ***Section 23***

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the context otherwise requires-

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

“financial year” (財政年度), in relation to a body corporate, ~~has the meaning assigned to it by section 2(1) of the Companies Ordinance (Cap 32)~~ 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;

"holding company" (控股公司) has the meaning assigned to it by section 2(7) of the Companies Ordinance (Cap 32);

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 assigned to it by section 2(4), (5) and (6) of the Companies Ordinance (Cap 32) given by section 14 of the Companies Ordinance (\_\_\_\_\_ of 2011) for the purposes of that Ordinance;

(6) An insurer which is a company shall be subject to the Companies Ordinance (Cap 32) as well as to this Ordinance, except that, where there is any conflict or inconsistency between the Companies Ordinance (Cap 32) and this Ordinance, the provisions of this Ordinance shall prevail. 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.

(7) For the purpose of this Ordinance-

(c) "group of companies" (公司集團) has the meaning assigned to it under section 2 of the Companies Ordinance ~~(Cap 32)~~ (\_\_\_\_\_ of 2011).

### **Section 24**

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	8	Heading:	<b>Authorization</b>

(3) The Insurance Authority shall not authorize a company under this section unless the following conditions are satisfied-

(d) that the company is, and will continue to be, able to meet its obligations including obligations in respect of business other than the class of insurance business in respect of which the application is made; and

(e) in the case of a ~~company to which Part XI of the Companies Ordinance (Cap 32) applies, that it has complied with the provisions of that Part; and~~ 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

(f) that the company will be able to comply with such of the provisions of this Ordinance as would be applicable to it; and

### **Section 25**

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	15	Heading:	<b>Appointment of auditor and actuary</b>

(1) Every insurer shall appoint-

(a) as auditor of the insurer-

(i) a person who is qualified for appointment as auditor of a company under the Professional Accountants Ordinance (Cap 50) and is not disqualified under ~~section 140 of the Companies Ordinance (Cap 32)~~ section 384 of the Companies Ordinance (\_\_\_\_\_ of 2011); or

(ii) in the case of an insurer incorporated outside Hong Kong, a person-

(A) who may lawfully practise as an auditor in the place of its incorporation; and

(B) without prejudice to sub-subparagraph (A), who holds such qualification as the Insurance Authority accepts as being of a standard comparable to that of a person referred to in subparagraph (i); and (Replaced 59 of 1993 s. 6)

### ***Section 26***

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	15A	Heading:	<b>Notification in respect of auditors appointed under section 15</b>

- (1) An insurer shall immediately give written notice to the Insurance Authority if-
- (a) the insurer decides to remove or replace an auditor appointed under section 15;
  - (b) a person appointed under section 15 to be the auditor of the insurer ceases to be such auditor otherwise than in consequence of a decision referred to in paragraph (a); or
  - (c) in relation to an insurer incorporated in Hong Kong-
    - (i) the insurer either-
      - (A) proposes to give special notice to its shareholders of a resolution removing an auditor appointed under ~~section 131 of the Companies Ordinance (Cap 32)~~ [section 386, 387, 388 or 389 of the Companies Ordinance \( \\_\\_\\_\\_\\_ of 2011\)](#) or [deemed to be reappointed under section 394 of that Ordinance](#) before the expiration of his term of office; or
      - (B) gives notice to its shareholders of a resolution replacing an auditor so [appointed appointed or deemed to be reappointed](#) at the expiration of his term of office; and
    - (ii) the auditor ~~so appointed~~ [so appointed or deemed to be reappointed](#) has also been appointed under section 15 to be the auditor of the insurer.

### ***Section 27***

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	16	Heading:	<b>Keeping and preserving of proper books of account</b>

- (1) Without prejudice to the ~~Companies Ordinance (Cap 32)~~ [Companies Ordinance \( \\_\\_\\_\\_\\_ of 2011\)](#) and the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance \(Cap. 32\)](#), every insurer shall cause to be kept proper books of account which may be kept either in a legible form or in a non-legible form capable of being reproduced in a legible form; but where any such books are kept otherwise than by making entries in a bound book, adequate precautions shall be taken for guarding against falsification and facilitating its discovery.

### ***Section 28***

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	19	Heading:	<b>Statements of transactions of prescribed class or description</b>

- (3) The whole or any part of any statement furnished to the Insurance Authority under this section may be deposited by him with the Registrar of Companies [for registration](#) and may be published by the Insurance Authority in such ways as he thinks appropriate.

### ***Section 29***

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	21	Heading:	<b>Documents to be deposited with Registrar of Companies</b>

- (1) Without prejudice to the Companies Ordinance ~~(Cap 32)~~ [\( \\_\\_\\_\\_\\_ of 2011\)](#), where an insurer which is a company submits to the Insurance Authority any account, balance sheet, abstract, certificate or statement of the insurer or any report of the auditor thereof required to be submitted under section 17 or 18, the insurer shall at the same time deposit a copy of such document, except

any such document required to be submitted by Part 8 or 9 of the Third Schedule, with the Registrar of Companies [for registration](#).

### ***Section 30***

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	24	Heading:	<b>Sanction of Court of First Instance for transfer of long term business</b>

(7) No such transfer as is mentioned in subsection (1) shall be carried out unless the scheme relating to the transfer has been sanctioned by the Court of First Instance in accordance with this section; and no order shall be made under ~~section 166 or 167 of the Companies Ordinance (Cap 32)~~ [section 664 or 665 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#) in respect of so much of any compromise or arrangement as involves any such transfer.

### ***Section 31***

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	25	Heading:	<b>Provisions supplementary to section 24</b>

(3) For the purposes of any provision requiring the delivery of an instrument of transfer as a condition for the registration of a transfer of any property (including in particular ~~section 66 of the Companies Ordinance (Cap 32)~~ [sections 145 and 317 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#)) an order which by virtue of this section operates to transfer any property shall be treated as an instrument of transfer.

(6) In this section “property” (財產) includes property, rights and powers of every description; “liabilities” (負債) includes duties, and “shares” (股份) and “debentures” (債權證) have the same meaning as in the Companies Ordinance ~~(Cap 32)~~ [\(\\_\\_\\_\\_\\_ of 2011\)](#).

### ***Section 32***

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	25A	Heading:	<b>Maintenance of assets in Hong Kong-general business</b>

(8) The requirements under subsection (3) to maintain assets in Hong Kong shall be relieved to the extent, if any, of any assets which an insurer is, by the laws of any place outside Hong Kong, required to and does maintain in that place and which would, upon the liquidation of the insurer, fall within the description of assets that is contained in section 265(1)(e)(i) of the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32).

### ***Section 33***

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	26	Heading:	<b>Grounds on which powers are exercisable</b>

(2) Any power mentioned in subsection (1) shall also be exercisable in relation to any insurer on the ground that the Insurance Authority is not satisfied that the insurer is not to be deemed under section 42(1), for the purposes of section 177 or 327 of the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32), to be unable to pay its debts.

### ***Section 34***

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	34	Heading:	<b>Power to obtain information and require production of documents</b>

~~(6) References in this section to books and papers shall be construed as if they were contained in the~~

### **Section 35**

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	35	Heading:	<b>Residual power to impose requirements, etc.</b>

(4) A direction given under subsection (2) in respect of an insurer ~~to which Part XI of the Companies Ordinance (Cap 32) applies which is a non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (~~ of 2011) shall, by virtue of this subsection, apply only to-

- (a) so much of the affairs and business of the insurer as are carried on, or managed, in or from Hong Kong; and
- (b) so much of the property of the insurer as is located in, or managed from, Hong Kong.

### **Section 36**

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	38B	Heading:	<b>Powers of Manager</b>

(6) During the period for which a direction given under section 35(2)(b) is in force in respect of an insurer, any power conferred on the insurer or its officers or members, whether by this Ordinance ~~or the Companies Ordinance (Cap 32), the Companies Ordinance (~~ of 2011) ~~or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32),~~ or by the memorandum or articles of association, which could be exercised in such a way as to interfere with the exercise by the Manager of the insurer of his powers is not exercisable except with the consent of the Manager, which consent may be given either generally or in any particular case.

### **Section 37**

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	38E	Heading:	<b>Advisors and Managers</b>

(7) Any remuneration and expenses required by a determination under subsection (5) to be paid by an insurer to an Advisor or Manager-

- (a) is recoverable by the Advisor or Manager, as the case may be, as a civil debt;
- (b) shall, in any winding up of the insurer under the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32)-
  - (i) in the case of a voluntary winding up, have the same priority as is given under section 256 of that Ordinance to the remuneration of a liquidator;
  - (ii) in the case of a winding up by the Court of First Instance, have the same priority as is given under rule 179(1) of the Companies (Winding-up) Rules (Cap 32 sub. leg. H) to any costs, charges and expenses incurred by the Official Receiver.

### **Section 38**

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	39	Heading:	<b>Power of Financial Secretary to bring civil proceedings on behalf of insurer</b>

~~(1) Section 147(3) of the Companies Ordinance (Cap 32) shall have effect in relation to an insurer as if the reference to the report there mentioned included a reference to any information or document obtained under section 34.~~

~~(2) Where under a judgment given or decree pronounced in proceedings brought by virtue of the said section 147(3) on behalf of an insurer a sum is recovered in respect of a loss of assets representing a funds or funds maintained by the insurer in respect of its long term business the court shall direct that the sum shall be treated for the purposes of this Ordinance as assets of that fund or those funds and this Ordinance shall have effect accordingly.~~



### **Section 39**

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	42	Heading:	<b>Circumstances in which insurer deemed to be insolvent</b>

(1) Subject to subsection (1A), an insurer shall be deemed for the purposes of sections 177 and 327 of the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32) to be unable to pay its debts if at any time the value of the assets of the insurer does not exceed the amount of its liabilities by the relevant amount within the meaning of section 10.

### **Section 40**

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	43	Heading:	<b>Winding up of insurer under <del>Companies Ordinance</del> <a href="#">Companies (Winding Up and Miscellaneous Provisions) Ordinance</a></b>

The Court of First Instance (in this Part referred to as “the Court”) may order the winding up, in accordance with the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32), of an insurer and the provisions of that Ordinance shall apply accordingly subject to the modification that the insurer may be ordered to be wound up on the petition of 10 or more policy holders:

Provided that such a petition shall not be presented except by leave of the Court, and leave shall not be granted until a prima facie case has been established to the satisfaction of the Court and until security for costs for such amount as the Court may think reasonable has been given.

### **Section 41**

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	44	Heading:	<b>Winding up on petition of Insurance Authority</b>

(1) The Insurance Authority may present a petition for the winding up, in accordance with the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32), of an insurer, being a company which may be wound up by the Court under that Ordinance, on the ground-

- (a) that the company is unable to pay its debts within the meaning of sections 177 and 178 or section 327 of that Ordinance;
- (b) that the company has failed to satisfy an obligation to which it is or was subject by virtue of this Ordinance or any Ordinance repealed thereby; or
- (c) that the company, being under the obligation imposed by section 16 with respect to the keeping or preserving of proper books of account, has failed to satisfy that obligation or to produce books kept in satisfaction of that obligation.

(3) If, in the case of an insurer, being a company which may be wound up by the Court under the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32), it appears to the Insurance Authority that it is expedient in the public interest that the company should be wound up, he may, unless the company is already being wound up by the Court, present a petition for it to be so wound up if the Court thinks it just and equitable for it to be so wound up.

### **Section 42**

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	45	Heading:	<b>Winding up of insurer</b>

(4) In relation to the assets falling within either paragraph of subsection (2) the creditors mentioned in section 200(1) and (2) of the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous](#)

[Provisions\) Ordinance](#) (Cap 32) shall be only those who are creditors in respect of liabilities falling within that paragraph; and any general meetings of creditors summoned for the purposes of that section shall accordingly be separate general meetings of the creditors in respect of the liabilities falling within each paragraph.

(5) Where under section 276(1) of the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32) the Court orders any money or property to be repaid or restored to an insurer or any sum to be contributed to its assets then, if and so far as the wrongful act which is the reason for the making of the order related to assets representing a fund or funds maintained by the insurer in respect of its long term business, the Court shall include in the order a direction that the money, property or contribution shall be treated for the purposes of this Ordinance as assets of that fund or those funds and this Ordinance shall have effect accordingly.

### ***Section 43***

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	46	Heading:	<b>Continuation of long term business of insurer in liquidation</b>

(4) Section 216(2) and (3) of the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32) shall apply to a special manager appointed under subsection (3) as they apply to a special manager appointed under that section.

(7) Notwithstanding section 199(1)(a) of the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32) the liquidator may without either of the sanctions referred to therein make an application in the name of and on behalf of the insurer under section 24.

### ***Section 44***

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	49	Heading:	<b>Winding up rules</b>

(1) Rules may be made under section 296 of the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32) for determining the amount of the liabilities of an insurer to policy holders of any class or description for the purpose of proof in a winding up and generally for carrying into effect the provisions of this Ordinance with respect to the winding up of insurers.

(2) Without prejudice to the generality of subsection (1), rules under the said section 296 may make provision for all or any of the following matters-

- (a) the identification of the assets and liabilities falling within section 45(2)(a) or (b);
- (b) the apportionment between the assets falling within section 45(2) of the costs, charges and expenses of the winding up and of any debts of the insurer having priority under section 265 of the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32);
- (c) the determination of the amount of liabilities of any description falling within paragraph (a) or (b) of section 45(2) for the purpose of establishing whether or not there is any such excess in respect of that paragraph as is mentioned in section 45(3);
- (d) the application of assets within paragraph (a) of section 45(2) for meeting the liabilities within that paragraph;
- (e) the application of assets representing any such excess as is mentioned in section 45(3).

## **Section 45**

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	49A	Heading:	<b>Winding up of insurer subject to direction under section 35(2)(b)</b>

(1) Where before the presentation of a petition for the winding up of an insurer by the Court, and whether or not the petition is presented by the Insurance Authority, there has in respect of the insurer been a direction given under section 35(2)(b) which has continued in force at all times until the presentation of the petition, and a winding up order is made thereon, then, notwithstanding the provisions of section 184(2) of the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32), the winding up of the insurer by the Court shall, for the purposes of sections 170, 179, 182, 183, 266, 267, 269 and 274, and paragraphs (d), (e), (h), (i), (j), (k), (l) and (o) of section 271(1), of that Ordinance, be deemed to have commenced at the time the direction was so given.

(2) Where before an application has been made to the Court of First Instance for an order under section 45(1) for a voluntary winding up of an insurer, there has in respect of the insurer been a direction given under section 35(2)(b) which has continued in force at all times until the making of the application, and such order is made thereon, then, notwithstanding the provisions of section 230 of the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32), the voluntary winding up of the insurer shall, for the purposes of sections 170, 232, 266, 267, 269 and 274, and paragraphs (d), (e), (h), (i), (j), (k), (l) and (o) of section 271(1), of that Ordinance, be deemed to have commenced at the time the direction was so given.

(3) Nothing in section 182 or 232 of the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32) shall invalidate any disposition of the property of an insurer made by it under the direction of the Manager of the insurer acting bona fide in the course of managing the affairs, business and property of the insurer.

## **Section 46**

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	55	Heading:	<b>Service of notices</b>

Any notice or other document to be given to or served on any person under this Ordinance may be served by post, and without prejudice to section 8 of the Interpretation and General Clauses Ordinance (Cap 1), a letter containing that notice or other document shall be deemed to be properly addressed if it is addressed to that person at his last known residence or business address; and for the purposes of this section “business address” (營業地址) means-

- (a) in relation to an insurer formed or established in Hong Kong, its registered office in Hong Kong;
- (b) in relation to an insurer formed or established outside Hong Kong, the address of ~~any person resident in Hong Kong who is authorized to accept service of process in Hong Kong on behalf of that insurer~~ [its authorized representative as defined by section 762 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#);
- (c) in relation to a member of Lloyd's, the address in Hong Kong of the authorized representative of Lloyd's appointed under section 50B.

## **Section 47**

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	56A	Heading:	<b>Restriction on use of the word “insurance” or “assurance”</b>

(3) 為免生疑問，在第(1)(a)款所提述的“描述”(description) 包括使用第(1)(a)款適用的任何用字或用詞的任何陳述(不論是否以書面形式)，而該陳述可解釋為該人(不論怎樣描述)是保險人、

保險代理人或保險經紀的—

- (a) 附屬公司；
- (b) [控股公司](#)[控權公司](#)；或
- (c) [控股公司](#)[控權公司](#)的附屬公司。

### **Section 48**

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	72	Heading:	<b>Appointment of auditor</b>

- (1) An insurance broker shall appoint as its auditor-
- (a) a person who is qualified for appointment as auditor of a company under the Professional Accountants Ordinance (Cap 50) and is not disqualified under ~~section 140 of the Companies Ordinance (Cap 32)~~ [section 384 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#); or
  - (b) for an insurance broker incorporated outside Hong Kong, a person-
    - (i) who may lawfully practise as an auditor in the place of its incorporation; and
    - (ii) who holds a qualification that the Insurance Authority accepts as being of a standard comparable to that of a person referred to in paragraph (a).

### **Section 49**

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	74	Heading:	<b>Powers of Insurance Authority to require production, etc.</b>

(4) A statement made by a person in compliance with a requirement under this section may be used in evidence against him.

~~(5) References in this section to books and papers shall be construed as if they were contained in the Companies Ordinance (Cap 32).~~

### **Section 50**

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Section:	76	Heading:	<b>Power to petition to wind up an intermediary</b>

- (1) If an insurance intermediary is-
- (a) a company which may be wound up by the Court of First Instance under the [Companies Ordinance-Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32); or
  - (b) an individual,
- and the Insurance Authority considers that it is in the public interest that the company should be wound up, or the individual made bankrupt, the Insurance Authority has the power to present a petition for-
- (i) the company to be wound up if the Court of First Instance thinks it just and equitable for it to be wound up; or
  - (ii) the individual to be declared bankrupt.

### **Section 51**

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Schedule:	2	Heading:	<b>DIRECTORS AND CONTROLLERS</b>

FORM A [paragraph 2, 2nd Schedule]  
PARTICULARS REQUIRED IN RESPECT OF INDIVIDUALS  
WHO ARE DIRECTORS OR CONTROLLERS

12. Has any body corporate or insurer with which he was associated as director or controller in the last 10 years, in Hong Kong or elsewhere, been compulsorily wound up or made any compromise or

arrangement with its creditors or ceased trading in circumstances where its creditors did not receive or have not yet received full settlement of their claims, either whilst he was associated with it or within one year after he ceased to be associated with it? If so, give full particulars.

(Note: In relation to a body corporate which is not an insurer, “controller” (控權人) is to be construed as a reference to a person who would, if he were a company, be a holding company of that body in accordance with ~~section 2(7) of the Companies Ordinance (Cap 32)~~ section 12 of the Companies Ordinance ( \_\_\_\_\_ of 2011)).

FORM B [paragraph 2, 2nd Schedule]  
PARTICULARS REQUIRED IN RESPECT OF BODIES CORPORATE WHICH ARE  
DIRECTORS OR CONTROLLERS

6. Full name and residential address of every director and every controller.

(Note: In relation to a body corporate which is not an insurer, “controller” (控權人) is to be construed as a reference to a person who would, if he were a company, be a holding company of that body in accordance with ~~section 2(7) of the Companies Ordinance~~ section 12 of the Companies Ordinance ( \_\_\_\_\_ of 2011)).

9. 所有附屬公司及任何~~控股公司控權公司~~或最終~~控股公司控權公司~~的名稱, 成立為法團的地點及主要業務活動。

(註： 由代名人持有的股份須視為其主事人持有的股份)。

+10. In the case of a ~~company to which Part XI of the Companies Ordinance applies~~ non-Hong Kong company as defined by section 2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011)-

(a) name(s) and address(es) of ~~person(s) residing in Hong Kong authorized to accept on behalf of the company service of process and any notices~~ its authorized representative(s) as defined by section 762 of the Companies Ordinance ( \_\_\_\_\_ of 2011);

(b) date of ~~registration under Part XI of the Companies Ordinance~~ 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).

12. Has any body corporate or insurer with which the above-named body corporate was associated as director or controller in the last 10 years, in Hong Kong or elsewhere, been compulsorily wound up or made any compromise or arrangement with its creditors or ceased trading in circumstances where its creditors did not receive or have not yet received full settlement of their claims, either whilst the above-named body corporate was associated with it or within one year after the above-named body corporate ceased to be associated with it? If so, give full particulars.

(Note: In relation to a body corporate which is not an insurer, “controller” (控權人) is to be construed as a reference to a person who would, if he were a company, be a holding company of that body in accordance with ~~section 2(7) of the Companies Ordinance~~ section 12 of the Companies Ordinance ( \_\_\_\_\_ of 2011)).

### **Section 52**

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Schedule:	3	Heading:	ACCOUNTS AND STATEMENTS

[sections 17, 18, 22 & 50]



## PART 1: INTERPRETATION AND PRELIMINARY

1. (1) In this Schedule, unless the context otherwise requires-

※(2) For the purposes of paragraph (b) of the definition of “Hong Kong insurance business”, a risk is deemed to arise in Hong Kong-

(a) in the case of insurance business of “accident and health” or “pecuniary loss”, if-

(i) the policy holder being an individual is resident in Hong Kong; or

(ii) the policy holder is a company ~~within the meaning of section 2 of the Companies Ordinance (Cap 32)~~ as defined by section 2(1) of the Companies Ordinance (          of 2011);

※(3) For the purposes of paragraph (b) of the definition of “Hong Kong long term insurance business”, a risk is deemed to arise in Hong Kong, if-

(a) the policy holder being an individual is resident in Hong Kong; or

(b) the policy holder is a company ~~within the meaning of section 2 of the Companies Ordinance (Cap 32)~~ as defined by section 2(1) of the Companies Ordinance (          of 2011)

1A. (1) A reference in Part 1, 2, 3 or 4 of this Schedule to parent company or subsidiary undertaking shall be construed in accordance with ~~section 2B of the Companies Ordinance (Cap 32) as read with the Twenty-third Schedule to that Ordinance~~ Schedule 1 to the Companies Ordinance (          of 2011).

(2) 在根據第(3)節為施行本節而指明的條文中，凡提述—

(a) 控股公司控權公司之處，須當作包括母公司；及

4. (1) 根據本附表第 3、4 及 5 部呈交的只經營長期業務的保險人的帳目及報表，須由委任核數師審計，該核數師須在帳目及報表上附上一份報告，述明—

(d) 按該核數師的意見，該保險人的資產負債表、收入帳及損益帳以及(如該保險人是呈交集團帳目的控股公司控權公司)集團帳目是否已按照本條例條文妥善擬備；及

(e) 按該核數師的意見—

(iii) 如屬是控股公司控權公司的保險人所呈交的集團帳目，該保險人所佔的權益是否已獲真實和公正地反映。

(1AD) 根據本附表第 3、4 及 5 部呈交的專屬自保保險人的帳目及報表，須由委任核數師審計，該核數師須在帳目及報表上附上一份報告，述明—

(f) 按該核數師的意見，該專屬自保保險人的資產負債表、收入帳及損益帳以及(如該專屬自保保險人是呈交集團帳目的控股公司控權公司)集團帳目是否已按照本條例條文妥善擬備；及

(g) 按該核數師的意見—

(i) 如屬資產負債表，該專屬自保保險人在其財政年度終結時的事務狀況是否已獲真實和公正地反映；

(ii) 如屬收入帳及損益帳(如並非編製為綜合收入帳及損益帳)，該專屬自保保險人在其財政年度的利潤及虧損是否已獲真實和公正地反映；及

(iii) 如屬是控股公司控權公司的專屬自保保險人所呈交的集團帳目，該專屬自保保險人所佔的權益是否已獲真實和公正地反映。

※(1A) The forms and statements to be submitted under Parts 8 and 9 of this Schedule (except the forms to be submitted in Form HKL2 and Form HKL3 under Part 8) shall be audited by a person who is qualified for appointment as auditor of a company under the Professional Accountants Ordinance



(Cap 50) and is not disqualified under ~~section 140 of the Companies Ordinance (Cap 32)~~ section 384 of the Companies Ordinance (Cap 32) of 2011, and the auditor shall-

## PART 2: DIRECTORS' REPORT

### 9. 報告須述明以下資料—

(j) 如在有關財政年度終結時，有保險人，或保險人的附屬公司或控股公司控權公司，或保險人的控股公司控權公司的附屬公司為其中一方的合約存在，而在合約中，保險人的董事或控權人在任何方面直接或間接有，或在該年度的任何時間在任何方面直接或間接有權益，或在該年度的任何時間，有保險人為其中一方的合約存在，而在合約中保險人的董事或控權人在該年度的任何時間，在任何方面直接或間接有權益(在上述兩種情況，合約指董事認為就保險人的業務而言是重要的合約，而在該合約中董事或控權人有或曾經有重大的權益)，載有—

(i) 一項說明該合約存在或曾經存在(視屬何情況而定)的陳述；

(ii) 該合約各方(保險人除外)的名稱或姓名；

(iii) 董事或控權人(如不是合約的一方)的名稱或姓名；

(iv) 有關該合約的性質及價值的說明；及

(v) 有關董事或控權人在該合約內的權益的性質及價值的說明；

(l) 如在有關財政年度終結時，有保險人，或保險人的附屬公司或控股公司控權公司，或保險人的控股公司控權公司的附屬公司為其中一方的安排存在，而該等安排的目的或其中一個目的是使保險人的董事或控權人能透過取得保險人或任何其他法人團體的股份或債權證而獲得利益，或如在該年度的任何時間，有保險人為其中一方的上述安排存在，載有一項陳述，解釋該等安排的效力，及列出在該年度任何時間是保險人的董事或控權人，並持有，或其代名人持有依據該等安排而取得的股份或債權證的人士的名稱或姓名；

### 第 3 部：有關保險人是控股公司控權公司時的補充條文

### 10. 本部適用於本身是控股公司控權公司的一

(a) 只經營長期業務的保險人；

(b) 專屬自保保險人，

而不論其本身是否為另一法人團體的附屬公司。

11. 綜合資產負債表及損益帳須結合併合帳目所處理的控股公司控權公司及附屬公司的各別資產負債表及損益帳內載有的資料，但可按照情況所需加以調整。

12. 凡任何附屬公司是保險人，則綜合收入帳須併合控股公司控權公司及附屬公司的各別的收入帳內的資料，但可按照情況所需加以調整。

## PART 4: GENERAL PROVISIONS RELATING TO BALANCE SHEET

14. The ~~authorized share capital~~ authorized share capital (or maximum number of shares issuable under the articles), issued share capital, assets and liabilities shall be summarized in the balance sheet, with such particulars as are necessary to disclose the general nature of the assets and liabilities, and there shall be specified-

(a) any part of the issued share capital that consists of redeemable preference shares, the earliest and latest dates on which the insurer has power to redeem those shares, whether those shares must be redeemed in any event or are liable to be redeemed at the option of the insurer and whether any (and, if so, what) premium is payable on redemption;

(b) so far as the information is not given in the profit and loss account under Part 5 of this Schedule, any share capital on which interest has been paid during the financial year, and the

rate of interest;

(c) the amount of the share premium accounts (if any); and

(d) particulars of any redeemed debentures which the company has power to reissue.

### **Section 53**

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Schedule:	4	Heading:	<b>PROPOSED APPOINTMENT OF CONTROLLER WITHIN THE MEANING OF SECTION 13A(1) OR AUTHORIZED REPRESENTATIVE UNDER SECTION 50B</b>

FORM A [paragraph 2, 4th Schedule]  
PARTICULARS REQUIRED IN RESPECT OF INDIVIDUALS WHO ARE  
PROPOSED TO BE APPOINTED AS CONTROLLERS WITHIN THE  
MEANING OF SECTION 13A(1) OR AUTHORIZED  
REPRESENTATIVE UNDER SECTION 50B

12. Has any body corporate or insurer with which he was associated as director or controller (within the meaning of section 9 of this Ordinance) in the last 10 years, in Hong Kong or elsewhere, been compulsorily wound up or made any compromise or arrangement with its creditors or ceased trading in circumstances where its creditors did not receive or have not yet received full settlement of their claims, either whilst he was associated with it or within one year after he ceased to be associated with it? If so, give full particulars.

(Note: In relation to a body corporate which is not an insurer, “controller” (控權人) is to be construed as a reference to a person who would, if he were a company, be a holding company of that body in accordance with ~~section 2(7) of the Companies Ordinance (Cap 32)~~ section 12 of the Companies Ordinance ( \_\_\_\_\_ of 2011)).

FORM B [paragraph 2, 4th Schedule]  
PARTICULARS REQUIRED IN RESPECT OF BODIES CORPORATE  
WHICH ARE PROPOSED TO BE APPOINTED AS CONTROLLERS  
WITHIN THE MEANING OF SECTION 13A(1)

6. Full name and residential address of every director and every controller within the meaning of section 9 of this Ordinance.

(Note: In relation to a body corporate which is not an insurer, “controller” (控權人) is to be construed as a reference to a person who would, if he were a company, be a holding company of that body in accordance with ~~section 2(7) of the Companies Ordinance (Cap 32)~~ section 12 of the Companies Ordinance ( \_\_\_\_\_ of 2011)).

9. 所有附屬公司及任何~~控股公司~~控權公司或最終~~控股公司~~控權公司的名稱、成立為法團的地點及主要活動。

(註：由代名人持有的股份須視為其主事人持有的股份)

+10. In the case of a ~~company to which Part XI of the Companies Ordinance (Cap 32) applies~~ non-Hong Kong company as defined by section 2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011)-

(a) name(s) and address(es) of ~~person(s) residing in Hong Kong authorized to accept on behalf of the company service of process and any notices~~ its authorized representative(s) as defined by section 762 of the Companies Ordinance ( \_\_\_\_\_ of 2011);

(b) date of ~~registration under Part XI of the Companies Ordinance (Cap 32)~~ 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).

11. Has any body corporate or insurer with which the above-named body corporate was associated as director or controller (within the meaning of section 9 of this Ordinance) in the last 10 years, in Hong Kong or elsewhere, been compulsorily wound up or made any compromise or arrangement with its creditors or ceased trading in circumstances where its creditors did not receive or have not yet received full settlement of their claims, either whilst the above-named body corporate was associated with it or within one year after the above-named body corporate ceased to be associated with it? If so, give full particulars.

(Note: In relation to a body corporate which is not an insurer, “controller” (控權人) is to be construed as a reference to a person who would, if he were a company, be a holding company of that body in accordance with ~~section 2(7) of the Companies Ordinance (Cap. 32)~~ section 12 of the Companies Ordinance (\_\_\_\_\_ of 2011).

### ***Section 54***

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Schedule:	5	Heading:	<b>PERSON PROPOSING TO BECOME CONTROLLER WITHIN THE MEANING OF SECTION 13B(1)</b>

FORM A [paragraph 2, 5th Schedule]  
PARTICULARS REQUIRED IN RESPECT OF INDIVIDUALS  
WHO ARE PROPOSING TO BECOME CONTROLLERS  
WITHIN THE MEANING OF SECTION 13B(1)

12. Has any body corporate or insurer with which he was associated as director or controller (within the meaning of section 9 of this Ordinance) in the last 10 years, in Hong Kong or elsewhere, been compulsorily wound up or made any compromise or arrangement with its creditors or ceased trading in circumstances where its creditors did not receive or have not yet received full settlement of their claims, either whilst he was associated with it or within one year after he ceased to be associated with it? If so, give full particulars.

(Note: In relation to a body corporate which is not an insurer “controller” (控權人) is to be construed as a reference to a person who would, if he were a company, be a holding company of that body in accordance with ~~section 2(7) of the Companies Ordinance (Cap. 32)~~ section 12 of the Companies Ordinance (\_\_\_\_\_ of 2011).

FORM B [paragraph 2, 5th Schedule]  
PARTICULARS REQUIRED IN RESPECT OF BODIES CORPORATE  
WHICH ARE PROPOSING TO BECOME CONTROLLERS  
WITHIN THE MEANING OF SECTION 13b(1)

6. Full name and residential address of every director and every controller within the meaning of section 9 of this Ordinance.

(Note: In relation to a body corporate which is not an insurer, “controller” (控權人) is to be construed as a reference to a person who would, if he were a company, be a holding company of that body in accordance with ~~section 2(7) of the Companies Ordinance (Cap. 32)~~ section 12 of the Companies Ordinance (\_\_\_\_\_ of 2011).

9. 所有附屬公司及任何~~控股公司控權公司~~或最終~~控股公司控權公司~~的名稱、成立為法團的地點及主要活動。

(註：由代名人持有的股份須視為其主事人持有的股份)。

- +10. In the case of a ~~company to which Part XI of the Companies Ordinance applies~~ non-Hong Kong company as defined by section 2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011)-
- (a) name(s) and address(es) of ~~person(s) residing in Hong Kong authorized to accept on behalf of the company service of process and any notices~~ its authorized representative(s) as defined by section 762 of the Companies Ordinance ( \_\_\_\_\_ of 2011);
- (b) date of ~~registration under Part XI of the Companies Ordinance~~ 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).

11. Has any body corporate or insurer with which the above-named body corporate was associated as director or controller (within the meaning of section 9 of this Ordinance) in the last 10 years, in Hong Kong or elsewhere, been compulsorily wound up or made any compromise arrangement with its creditors or ceased trading in circumstances where its creditors did not receive or have not yet received full settlement of their claims, either whilst the above-named body corporate was associated with it or within one year after the above-named body corporate ceased to be associated with it? If so, give full particulars.

(Note: In relation to a body corporate which is not an insurer, “controller” (控權人) is to be construed as a reference to a person who would, if he were a company, be a holding company of that body in accordance with ~~section 2(7) of the Companies Ordinance (Cap 32)~~ section 12 of the Companies Ordinance ( \_\_\_\_\_ of 2011).

### **Section 55**

Chapter:	41	Title:	INSURANCE COMPANIES ORDINANCE
Schedule:	6	Heading:	<b>PERSON WHO HAS BECOME CONTROLLER OF INSURER IN CONTRAVENTION OF SECTION 13B(2)</b>

FORM A [paragraph 2, 6th Schedule]  
PARTICULARS REQUIRED IN RESPECT OF INDIVIDUALS WHO  
HAVE BECOME CONTROLLERS IN CONTRAVENTION  
OF SECTION 13B(2)

12. Has any body corporate or insurer with which you were associated as director or controller (within the meaning of section 9 of this Ordinance) in the last 10 years, in Hong Kong or elsewhere, been compulsorily wound up or made any compromise or arrangement with its creditors or ceased trading in circumstances where its creditors did not receive or have not yet received full settlement of their claims, either whilst you were associated with it or within one year after you ceased to be associated with it? If so, give full particulars.

(Note: In relation to a body corporate which is not an insurer, “controller” (控權人) is to be construed as a reference to a person who would, if he were a company, be a holding company of that body in accordance with ~~section 2(7) of the Companies Ordinance (Cap 32)~~ section 12 of the Companies Ordinance ( \_\_\_\_\_ of 2011).

FORM B [paragraph 2, 6th Schedule]  
PARTICULARS REQUIRED IN RESPECT OF BODIES CORPORATE  
WHICH HAVE BECOME CONTROLLERS IN CONTRAVENTION  
OF SECTION 13B(2)

6 Full name and residential address of every director and every controller within the meaning of section 9 of this Ordinance.

(Note: In relation to a body corporate which is not an insurer, “controller” (控權人) is to be construed as a reference to a person who would, if he were a company, be a holding company of that body in accordance with ~~section 2(7) of the Companies Ordinance~~ section 12 of the Companies Ordinance ( \_\_\_\_\_ of 2011)).

9. 所有附屬公司及任何~~控股公司控權公司~~或最終~~控股公司控權公司~~的名稱、成立為法團的地點及主要活動。

(註：由代名人持有的股份須視為其主事人持有的股份)。

++10. In the case of a ~~company to which Part XI of the Companies Ordinance applies~~ non-Hong Kong company as defined by section 2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011)-

(a) name(s) and address(es) of ~~person(s) residing in Hong Kong authorized to accept on behalf of the company service of process and any notices~~ its authorized representative(s) as defined by section 762 of the Companies Ordinance ( \_\_\_\_\_ of 2011);

(b) date of ~~registration under Part XI of the Companies Ordinance~~ 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).

12. Has any body corporate or insurer with which the above-named body corporate was associated as director or controller (within the meaning of section 9 of this Ordinance) in the last 10 years, in Hong Kong or elsewhere, been compulsorily wound up or made any compromise or arrangement with its creditors or ceased trading in circumstances where its creditors did not receive or have not yet received full settlement of their claims either whilst the above-named body corporate was associated with it or within one year after the above-named body corporate ceased to be associated with it? If so, give full particulars.

(Note: In relation to a body corporate which is not an insurer, “controller” (控權人) is to be construed as a reference to a person who would, if he were a company, be a holding company that body in accordance with ~~section 2(7) of the Companies Ordinance~~ section 12 of the Companies Ordinance ( \_\_\_\_\_ of 2011)).

## Part 14

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

#### **Section 56**

Chapter:	41G	Title:	INSURANCE COMPANIES (GENERAL BUSINESS) (VALUATION) REGULATION
Section:	2	Heading:	<b>Interpretation</b>

“獨立合格估價師”(independent qualified valuer) 指具備以下條件的人士—

(a) 持有保險業監督認可的財產估值方面的專業資格，並在取得資格後，具有在有關估值的有關日期前 3 年內，對所在地點及所屬種類均與該有關估值的估值標的財產的地點及種類相同的財產進行估值的經驗；及

(b) 並非受僱於其財產是估值標的之保險人、該保險人的附屬公司或相聯公司或該保險人的~~控股公司控權公司~~；



### **Section 57**

Chapter:	41G	Title:	INSURANCE COMPANIES (GENERAL BUSINESS) (VALUATION) REGULATION
Section:	5	Heading:	<b>Shares in investment subsidiaries</b>

(1) 凡任何保險人是另一間公司的**控股公司控權公司**，而該另一間公司的主要業務是投資在土地或建築物、上市股份或上市證券、非上市股份或非上市證券、單位信託或互惠基金上，或投資在該等投資項目的任何組合之上，則該保險人所持有該附屬公司的股份的價值須按照本條下述條文而非按照第 4 或 7 條予以釐定和報告。

(6) For each subsidiary the values of whose assets and liabilities have been determined and reported under this section, the following must be disclosed-

- (a) the name of the subsidiary;
- (b) the proportion of the ~~nominal value of the total number of~~ issued shares of each class of shares held by the insurer;
- (c) the nature of business of the subsidiary; and
- (d) the place of incorporation of the subsidiary.

### **Section 58**

Chapter:	41G	Title:	INSURANCE COMPANIES (GENERAL BUSINESS) (VALUATION) REGULATION
Section:	6	Heading:	<b>Shares in other insurers</b>

(1) 凡任何保險人是另一間公司的**控股公司控權公司**，而該另一間公司的主要業務是保險業務，則該保險人所持有該附屬公司的股份的價值須按照本條下述條文而非按照第 4 或 7 條予以釐定。

(5) For each subsidiary which has the value of its shareholding held by the insurer determined under this section, the name and place of incorporation of the subsidiary and the proportion of the ~~nominal value of the total number of~~ issued shares of each class of shares held by the insurer must be disclosed.

## **Part 15 Amendment to Transfer of Businesses (Protection of Creditors) Ordinance (Cap. 49)**

### **Section 59**

Chapter:	49	Title:	TRANSFER OF BUSINESSES (PROTECTION OF CREDITORS) ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

“charge” (押記) means-

- (a) a debenture within the meaning of the Companies Ordinance ~~(Cap 32)~~ (           of 2011);

“registered charge” (已登記押記) means a charge ~~which is registered under—~~

- ~~(a) the Land Registration Ordinance (Cap 128);~~
- ~~(b) the Companies Ordinance (Cap 32);~~
- ~~(c) the Bills of Sale Ordinance (Cap 20); or~~
- ~~(d) any other enactment; 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)

#### **Section 60**

Chapter:	50	Title:	PROFESSIONAL ACCOUNTANTS ORDINANCE
Section:	28D	Heading:	<b>Qualification for registration of company as corporate practice</b>

(1) Subject to subsection (11)(b), ~~a company limited by shares and formed and registered under the Companies Ordinance (Cap 32), and only such a company, shall be qualified for registration as a corporate practice and where such a company is so registered it shall be qualified to remain registered as a corporate practice if and only for so long as the requirements specified in subsection (2) are complied with in relation to it.~~ 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).

(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.

(2) (a) The requirements referred to in subsection (1) are that the company concerned is and continues to be a qualified company and that the requirements of paragraph (b) or, where appropriate, paragraph (c) are complied with in relation to it.

(b) Where a qualified company has for the time being 3 or more members-

- (iv) the company's ~~memorandum and~~ articles of association shall comply with the requirements of rules (if any) made under section 51.

(5) (a) Subject to paragraph (c), on an application's being made in that behalf by a qualified company described in subsection (2)(c) the Council may, if it thinks fit, grant as regards that company a permission for the purposes of this section and such a permission shall operate to permit, notwithstanding anything contained in the Companies Ordinance ~~(Cap 32) ( \_\_\_\_\_ of 2011)~~, an individual person who is not a certified public accountant (practising) and who is specified in the application to be a member and director of that company.

(c) A permission for the purposes of this section shall be granted if, and only if, the Council is satisfied that-

- (iii) in respect of the management of the applicant company, its ~~memorandum and~~ articles of association contain provisions to the effect that-

(11) (a) For the avoidance of doubt it is hereby declared that nothing in this section shall be construed as repealing by implication or otherwise affecting any provision of Part IVA of the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) in its application to a director of a corporate practice.

### **Section 61**

Chapter:	50	Title:	PROFESSIONAL ACCOUNTANTS ORDINANCE
Section:	28E	Heading:	<b>Registration of corporate practices</b>

- (1) Where an application under section 28D(3) is allowed, the Registrar shall enter in Part II of the register the following particulars of the company to which the application related-
- (a) its name;
  - (b) its registered office ~~for the purposes of the Companies Ordinance (Cap 32) in Hong Kong;~~ and
  - (c) such other particulars (if any) as are for the time being specified for the purposes of this section by the Council.

### **Section 62**

Chapter:	50	Title:	PROFESSIONAL ACCOUNTANTS ORDINANCE
Section:	29	Heading:	<b>Requirements to practise as certified public accountant (practising)</b>

- (2) Unless he is either the holder of a practising certificate or a corporate practice, a person shall not hold any appointment or render any services, whether unpaid or otherwise-
- (a) as an auditor of a company within the meaning of the Companies Ordinance ~~(Cap 32)~~ (       of 2011); or
  - (b) as an auditor of accounts for the purpose of any other Ordinance.

### **Section 63**

Chapter:	50	Title:	PROFESSIONAL ACCOUNTANTS ORDINANCE
Section:	31	Heading:	<b>Registered office</b>

- (5) (a) The references in this section to a certified public accountant (practising) shall each be construed as including a reference to-
- (i) a certified public accountant (practising) who practises under a firm name;
  - (ii) a firm of certified public accountants (practising); and
  - (iii) a corporate practice.
- (b) In the application of subsection (1) to a corporate practice-
- (i) that subsection shall be construed as if the reference therein to a registered office were a reference to the registered office of the practice for the purposes of the Companies Ordinance ~~(Cap 32)~~ (       of 2011); and
  - (ii) that subsection's requirements shall be regarded as being complied with by the practice for so long as it has an office for the purposes of that Ordinance.

### **Section 64**

Chapter:	50	Title:	PROFESSIONAL ACCOUNTANTS ORDINANCE
Section:	51	Heading:	<b>Power of Council to make rules</b>

- (1) The Council may make rules-
- (a) specifying provisions to be included in the ~~memorandum or~~ articles of association of companies applying for registration under section 28E or registered in the register;

## Part 17

### Amendment to Gas Safety Ordinance (Cap. 51)

#### ***Section 65***

Chapter:	51	Title:	GAS SAFETY ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

“company” (公司) means a body corporate-

(a) incorporated under the Companies Ordinance ~~(Cap 32)~~ (\_\_\_\_\_ of 2011);

(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);

(b) incorporated by any other Ordinance; or

(c) incorporated or established outside Hong Kong;

“officer” (高級人員), in relation to a company, means an officer within the meaning of section 2(1) of the Companies Ordinance ~~(Cap 32)~~ (\_\_\_\_\_ of 2011);

## Part 18

### Amendments to Employment Ordinance (Cap. 57)

#### ***Section 66***

Chapter:	57	Title:	EMPLOYMENT ORDINANCE
Section:	31K	Heading:	<b>Associated companies</b>

~~(6) In this section "company" (公司) and "subsidiary" (附屬公司) have the meanings respectively assigned thereto by section 2 of the Companies Ordinance (Cap 32).~~

~~(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.

#### ***Section 67***

Chapter:	57	Title:	EMPLOYMENT ORDINANCE
Section:	31ZA	Heading:	<b>Associated companies</b>

~~(5) In this section "company" (公司) and "subsidiary" (附屬公司) have the meanings respectively assigned thereto by section 2 of the Companies Ordinance (Cap 32).~~

~~(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.

### **Section 68**

Chapter:	57	Title:	EMPLOYMENT ORDINANCE
Section:	32E	Heading:	<b>Associated companies</b>

~~(4) In this section, "company" (公司) and "subsidiary" (附屬公司) have the meanings respectively assigned to them by section 2 of the Companies Ordinance (Cap 32).~~

~~(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.

### **Section 69**

Chapter:	57	Title:	EMPLOYMENT ORDINANCE
Section:	43	Heading:	<b>Payment of holiday pay, etc. in event of bankruptcy, etc.</b>

For the purposes of section 38 of the Bankruptcy Ordinance (Cap 6) and section 265 of the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32), any holiday pay, annual leave pay, end of year payment or any proportion thereof, maternity leave pay or sickness allowance to which an employee is entitled shall, whenever the employee became or becomes entitled thereto, be deemed to be wages in respect of services rendered during the relevant period prescribed in the said section 38 or the said section 265 or in section 79 of the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32), as the case may be.

## **Part 19**

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

### **Section 70**

Chapter:	60F	Title:	IMPORT AND EXPORT (REMOVAL OF ARTICLES) REGULATIONS
Regulation:	6	Heading:	<b>Service of notice</b>

- (1) A notice under section 20A or 20B of the Ordinance may be served on any person-
- (a) by delivery to him personally;
  - (b) by leaving it at, or by sending it by facsimile transmission to, his usual place of abode or business;
  - (ba) by sending it to him using services provided by a specified body;
  - (c) in the case of a company as defined for the purposes of the Companies Ordinance ~~(Cap 32)~~ ( \_\_\_\_\_ of 2011), by leaving it at, or by sending it by facsimile transmission to, the registered office of the company; or
  - (d) in the case of any body of persons, corporate or unincorporate, by leaving it at, or by sending it by facsimile transmission to, their principal place of business in Hong Kong.

## Part 20

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

#### **Section 71**

Chapter:	65	Title:	LEGAL TENDER NOTES ISSUE ORDINANCE
Section:	3	Heading:	<b>Issue of legal tender notes</b>

(3) The Financial Secretary shall not authorize a bank under subsection (2) to issue bank notes subject to such terms and conditions as he thinks fit unless he is satisfied that, if the bank is so authorized, its issue of bank notes subject to those terms and conditions will be in accordance with-

- (a) the provisions of the charter, Ordinance (other than the Companies Ordinance ~~(Cap 32)~~ (\_\_\_\_\_ of 2011)), statutes, memorandum of association, or other instrument under which the bank is incorporated; or
- (b) those provisions as modified by-
  - (i) the Exchange Fund Ordinance (Cap 66); or
  - (ii) this Ordinance.

#### **Section 72**

Chapter:	65	Title:	LEGAL TENDER NOTES ISSUE ORDINANCE
Section:	5A	Heading:	<del>Section 93 of the Companies Ordinance</del> <u>Regulations made under section 650 of the Companies Ordinance ( _____ of 2011)</u> not to apply to bank notes issued by a note-issuing bank

~~The provisions of section 93 of the Companies Ordinance (Cap 32) shall~~ Any regulation made under section 650 of the Companies Ordinance ( \_\_\_\_\_ of 2011) does not apply to bank notes issued by a note-issuing bank.

## Part 21

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

#### **Section 73**

Chapter:	70	Title:	THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

In this Ordinance, unless the context otherwise requires-

“Ordinance” (條例) or “the Ordinance” (本條例) means this Ordinance;

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).

#### **Section 74**

Chapter:	70	Title:	THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED ORDINANCE
Section:	3	Heading:	<b>Incorporation</b>

Notwithstanding the repeal of the Hongkong and Shanghai Bank Ordinance 1866 (5 of 1866), the bank shall continue to be incorporated by the name of “The Hongkong and Shanghai Banking

Corporation Limited” (subject to the bank's right and ability to change its name from time to time under and in accordance with the provisions of the Companies Ordinance ~~(Cap 32)~~ (\_\_\_\_\_ of 2011)) and shall and may sue and be sued in all courts and shall continue to have perpetual succession: Provided that there shall be no limit whatever to the period of incorporation.

### **Section 75**

Chapter:	70	Title:	THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED ORDINANCE
Section:	4	Heading:	<b>Constitution</b>

(1) Subject only to the provisions of this Ordinance, the bank is to be treated for all purposes as a company formed and ~~registered under the Companies Ordinance (Cap 32)~~ registered under the relevant Ordinance as a company limited by shares so that-

(a) ~~all the provisions of the Companies Ordinance (Cap 32)~~ a provision of the Companies Ordinance (\_\_\_\_\_ of 2011) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) shall apply to the bank, its members, contributories and creditors as if it were a company so formed and registered; and

(b) the members of the bank shall have such liability to contribute to the assets of the bank in the event of its being wound up as is mentioned in the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32):

Provided that nothing in this Ordinance requires the bank to comply with any of the provisions of the ~~Companies Ordinance (Cap 32)~~ relevant Ordinance in respect of the period prior to the registration of the bank under that Ordinance on 6 October 1989 except in so far as compliance with that Ordinance shall have been required by the legislation under which the bank was originally incorporated or by which it was subsequently governed or regulated (or both) prior to that date.

(2) ~~Part IX of the Companies Ordinance (Cap 32)~~ 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 not apply to the bank.

### **Section 76**

Chapter:	70	Title:	THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED ORDINANCE
Section:	5	Heading:	<b>Overriding provisions</b>

(1) Notwithstanding anything ~~contained in the Companies Ordinance (Cap 32)~~ contained in the Companies Ordinance (\_\_\_\_\_ of 2011), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or the memorandum and articles of association of the bank (as the same may be altered or otherwise varied or amended at any time and from time to time in such manner as may be permitted under or in accordance with the provisions ~~of the Companies Ordinance (Cap 32)~~ of the Companies Ordinance (\_\_\_\_\_ of 2011)), none of those provisions of the bank's memorandum or articles of association (as adopted by enactment of The Hongkong and Shanghai Banking Corporation Limited (Amendment) Ordinance 1997 (54 of 1997)), which are specified in the Schedule shall be capable of being altered (although they may be renumbered) other than with the prior approval in writing of the Financial Secretary and a resolution of the members of the bank substituting, repealing or altering any of those provisions has no effect unless the resolution has previously been approved in writing by the Financial Secretary.

### **Section 77**

Chapter:	70	Title:	THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED ORDINANCE
Schedule:		Heading:	<b>SCHEDULE</b>

[section 5]



PROVISIONS OF MEMORANDUM AND ARTICLES OF THE  
BANK (IN THE RESPECTIVE FORMS ADOPTED BY  
ENACTMENT OF THE HONGKONG AND SHANGHAI  
BANKING CORPORATION LIMITED (AMENDMENT)  
ORDINANCE 1997 (54 OF 1997)) WHICH ARE  
SUBJECT TO THE PROVISIONS OF SECTION 5

Article 41 of the articles of association-

“No person shall without the sanction of the Board be entitled at any time to be registered as the holder of or be interested in more than one per cent of the ~~share capital of the Company then in issue~~ [issued shares of the Company](#); and the Board may at any time require from any shareholder a statutory declaration or such other evidence as it may deem adequate to determine that this Article has been complied with.”.

## Part 22

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

#### ***Section 78***

Ord. No. 54 of 1997	Title:	THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED (AMENDMENT) ORDINANCE 1997
Section: 2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the context otherwise requires-

“the bank” (銀行) has the same meaning as in the principal Ordinance and means the company incorporated under The Hongkong and Shanghai Bank Ordinance 1866 (5 of 1866) (as subsequently varied and replaced) and which was registered under the ~~Companies Ordinance (Cap. 32)~~ [relevant Ordinance](#) on 6 October 1989 with the name of “The Hongkong and Shanghai Banking Corporation Limited”;

[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)

(2) Expressions that are defined in the Companies Ordinance(~~Cap. 32~~) (\_\_\_\_\_ of 2011) or the [Companies \(Winding up and Miscellaneous Provisions\) Ordinance \(Cap. 32\)](#) and are used in this Ordinance shall have the meanings so defined, unless the context otherwise requires. [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 \(\\_\\_\\_\\_\\_ of 2011\).](#)

#### ***Section 79***

Ord. No. 54 of 1997	Title:	THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED (AMENDMENT) ORDINANCE 1997
Section: 9	Heading:	<b>Alteration of the bank’s constitution</b>

(2) The memorandum and articles of association adopted by enactment of this Ordinance shall apply to the bank and shall (subject only to the continuing provisions of the principal Ordinance) be capable of alteration in the same manner as if the bank were a company formed and registered under the ~~Companies Ordinance (Cap. 32)~~ [relevant Ordinance](#) as a company limited by shares with that

memorandum of association and those articles of association.

(3) (Subject only to the continuing provisions of the principal Ordinance) the bank shall be treated for all purpose as a company formed and registered under the ~~Companies Ordinance (Cap. 32) relevant Ordinance~~ as a company limited by shares.

### **Section 80**

Ord. No. 54 of 1997	Title:	THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED (AMENDMENT) ORDINANCE 1997
Section: 10	Heading:	<b>Changes in the bank's <del>authorized and</del> issued share capital</b>

All matters relating to or affecting (among other things) the bank's share capital (including, without limitation, any increase in or reduction, alteration or reorganization of the bank's ~~authorized or~~ issued share capital and including, also without limitation, the issue of redeemable shares and the redemption and ~~purchase-buy-back~~ by the bank of its own shares) shall be determined with regard to the bank's constitution and the Companies Ordinance (~~Cap. 32) and (~~\_\_\_\_\_ of 2011) and any other Ordinance or provision of law applicable to companies formed and registered under the ~~Companies Ordinance (Cap. 32) relevant Ordinance~~, all on the basis provided in and contemplated by section 8.

### **Section 81**

Ord. No. 54 of 1997	Title:	THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED (AMENDMENT) ORDINANCE 1997
Section: 12	Heading:	<b>Miscellaneous savings</b>

Nothing in this Ordinance operates or shall operate –

(d) to affect ~~the application of the Companies Ordinance (Cap. 32) to the bank with effect from and on 6 October 1989 by virtue of the registration of the bank under that Ordinance on that date; —~~

~~(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).~~

(e) to require the bank to comply with any of the provisions of the ~~Companies Ordinance (Cap. 32) relevant Ordinance~~, in respect of the period prior to the registration of the bank under that Ordinance on 6 October 1989 except in so far as compliance with that Ordinance shall have been required by the legislation under which the bank was originally incorporated or by which it was subsequently governed or regulated prior to that date;

## **Part 23**

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

### **Section 82**

Chapter: 97	Title:	NEW TERRITORIES ORDINANCE
Section: 16	Heading:	<del>Exemption of certain clans from the Companies Ordinance (Cap. 32)</del>

~~Any clan, family or t'ong owning land on 28 October 1910, in respect of which a manager has been~~

~~duly registered under this Ordinance, shall not, so long as such land is certified by the Secretary for Home Affairs as being used for agricultural, religious, educational or charitable purposes or such other uses of a similar nature as are recognized by established local custom, or for dwelling houses occupied by bona fide members of the clan, family or 'ong, be required to be registered under the Companies Ordinance (Cap 32), although such clan, family or 'ong may consist of more than 20 members.~~

## **Part 24**

### **Amendments to Ferry Services Ordinance (Cap. 104)**

#### ***Section 83***

Chapter:	104	Title:	FERRY SERVICES ORDINANCE
Section:	6	Heading:	<b>Grant of franchises</b>

(1) Subject to this Ordinance, the Chief Executive in Council may grant ~~to any company within the meaning of the Companies Ordinance (Cap 32), or any company to which Part IX or Part XI of the Companies Ordinance (Cap 32) applies, a franchise that confers the right to operate a ferry service between such points as are specified by him 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.~~

#### ***Section 84***

Chapter:	104	Title:	FERRY SERVICES ORDINANCE
Section:	10	Heading:	<b>Chief Executive may appoint additional directors</b>

(1) The Chief Executive may, notwithstanding any provision of the ~~Companies Ordinance (Cap 32) Companies Ordinance ( \_\_\_\_\_ of 2011), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)~~ or any other law or of any document, appoint, for such period as he may direct, not more than 2 persons to be additional directors of a grantee; and, notwithstanding any such provision as aforesaid, a person so appointed may not be removed from office as additional director of a grantee except by the Chief Executive.

## **Part 25**

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

#### ***Section 85***

Chapter:	106	Title:	TELECOMMUNICATIONS ORDINANCE
Section:	13A	Heading:	<b>Interpretation</b>

(1) For the purposes of this Part-

~~“company” (公司) has the meaning assigned to it in section 2(1) of the Companies Ordinance (Cap 32) given by section 2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011);~~

~~“ordinarily resident in Hong Kong” (通常居於香港)-~~

- ~~(b) in relation to a company, means a company-~~

(i) that is formed and registered in Hong Kong under the Companies Ordinance ~~(Cap 32)~~ (\_\_\_\_\_ of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (\_\_\_\_\_ of 2011); and

“subsidiary” (附屬公司) ~~means a company that is a subsidiary within the meaning of section 2 of the Companies Ordinance (Cap 32)~~ has the meaning given by section 14 of the Companies Ordinance (\_\_\_\_\_ of 2011) for the purposes of that Ordinance;

### **Section 86**

Chapter:	106	Title:	TELECOMMUNICATIONS ORDINANCE
Section:	13F	Heading:	<b>Competence of licensees</b>

A licence may be granted to or held only by a corporation that is-

- (a) a company formed and registered in Hong Kong under the Companies Ordinance ~~(Cap 32)~~ (\_\_\_\_\_ of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (\_\_\_\_\_ of 2011);
- (b) not a subsidiary;
- (c) empowered under its ~~memorandum–articles~~ of association to comply fully with the provisions of this Ordinance and the terms and conditions of its licence.

## **Part 26**

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

### **Section 87**

Chapter:	106A	Title:	TELECOMMUNICATIONS REGULATIONS
Regulation:	9	Heading:	<b>Notices</b>

Any notice, request or consent to be given by the Authority under the Ordinance or by virtue of the conditions or terms of any licence may be given under the hand of any duly authorized officer of the Authority and, without derogation from ~~section 356 of the Companies Ordinance (Cap 32)~~ section 815 of the Companies Ordinance (\_\_\_\_\_ of 2011), served by post on the addressee at his usual or principal place of business in Hong Kong.

## **Part 27**

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

### **Section 88**

Chapter:	108	Title:	BETTING DUTY ORDINANCE
Section:	1A	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the context otherwise requires—

“company” (公司) means a company within the meaning of the Companies Ordinance ~~(Cap 32), or a company registered under Part XI-~~ (\_\_\_\_\_ of 2011), or a company registered under Part 16 of that Ordinance;

### **Section 89**

Chapter:	108	Title:	BETTING DUTY ORDINANCE
Section:	6B	Heading:	<b>Interpretation of Part 3</b>

(1) In this Part—

“subsidiary” (附屬公司) has the same meaning as in the Companies Ordinance (~~Cap 32~~) (\_\_\_\_\_ of 2011).

## **Part 28**

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

#### ***Section 90***

Chapter:	108A	Title:	BETTING DUTY REGULATIONS
Regulation:	2	Heading:	<b>Interpretation</b>

In these regulations, unless the context otherwise requires-

“qualified person” (合資格人士) means a person who is qualified for appointment as auditor of a company under the Professional Accountants Ordinance (Cap 50) and is not disqualified under ~~section 140 of the Companies Ordinance (Cap 32)~~ section 384 of the Companies Ordinance (\_\_\_\_\_ of 2011). (17 of 2006 s. 23)

## **Part 29**

### **Amendments to Estate Duty Ordinance (Cap. 111)**

#### ***Section 91***

Chapter:	111	Title:	ESTATE DUTY ORDINANCE
Section:	10	Heading:	<b>Exceptions for transactions for money consideration, property situate outside Hong Kong, shares on local registers and certain land in the New Territories</b>

Estate duty shall not be payable in respect of -

(c) any share or other interest of a deceased member of a company registered in a branch register kept out of Hong Kong under the Companies Ordinance (~~Cap 32~~) (\_\_\_\_\_ of 2011);

#### ***Section 92***

Chapter:	111	Title:	ESTATE DUTY ORDINANCE
Section:	43	Heading:	<b>Collection and incidence of duty</b>

(5) On a winding-up of the company section 265(1) of the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) (which determines what debts shall have priority over other debts in a winding-up) shall have effect as if there were included in paragraph (d) of that subsection a reference to any duty payable in respect of assets of the company passing on a death by virtue of section 35 of this Ordinance, and section 79 of the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) shall have effect accordingly.

## **Part 30**

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

#### ***Section 93***

Chapter:	112	Title:	INLAND REVENUE ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

“debenture” (債權證) means a debenture as defined in section 2(1) of the Companies Ordinance (~~Cap~~

~~32~~ ( \_\_\_\_\_ of 2011);

### **Section 94**

Chapter:	112	Title:	INLAND REVENUE ORDINANCE
Section:	16	Heading:	<b>Ascertainment of chargeable profits</b>

(2E) For the purposes of subsection (2B)-

(c) “excepted person” (除外人士) means-

(ii) in the case of a person (other than the lender) who is connected with the borrower-

(C) a body corporate, where the Government owns beneficially more than half ~~in nominal value~~ of the issued share capital of that body corporate for the time being; or

(2F) For the purposes of subsection (2C)-

(c) “excepted person” (除外人士) means-

(ii) in the case of a person who is connected with the borrower-

(C) a body corporate, where the Government owns beneficially more than half ~~in nominal value~~ of the issued share capital of that body corporate for the time being; or

### **Section 95**

Chapter:	112	Title:	INLAND REVENUE ORDINANCE
Section:	88B	Heading:	<b>Notice of no objection in respect of an application to deregister a private company under <del>section 291AA of the Companies Ordinance</del> <u>section 738 of the Companies Ordinance ( _____ of 2011)</u></b>

(1) On a request made by a person who is entitled to apply for the deregistration of a private company under ~~section 291AA of the Companies Ordinance (Cap 32)~~ section 738 of the Companies Ordinance ( \_\_\_\_\_ of 2011), the Commissioner may issue a written notice stating that he has no objection to the company being deregistered.

(2) The fee specified in Schedule 11 shall be payable in respect of a request under subsection (1).

(3) The Secretary for Financial Services and the Treasury may by order amend Schedule 11.

### **Section 96**

Chapter:	112	Title:	INLAND REVENUE ORDINANCE
Schedule:	16	Heading:	<b>SPECIFIED TRANSACTIONS</b>

securities” (證券) means—

(a) shares, stocks, debentures, loan stocks, funds, bonds or notes of, or issued by, a body, whether incorporated or unincorporated, or a government or municipal government authority;

(b) rights, options or interests (whether described as units or otherwise) in, or in respect of, such shares, stocks, debentures, loan stocks, funds, bonds or notes;

(c) certificates of interest or participation in, temporary or interim certificates for, receipts for, or warrants to subscribe for or purchase, such shares, stocks, debentures, loan stocks, funds, bonds or notes;

(d) interests in any collective investment scheme;

(e) interests, rights or property, whether in the form of an instrument or otherwise, commonly known as securities,

but does not include shares or debentures of, or rights, options or interests (whether described as units or otherwise) in, or in respect of, shares or debentures of, a company that is a private company within the meaning of ~~section 29 of the Companies Ordinance (Cap 32)~~ section 10 of the Companies Ordinance ( \_\_\_\_\_ of 2011);



## Part 31

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

#### **Section 97**

Chapter:	112M	Title:	INLAND REVENUE (QUALIFYING DEBT INSTRUMENTS) ORDER
Schedule:		Heading:	<b>SCHEDULE</b>

1. MTR Corporation Limited, for as long as the Government beneficially owns more than half ~~in nominal value~~ of the issued share capital of the company for the time being. (13 of 2000 s. 65)

## Part 32

### Amendment to Hospital Authority Ordinance (Cap. 113)

#### **Section 98**

Chapter:	113	Title:	HOSPITAL AUTHORITY ORDINANCE
Section:	19	Heading:	<b>Governing body of prescribed hospital specified in Schedule 2 may enter into agreement referred to in section 5(a), etc.</b>

- (3) In this section, “specified document” (指明文件) means-
- (a) any enactment other than this Ordinance;
  - (b) any articles, ~~or memorandum, within the meaning of the Companies Ordinance (Cap. 32) of association~~; or
  - (c) any constitution or rules.

## Part 33

### Amendments to Stamp Duty Ordinance (Cap. 117)

#### **Section 99**

Chapter:	117	Title:	STAMP DUTY ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

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);

#### **Section 100**

Chapter:	117	Title:	STAMP DUTY ORDINANCE
Section:	4	Heading:	<b>Charging of, liability for, and recovery of stamp duty</b>

(7) The return required by section 45(2) of the ~~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-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,~~ which is not reduced to writing shall be chargeable with the same stamp duty as would have been payable if the contract had been reduced to writing, and subsections (2), (3), (5) and (6) of this section shall apply to the return as they apply to any such contract in writing.

(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).

### ***Section 101***

Chapter:	117	Title:	STAMP DUTY ORDINANCE
Section:	19	Heading:	<b>Contract notes, etc. in respect of sale and purchase of Hong Kong stock</b>

(16) In this section-

“relevant event” (有關事件), in relation to any stock obtained pursuant to the provisions referred to in paragraph (a)(i)(A) or (b)(i)(A) of the definition of “stock borrowing and lending agreement”, means-

~~(a) the exercise of any of the powers conferred by section 53(1)(a) to (d) of the Companies Ordinance (Cap 32); or~~

(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

(b) any other event,

which, in the opinion of the Collector, makes any requirement to return stock of the same quantity and description as the stock so obtained either impracticable or inappropriate;

### ***Section 102***

Chapter:	117	Title:	STAMP DUTY ORDINANCE
Section:	39	Heading:	<b>Instruments generally exempted</b>

The following instruments shall not be chargeable with stamp duty under this Ordinance-

(g) all instruments exempted under section 125 of the Bankruptcy Ordinance (Cap 6), or section 281 of the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32).

## **Part 34**

### **Amendment to Audit Ordinance (Cap. 122)**

### ***Section 103***

Chapter:	122	Title:	AUDIT ORDINANCE
Schedule:	1	Heading:	<b>ACCOUNTS AND FUNDS SUBJECT TO AUDIT BY THE DIRECTOR</b>

Item	Accounts/Funds	Responsible public officer	Statutory provisions under which the account or fund is kept or operated or in which the account or fund is referred to
6.	Companies Liquidation Account	Official Receiver	Section 293(1) of the <u>Companies (Winding Up and Miscellaneous Provisions) Ordinance</u> <del>Companies Ordinance</del> (Cap 32).

**Part 35**  
**Amendment to Land Registration Regulations**  
**(Cap. 128 sub. leg. A)**

**Section 104**

Chapter:	128A	Title:	LAND REGISTRATION REGULATIONS
Regulation:	9	Heading:	<b>Size and form of instruments</b>

(1) Subject to paragraph (1A), an instrument (including a copy thereof) delivered for registration shall- (20 of 2002 s. 5)

(b) contain, where practicable-

(ii) in the case of a company executing the instrument-

(A) the number by which it is registered under the Companies Ordinance ~~(Cap 32)~~ (\_\_\_\_\_ of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (\_\_\_\_\_ of 2011); or;

(B) if ~~that Ordinance sub-subparagraph (A)~~ does not apply, particulars of its incorporation or establishment sufficient to identify the company; (20 of 2002 s. 5)

**Part 36**  
**Amendments to Public Health and Municipal**  
**Services Ordinance (Cap. 132)**

**Section 105**

Chapter:	132	Title:	PUBLIC HEALTH AND MUNICIPAL SERVICES ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the context otherwise requires-

“corporation” (法團) means any person or body of persons incorporated by virtue of any Ordinance of Hong Kong and also means any company registered under the Companies Ordinance ~~(Cap 32)~~ (\_\_\_\_\_ of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (\_\_\_\_\_ of 2011);

**Section 106**

Chapter:	132	Title:	PUBLIC HEALTH AND MUNICIPAL SERVICES ORDINANCE
Section:	125	Heading:	<b>General provisions as to licences, etc.</b>

(6) Where any person who is registered, or who is the grantee of any licence or permit issued, under the provisions of this Ordinance absents himself from Hong Kong for a period exceeding 30 days without giving notice in writing to the licensing authority, or, in the opinion of the licensing authority, is not, or has ceased to be, ordinarily resident in Hong Kong, the licensing authority may, without notice, cancel such registration, licence or permit, and, in the case of a corporation which is registered under the Companies Ordinance ~~(Cap 32)~~ (\_\_\_\_\_ of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (\_\_\_\_\_ of 2011), the licensing authority may also cancel such registration, licence or permit if the corporation has ceased to be so registered.

**Part 37**  
**Amendments to Gambling Regulations**  
**(Cap. 148 sub. leg. A)**

**Section 107**

Chapter:	148A	Title:	GAMBLING REGULATIONS
Regulation:	3	Heading:	<b>Other forms to accompany applications</b>

(2) Where an application is made by a company within the meaning of the Companies Ordinance (~~Cap 32~~)(         of 2011), the application shall be accompanied, in lieu of Form 6, by Form 7 in the First Schedule.

**Section 108**

Chapter:	148A	Title:	GAMBLING REGULATIONS
Schedule:	1	Heading:	

FORM 7

[regulation 3(2)]

In support of Application No.....

GAMBLING REGULATIONS

3. Is the company incorporated in Hong Kong? Yes/No  
If “No”, give details as to where it is incorporated.....
4. Date of incorporation (attach a copy of the Memorandum and Articles of Association).....
5. ~~Nominal Capital~~.....  
Issued capital .....
13. 該公司是否是另一間公司的全資擁有或非全資擁有附屬公司? 是/否  
如答案屬“是”，請另紙說明有關詳情，以及就最終~~控股公司~~控權公司提供上述問題 1 至 12 所需的資料。

**Part 38**  
**Amendments to Societies Ordinance (Cap. 151)**

**Section 109**

Chapter:	151	Title:	SOCIETIES ORDINANCE
Schedule:		Heading:	<b>SCHEDULE</b>

PERSONS TO WHICH THE ORDINANCE DOES NOT APPLY

(1) Any company registered under the Companies Ordinance (~~Cap 32~~)(         of 2011).

(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)

#### **Section 110**

Chapter: 155	Title: BANKING ORDINANCE
Section: 2	Heading: Interpretation

(1) In this Ordinance, unless the context otherwise requires-

“authorized institution incorporated in Hong Kong” (在香港成立為法團的認可機構) means an authorized institution incorporated in Hong Kong by or under the Companies Ordinance (\_\_\_\_\_ of 2011), a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (\_\_\_\_\_ of 2011) (Cap 32) or any other Ordinance and any reference to a bank incorporated in Hong Kong, a deposit-taking company incorporated in Hong Kong or a restricted licence bank incorporated in Hong Kong shall be construed accordingly;

“capital base” (資本基礎), in relation to an institution, means the sum of-

- (a) the following amounts, but in each case only to the extent prescribed by the Monetary Authority in rules made under section 98A(1), namely-
  - (i) the paid-up capital of the institution;
  - (ii) the amount standing to the credit of the share premium account (if any) of the institution;
  - (iii) the audited retained earnings of the institution; and
  - (iv) the published reserves of the institution; and

“company” (公司) means a body corporate-

- (a) incorporated under the Companies Ordinance (Cap 32); (\_\_\_\_\_ of 2011)  
(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (\_\_\_\_\_ of 2011),
- (b) incorporated by any other Ordinance; or
- (c) incorporated outside Hong Kong;

“deposit” (存款)-

- (b) does not include a loan of money-
  - (i) upon terms involving the issue, by any company, of debentures or other securities in respect of which a prospectus has been registered under the Companies (Winding Up and Miscellaneous Provisions) Ordinance Companies Ordinance (Cap 32);
  - (ii) upon terms referable to the provision of property or services; or
  - (iii) by one company to another (neither company being an authorized institution) at a time when one is a subsidiary of the other or both are subsidiaries of another company,

and references in this Ordinance to the taking or the making of a deposit shall be construed accordingly;

~~“holding company” (控股公司) and “subsidiary” (附屬公司) have the same meaning as in the Companies Ordinance (Cap 32);~~

holding company (控權公司) and subsidiary (附屬公司) have the same meaning as in the Companies Ordinance (\_\_\_\_\_ of 2011);

“share premium account” (股份溢價帳)-

- ~~(a) in relation to a company incorporated in Hong Kong, means a share premium account referred to in section 48B(1) of the Companies Ordinance (Cap 32) maintained in respect of the company;~~
- ~~(b) in relation to a company incorporated outside Hong Kong, means an account having the~~

~~same characteristics as a share premium account referred to in section 48B(1) of the Companies Ordinance (Cap 32) irrespective of its name;— means the account to which the aggregate amount or value of the premiums on shares issued (whether for cash or otherwise) is transferred;~~

“The DTC Association” (DTC 公會) means The Hong Kong Association of Restricted Licence Banks and Deposit-taking Companies incorporated under the Companies Ordinance (Cap 32) as in force at the time of the incorporation;

(15) It is hereby declared that-

- (b) where the issuer of a multi-purpose card is or was a bank, then any obligation-
- (i) on the issuer to redeem or refund, or otherwise give value for, any value which is or was stored on that card; and
  - (ii) which is recorded, or which is required to be recorded, as a liability on the balance sheet of the issuer,
- shall be deemed to be a deposit for the purposes of section 265(1)(db) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance ~~Companies Ordinance~~ (Cap 32);

### ***Section 111***

Chapter: 155	Title: BANKING ORDINANCE
Section: 3	Heading: <b>Application</b>

- (1) Part III of this Ordinance shall not apply to the taking of any deposit by-
- (a) a trust company registered under Part VIII of the Trustee Ordinance (Cap 29);
  - (b) a credit union registered under the Credit Unions Ordinance (Cap 119);
  - (c) a company, where such deposit is secured by a mortgage, or ~~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);~~charge, registered or to be registered under the Companies Ordinance (Cap 32);—~~

- (5) An authorized institution which is incorporated or registered by or ~~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.

~~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.~~

### ***Section 112***

Chapter: 155	Title: BANKING ORDINANCE
Section: 16	Heading: <b>Grant or refusal of authorization, etc.</b>

- (9) It is hereby declared that, without limiting the generality of subsection (1)(a), (3A)(a) or (5), conditions attached under that subsection to an authorization may-
- (b) notwithstanding any other provisions of this Ordinance or the provisions of any other



enactment (including the Companies Ordinance (        of 2011)—(Cap 32)), impose requirements in relation to the accounts of the authorized institution to which the authorization relates, including-

- (i) the institution's audited annual accounts within the meaning of section 60(11);
- (ii) any supplementary information to those audited annual accounts;
- (iii) the report of the directors under section 380 of the Companies Ordinance (        of 2011)~~section 129D(1) of the Companies Ordinance (Cap 32)~~;
- (iv) the institution's cash flow statement, together with any notes thereon, where the statement does not already form part of those audited annual accounts;
- (v) the disclosure (whether to the public or otherwise) of those audited annual accounts, that supplementary information, that report, that cash flow statement or those notes.

### ***Section 113***

Chapter:	155	Title:	BANKING ORDINANCE
Section:	51A	Heading:	<b>Control of establishment, etc. of overseas banking corporations</b>

(2) 在香港成立為法團的認可機構及該機構的任何在香港成立為法團的控股公司控權公司須各自受下述條件規限，即—

(3) 第(2)款所指的批准，須當作已就任何以下的海外銀行法團而批給—

- (a) 該海外銀行法團於緊接有關日期前是某認可機構的附屬公司或該機構任何控股公司控權公司的附屬公司；或
- (b) 該海外銀行法團在不遲於有關日期後的 3 個月，憑藉某些作為或情況成為某認可機構的附屬公司或該機構任何控股公司控權公司的附屬公司，而該等作為或情況實質上在有關日期前已出現。

(4) 金融管理專員可在任何時間，藉向任何認可機構或其控股公司控權公司送達的書面通知，對於就將成為或現時是該機構的附屬公司或該控股公司控權公司的附屬公司(視屬何情況而定)的任何海外銀行法團根據第(2)款批給的批准或根據第(3)款當作已批給的批准，附加他認為恰當的條件，或按他認為恰當，修訂或取消任何已如此附加的條件。上述附加、修訂或取消自有關通知指明的時間起生效，而該時間須在有關個案的整體情況下屬合理的。

(6) 金融管理專員如拒絕根據第(2)款批給批准，或根據第(5)款撤銷批准，須將該項拒絕或撤銷以書面通知有關認可機構或其有關控股公司控權公司。

(8) 任何認可機構或其控股公司控權公司違反第(2)款的條件或違反根據第(4)款附加的任何條件，該機構的或該控股公司控權公司的每名董事、每名行政總裁及每名經理均屬犯罪—

### ***Section 114***

Chapter:	155	Title:	BANKING ORDINANCE
Section:	53C	Heading:	<b>Powers of Manager</b>

(7) During the period for which a direction given under section 52(1)(C) is in force in respect of an authorized institution, any power conferred on-

- (a) the institution or a member, director, chief executive, manager or officer of the institution, whether by-
  - (i) this Ordinance, the Companies Ordinance (        of 2011) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)—~~or the Companies Ordinance (Cap 32)~~;
  - (ii) the ~~memorandum or~~ articles of association (including, in the case of an authorized

institution incorporated outside Hong Kong, the equivalent, in the place where it is incorporated, of the ~~memorandum or~~ articles of association); or

### **Section 115**

Chapter: 155 Title: BANKING ORDINANCE  
Section: 59 Heading: **Audit**

(1) Every authorized institution, and its auditors, shall comply with the Companies Ordinance (~~\_\_\_\_\_ of 2011~~) (~~Cap 32~~) with respect to the audit of a company's accounts, whether or not the institution is incorporated under that Ordinance.

### **Section 116**

Chapter: 155 Title: BANKING ORDINANCE  
Section: 59A Heading: **Notification in respect of auditors**

(2) An auditor of an authorized institution appointed under section 386, 387, 388 or 389 of the Companies Ordinance (\_\_\_\_\_ of 2011)~~section 131 of the Companies Ordinance (Cap 32)~~ shall immediately give written notice to the Monetary Authority if he-

- (a) resigns before the expiration of his term of office;
- (b) does not seek to be re-appointed; or
- (c) decides to include in his report on the institution's accounts any qualification or adverse statement as to a matter mentioned in section 397 or 398 of the Companies Ordinance (\_\_\_\_\_ of 2011)~~section 141 of the Companies Ordinance (Cap 32)~~.

### **Section 117**

Chapter: 155 Title: BANKING ORDINANCE  
Section: 60 Heading: **Publication of audited balance sheet, etc.**

(3) Every authorized institution incorporated in Hong Kong shall, not later than 4 months after the close of each financial year, or within such further period as the Monetary Authority approves in writing, exhibit-

- (a) a copy of its audited annual accounts for that year;
- (b) a copy of the report of the auditors made pursuant to section 396 of the Companies Ordinance (\_\_\_\_\_ of 2011)~~section 141 of the Companies Ordinance (Cap 32)~~;
- (c) a copy of the report of the directors laid or to be laid before the company in general meeting ~~in accordance with section 129D(1) of that Ordinance~~; under Division 6 of Part 9 of that Ordinance

(5A) 認可機構如獲金融管理專員書面批准，可藉以綜合方式向金融管理專員提交其控股公司 控權公司的同類文件，從而符合第(5)款規定，以代替藉向金融管理專員提交該款規定的文件方式符合該款規定。

(11) In this section, “audited annual accounts” (經審計的周年帳目), in relation to an authorized institution-

- (a) means the institution's balance sheet and profit and loss account, together with any notes thereon, which are subject to a report by the institution's auditor pursuant to section 396 of the Companies Ordinance (\_\_\_\_\_ of 2011)~~section 141 of the Companies Ordinance (Cap 32)~~ and;

### ***Section 118***

Chapter:	155	Title:	BANKING ORDINANCE
Section:	63	Heading:	<b>Returns and information to be submitted to the Monetary Authority</b>

(2A) 金融管理專員可規定—

- (a) 認可機構的任何[控股公司控權公司](#)；
- (b) 任何該等[控股公司控權公司](#)的任何附屬公司；或

(6) 任何認可機構或任何核准貨幣經紀無合理辯解而沒有遵從根據第(2)款作出的任何規定，其每名董事、每名行政總裁及每名經理均屬經理；任何認可機構的[控股公司控權公司](#)，該[控股公司控權公司](#)的附屬公司，或任何認可機構的附屬公司無合理辯解而沒有遵從根據第(2A)款作出的任何規定，沒有遵從該規定的該公司的每名董事、每名行政總裁及每名經理均屬犯罪；而—

### ***Section 119***

Chapter:	155	Title:	BANKING ORDINANCE
Section:	63A	Heading:	<b>Auditor to report to Monetary Authority any matter which adversely affects financial position of authorized institution to material extent</b>

(1) Where a person in the course of performing his duties as an auditor appointed under-

- (a) section 59(2) or 63(3) or (3A); or
- (b) [section 386, 387, 388 or 389 of the Companies Ordinance \( \\_\\_\\_\\_\\_ of 2011\)](#)-~~section 131 of the Companies Ordinance (Cap 32)~~,

becomes aware of a matter which, in his opinion, adversely affects the financial position of an authorized institution to a material extent, he shall, as soon as is reasonably practicable after he becomes aware of the matter, submit to the Monetary Authority a report in writing on the nature of the matter and the reason why he is of that opinion.

### ***Section 120***

Chapter:	155	Title:	BANKING ORDINANCE
Section:	63B	Heading:	<b>Auditors of registered institutions to submit report to Monetary Authority in certain cases</b>

Where a person in the course of performing his functions as an auditor-

- (a) appointed under-
  - (i) section 59(2) or 63(3) or (3A); or
  - (ii) [section 386, 387, 388 or 389 of the Companies Ordinance \( \\_\\_\\_\\_\\_ of 2011\)](#)-~~section 131 of the Companies Ordinance (Cap 32)~~; and
- (b) in relation to a registered institution,

### ***Section 121***

Chapter:	155	Title:	BANKING ORDINANCE
Section:	64	Heading:	<b>Information on shareholding, etc.</b>

(1) Every authorized institution shall, if so required by the Monetary Authority, inform him of the name and address of, and the nature of the business carried on by, every company-

- (a) in which the institution holds the beneficial ownership, directly or indirectly, of an aggregate of 20 per cent or more of the [issued shares](#)-~~share capital~~;

## ***Section 122***

Chapter:	155	Title:	BANKING ORDINANCE
Section:	80	Heading:	<b>Advance against security of own shares, etc.</b>

(2) 任何認可機構不得以下述公司股份所作的保證而批給任何放款、貸款或信貸融通(包括信用證)，或給予任何財務擔保，或招致任何其他債務，除非該認可機構獲得金融管理專員書面批准，並受金融管理專員認為恰當附加於該項批准的條件所規限—

- (a) 該機構的任何[控股公司控權公司](#)；
- (c) 該機構任何[控股公司控權公司](#)的任何其他附屬公司。

## ***Section 123***

Chapter:	155	Title:	BANKING ORDINANCE
Section:	81	Heading:	<b>Limitation on advances by authorized institutions</b>

(1) 除第(4)、(4A)、(5)及(6)款另有規定外，任何在香港成立為法團的認可機構對—

- (b) 兩間或多於兩間公司，而該等公司—
  - (i) 是同一間[控股公司控權公司](#)的附屬公司；或
  - (c) 任何[控股公司控權公司](#)以及其一間或多於一間附屬公司；或

(2) The financial exposure of an authorized institution to any person, company or combination thereof referred to in subsection (1)(a), (b), (c) or (d) shall, for the purposes of this section, be taken to be the aggregate of—

- (a) all advances, loans and credit facilities (including letters of credit) given to;
- (b) the value of the institution's holdings of shares and debentures (within the meaning of those terms in section 2 of the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#)) (~~Cap. 32~~)) ~~and other debt securities~~ issued by;

(4) 凡—

- (a) 在第(1)(a)款提述的人，是認可機構的附屬公司或[控股公司控權公司](#)，或是該[控股公司控權公司](#)的附屬公司；
- (b) 第(1)(b)(i)款提述的[控股公司控權公司](#)，是認可機構或是認可機構的[控股公司控權公司](#)；或
- (c) 第(1)(c)款提述的[控股公司控權公司](#)是認可機構的[控股公司控權公司](#)，

(4A) 凡—

- (a) 第(1)(b)(i)款所提述的[控股公司控權公司](#)是根據《財政司司長法團條例》(第 1015 章)設立的財政司司長法團；
- (c) 第(1)(c)款提述的[控股公司控權公司](#)是財政司司長法團；或

## ***Section 124***

Chapter:	155	Title:	BANKING ORDINANCE
Section:	97	Heading:	<b>Restrictions on use of name “bank”</b>

(6) 在本條中—

“稱謂”(description) 包括使用第(1)(a)款適用的任何詞語的任何陳述(不論是否書面陳述)，而該陳述可解釋為指任何人(不論如何描述)為任何銀行(而不論該銀行是否為認可的或存在的銀行)的—

- (b) [控股公司控權公司](#)；或

- (c) [控股公司控權公司](#)的附屬公司。

### **Section 125**

Chapter:	155	Title:	BANKING ORDINANCE
Section:	118	Heading:	<b>Powers of the inspector and offences in connection with the investigation</b>

(2) 審查員如認為為進行其調查而有需要，亦可調查任何公司的事務、業務及財產，而該公司是或於任何有關時間曾是一

- (a) 事務、業務及財產正受調查的團體的[控股公司控權公司](#)或附屬公司；
- (b) 該團體的[控股公司控權公司](#)的附屬公司；或
- (c) 該團體的附屬公司的[控股公司控權公司](#)。

### **Section 126**

Chapter:	155	Title:	BANKING ORDINANCE
Section:	122	Heading:	<b>Winding-up of authorized institutions</b>

(1) The provisions of the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~-(Cap 32) with regard to a creditors' voluntary winding-up shall not apply to authorized institutions.

(2) On a petition by the Financial Secretary, acting in accordance with a direction of the Chief Executive in Council under section 53(1)(iii), the Court of First Instance may-

- (a) on any ground specified in section 177 of the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~-(Cap 32); or
- (b) if it is satisfied that it is in the public interest that the authorized institution or former authorized institution should be wound up,

order the winding-up of an authorized institution or former authorized institution in accordance with the provisions of the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~-(Cap 32) relating to the winding-up of companies.

(3) Where before the presentation of a petition for the winding up of an authorized institution by the Court of First Instance, and whether or not the petition is presented by the Financial Secretary, there has in respect of the institution been a direction given under section 52(1)(C) which has continued in force at all times until the presentation of the petition, and a winding-up order is made thereon, then, notwithstanding the provisions of section 184(2) of the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32), the winding up of the institution by the Court of First Instance shall, for the purposes of sections 170, 179, 182, 183, 266, 267, 269 and 274, and section 271(1)(d), (e), (h), (i), (j), (k), (l) and (o), of that Ordinance, be deemed to have commenced at the time the direction was so given.

(4) Nothing in section 182 of the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32) shall invalidate any disposition of the business or property of an authorized institution made by the Manager of the institution, or by the institution under the direction of the Manager, acting in good faith in the course of managing the affairs, business and property of the institution. (Replaced 49 of 1995 s. 38)

(5) Where the Financial Secretary is entitled to petition the Court of First Instance by virtue of section 117(5)(f), the Court of First Instance may wind up a deposit-taking company or restricted licence bank or former deposit-taking company or restricted licence bank in accordance with the provisions of the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~-(Cap 32) relating to the winding-up of companies if-



- (a) the deposit-taking company or restricted licence bank is unable to pay sums due and payable to its depositors or is able to pay such sums only by defaulting on its obligations; or
- (b) the value of the deposit-taking company's or restricted licence bank's assets is less than the amount of its liabilities.

### ***Section 127***

Chapter:	155	Title:	BANKING ORDINANCE
Section:	131	Heading:	<b>Recovery of fees, expenses, etc.</b>

(3) Subject to subsection (5), any sum recoverable under this section at the suit of the Secretary for Justice shall be a debt due to the Government within the meaning of section 265(1)(d) of the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32) and section 38(1)(d) of the Bankruptcy Ordinance (Cap 6).

### ***Section 128***

Chapter:	155	Title:	BANKING ORDINANCE
Section:	134	Heading:	<b>Service of notices</b>

(2) A variation, notice, resolution or determination referred to in section 52(2)(b)(i), 53A(2)(b)(i), 53B(7)(b) or (8), 53F(3)(b)(i) or 53G(3)(b) or (8)(b)(iii) which under that section is required to be, or may be, served on an authorized institution incorporated outside Hong Kong at its principal place of business outside Hong Kong shall, in the absence of evidence to the contrary, be deemed to be so served if it is-

- (a) given to or served on an officer, within the meaning of section 2(1) of the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#)) ~~(Cap 32)~~, of the institution at that place;
- (b) sent by post to that place; or
- (c) sent by telex, facsimile transmission or other similar method to that place.

(3) Subsection (1) shall not operate to limit the generality of [section 815 of the Companies Ordinance](#) ([\\_\\_\\_\\_\\_ of 2011](#)) ~~section 356 of the Companies Ordinance (Cap 32)~~.

(4) Notwithstanding any other provision of this Ordinance (including any such provision referred to in subsection (2)), subsection (2) shall not operate to limit the generality of [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 ~~section 333 of the Companies Ordinance (Cap 32) and, accordingly, a variation, notice, resolution or determination referred to in that subsection may be served on a person resident in Hong Kong who has been authorized as specified in subsection (1)(c) of that section by the authorized institution concerned.~~

### ***Section 129***

Chapter:	155	Title:	BANKING ORDINANCE
Section:	134A	Heading:	<b>Monetary Authority to consult, etc., before attaching conditions to authorization</b>

(1) Before exercising any power under section 16 to attach to the authorization of any authorized institution any condition (including attach by way of amending conditions already attached to the authorization), the Monetary Authority shall, where he proposes to attach that condition to the authorization of-

- (a) each authorized institution, consult with the following persons-
  - (i) the Banking Advisory Committee;
  - (ii) the Deposit-taking Companies Advisory Committee;



- (iii) The Hong Kong Association of Banks incorporated by section 3 of The Hong Kong Association of Banks Ordinance (Cap 364); and
- (iv) The DTC Association (The Hong Kong Association of Restricted Licence Banks and Deposit-Taking Companies) incorporated under the Companies Ordinance (Cap 32) as in force at the time of the incorporation (including any successor thereof);

### **Section 130**

Chapter: 155	Title: BANKING ORDINANCE
Schedule: 7	Heading: <b>MINIMUM CRITERIA FOR AUTHORIZATION</b>

6. The Monetary Authority is satisfied that the company presently has, and will if it is authorized continue to have, adequate financial resources (whether actual or contingent) for the nature and scale of its operations and, without prejudice to the generality of the foregoing-

- \*(a) in the case of a company seeking authorization to carry on banking business in Hong Kong, the aggregate amount of its paid-up share capital and the balance of its share premium account (if any) is not less than \$300000000 or an equivalent amount in any other approved currency;
- (b) in the case of a company seeking authorization to carry on a deposit-taking business as a deposit-taking company, the aggregate amount of its paid-up share capital and the balance of its share premium account (if any) is not less than \$250000000 or an equivalent amount in any other approved currency;
- (c) in the case of a company seeking authorization to carry on a deposit-taking business as a restricted licence bank, the aggregate amount of its paid-up share capital and the balance of its share premium account (if any) is not less than \$100000000 or an equivalent amount in any other approved currency;
- (d) in the case of a company incorporated in Hong Kong, the company, if it is authorized, will on and after authorization have and maintain a capital adequacy ratio which complies with the provisions of Part XVII applicable to it.

11. If the company is incorporated in Hong Kong, the Monetary Authority is satisfied that it presently discloses, and will if it is authorized continue to disclose, adequate information-

- (b) in-
  - (i) its audited annual accounts within the meaning of section 60(11);
  - (ii) any supplementary information to those audited annual accounts;
  - (iii) the report of the directors under section 380 of the Companies Ordinance (of 2011) ~~section 129D(1) of the Companies Ordinance (Cap 32)~~; and
  - (iv) the institution's cash flow statement, together with any notes thereon, where the statement does not already form part of those audited annual accounts.

13. 如公司正謀求認可在香港經營銀行業務—

- (a) 該公司持有(如(b)(ii)(B)節適用，則該公司將會持有)—
  - (i) 客戶的存款總額不少於\$3000000000 或以任何其他核准貨幣計算的同等款額，但由以下機構及人士存入的任何存款不包括在內—
    - (F) 該公司的任何控股公司控權公司、附屬公司或相聯公司；
    - (G) 任何上述控股公司控權公司的任何附屬公司或相聯公司；及
- (b) 如屬—
  - (ii) 在香港成立為法團的公司，則為符合以下其中一項條件者—
    - (B) 該公司是在香港以外成立為法團的銀行的附屬公司，或是上述銀行的控股公司控權公司的附屬公司，而—

### **Section 131**

Chapter: 155	Title: BANKING ORDINANCE
Schedule: 11	Heading: <b>MINIMUM CRITERIA FOR APPROVAL AS MONEY BROKER</b>

5. The Monetary Authority is satisfied that the company presently has, and will if it is approved continue to have, adequate financial resources (whether actual or contingent) for the nature and scale of its operations and, without prejudice to the generality of the foregoing, the aggregate amount of its paid-up share capital and the balance of its share premium account ([if any](#)) is not less than \$5000000 or an equivalent amount in any other approved currency.

## **Part 40**

### **Amendment to Banking Ordinance (Deposit-taking Exemptions) (Consolidation) Notice (Cap. 155 sub. leg. A)**

### **Section 132**

Chapter: 155A	Title: BANKING ORDINANCE (DEPOSIT-TAKING EXEMPTIONS) (CONSOLIDATION) NOTICE
Schedule: 1	Heading: <b>PERSONS EXEMPT FROM SECTION 12</b>

2. Arabian Gulf Investments (Far East) Limited subject to the following conditions-

(2) that The Hongkong and Shanghai Banking Corporation Limited or its nominee is and shall at all times continue to be a beneficial owner of not less than 20% of the [issued shares](#) ~~issued and paid up share capital~~ of Arabian Gulf Investments (Far East) Limited; and

## **Part 41**

### **Amendments to Banking (Capital) Rules (Cap. 155 sub. leg. L)**

### **Section 133**

Chapter: 155L	Title: BANKING (CAPITAL) RULES
Section: 2	Heading: <b>Interpretation</b>

“group of companies”(公司集團) has the meaning assigned to it by section 2(1) of the Companies Ordinance ([of 2011](#))-~~(Cap 32)~~;

“母銀行”(parent bank) 就認可機構而言，指該機構的任何[控股公司控權公司](#)，而該[控股公司控權公司](#)在它成立為法團所在的海外國家，是獲認可為銀行的；

“惠譽評級”(Fitch Ratings) 指符合以下說明的組織—

(a) 是由以下成員組成的—

(i) 以惠譽評級有限公司為最終[控股公司控權公司](#)的公司集團的成員；

“標準普爾評級服務”(Standard & Poor's Ratings Services) 指符合以下說明的組織—

(a) 是由以麥格勞—希爾公司為最終[控股公司控權公司](#)的公司集團的成員內的業務單位組成的；

“穆迪投資者服務”(Moody's Investors Service) 指符合以下說明的組織—

(a) 是由以穆迪公司為最終[控股公司控權公司](#)的公司集團的成員組成的；

### ***Section 134***

Chapter: 155L Title: BANKING (CAPITAL) RULES  
Section: 35 Heading: **Interpretation of Part 3**

In this Part, unless the context otherwise requires—

“debentures” (債權證) has the meaning assigned to it by section 2(1) of the Companies Ordinance ([of 2011](#)) (~~Cap 32~~);

“subsidiary undertaking” (附屬企業) shall be construed in accordance with [section 15 of the Companies Ordinance \( of 2011\) as read with Schedule 1 section 2B of the Companies Ordinance \(Cap 32\) as read with the Twenty-third Schedule](#) to that Ordinance;

“連繫公司”(connected company) 就認可機構而言，指—

- (a) 該機構的附屬公司或[控股公司控權公司](#)；或

### ***Section 135***

Chapter: 155L Title: BANKING (CAPITAL) RULES  
Section: 38 Heading: **Core capital of authorized institution**

Subject to sections 37, 43(6), 44(2), 45(3)(a) and 48, for the purposes of determining an authorized institution's capital base, the core capital of the institution shall consist of the following capital items—

- (a) the institution's paid-up ordinary share capital except any shares issued by the institution by virtue of capitalizing any property revaluation reserves of the institution referred to in section 42(1)(a);  
(b) the institution's paid-up irredeemable non-cumulative preference shares;  
(c) the amount standing to the credit of the institution's share premium account ([if any](#));  
(d) subject to section 39, the institution's published reserves except—

### ***Section 136***

Chapter: 155L Title: BANKING (CAPITAL) RULES  
Section: 48 Heading: **Deductions from core capital and supplementary capital**

(2) 在不抵觸第 49(1)條的條文下，認可機構須從其核心資本及附加資本兩者中扣減—

- (a) (在不抵觸第(3)款的條文下)該機構持有的該機構的[控股公司控權公司](#)的股份的數額；

## **Part 42**

### **Amendments to Banking (Disclosure) Rules**

#### **(Cap. 155 sub. leg. M)**

### ***Section 137***

Chapter: 155M Title: BANKING (DISCLOSURE) RULES  
Section: 2 Heading: **Interpretation**

(1) 在本規則中，除文意另有所指外—

“金融企業”(financial concerns) 指—

- (a) 投資公司，包括—  
(iv) 投資[控股公司控權公司](#)；

## ***Section 138***

Chapter: 155M Title: BANKING (DISCLOSURE) RULES  
Section: 24 Heading: **Capital structure and adequacy**

(2) Without prejudice to the generality of subsection (1), the disclosure referred to in that subsection required of an authorized institution shall include—

- (a) in the case of the institution's core capital—
  - (i) the institution's paid-up ordinary share capital;
  - (ii) the institution's paid-up irredeemable non-cumulative preference shares;
  - (iii) the amount standing to the credit of the institution's share premium account (if any);
  - (iv) the institution's published reserves;
  - (v) the amount of the institution's profit and loss account;
  - (vi) minority interests in the equity of the institution's subsidiaries which are included in the institution's core capital; and
  - (vii) the total deductions from the institution's core capital;

## ***Section 139***

Chapter: 155M Title: BANKING (DISCLOSURE) RULES  
Section: 32 Heading: **Interpretation of Part 4**

(1) In this Part, unless the context otherwise requires—

“關聯者”(related party) 就認可機構而言，指符合以下說明的人—

- (d) 該人是該機構或該機構的控股公司控權公司的主要管理人員之一；

“highly probable forecast transaction” (極有可能發生的預期交易), in relation to the forecast transaction which is the subject of a cash flow hedge, means the forecast transaction is highly probable and presents an exposure to variations in cash flows which could ultimately affect profit or loss;

*lease* (租約) includes an agreement for a lease;

~~"long lease" (長期租約) has the meaning assigned to it by the Tenth Schedule to the Companies Ordinance (Cap 32);~~

~~"medium term lease" (中期租約) has the meaning assigned to it by the Tenth Schedule to the Companies Ordinance (Cap 32);~~

“related party transaction” (與關聯者的交易) means a transfer of resources, services or obligations between related parties, regardless of whether a price is charged;

~~"short lease" (短期租約) has the meaning assigned to it by the Tenth Schedule to the Companies Ordinance (Cap 32).~~

(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.

### ***Section 140***

Chapter:	155M	Title:	BANKING (DISCLOSURE) RULES
Section:	45	Heading:	<b>Capital structure and adequacy</b>

- (3) Without prejudice to the generality of subsection (2), the disclosure referred to in that subsection required of an authorized institution shall include—
- (a) in the case of the institution's core capital—
    - (i) the institution's paid-up ordinary share capital;
    - (ii) the institution's paid-up irredeemable non-cumulative preference shares;
    - (iii) the amount standing to the credit of the institution's share premium account (if any);
    - (iv) the institution's published reserves;

### ***Section 141***

Chapter:	155M	Title:	BANKING (DISCLOSURE) RULES
Section:	104	Heading:	<b>Consolidated group level disclosures: general</b>

為施行本分部，認可機構—

- (b) (如該機構有一控股公司控權公司，且本身不會發布綜合帳目)須—
  - (i) 確保該機構根據本分部須披露的資料，節錄自該機構所屬的公司集團的綜合帳目中的相對應資料；及
  - (ii) 披露該節錄資料；及

## **Part 43**

### **Amendment to Legal Practitioners Ordinance (Cap. 159)**

### ***Section 142***

Chapter:	159	Title:	LEGAL PRACTITIONERS ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

- (1) In this Ordinance, unless the context otherwise requires-

“Society of Notaries” (公證人協會) means the body known as Hong Kong Society of Notaries incorporated with limited liability under the Companies Ordinance (Cap 32) as in force at the time and having among its objects the promotion of proper professional standards among notaries public, the regulation of the practice of notaries public and the performance or discharge of such duties or responsibilities as may be conferred on it under this Ordinance;

## Part 44

### Amendments to the Solicitors' Practice Rules (Cap. 159 sub. leg. H)

#### **Section 143**

Chapter:	159H	Title:	SOLICITORS' PRACTICE RULES
Rule:	1A	Heading:	<b>Interpretation</b>

In these rules, unless the context otherwise requires-

“associated parties” (有聯繫各方) means 2 or more parties where-

- (a) one party is the holding company of the other party; or
- (b) one party is the subsidiary of the other party's holding company; or
- (c) the parties are related by blood, adoption or marriage,

and for the purpose of this definition, “holding company” (控權公司) and “subsidiary” (附屬公司) have the same meanings as in the Companies Ordinance (\_\_\_\_\_ of 2011);~~“holding company” (控股公司) and “subsidiary” (附屬公司) have the same meanings as in the Companies Ordinance (Cap 32);~~

“有聯繫各方”(associated parties) 指兩方或多於兩方的各方，而—

- (a) 其中一方為另一方的控股公司控權公司；或
- (b) 其中一方為另一方的控股公司控權公司的附屬公司；或
- (c) 各方之間有血緣、領養或婚姻關係，

## Part 45

### Amendments to Trainee Solicitors Rules (Cap. 159 sub. leg. J)

#### **Section 144**

Chapter:	159J	Title:	TRAINEE SOLICITORS RULES
Rule:	2	Heading:	<b>Interpretation</b>

"company" (公司) means-

- (a) a company within the meaning of the Companies Ordinance (\_\_\_\_\_ of 2011);~~(Cap 32);~~
- (b) a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (\_\_\_\_\_ of 2011)~~company registered under Part XI of that Ordinance;~~ or
- (c) a corporation established by or under any other Ordinance;

## Part 46

### Amendment to Solicitors (Professional Indemnity) Rules (Cap. 159 sub. leg. M)

#### **Section 145**

Chapter:	159M	Title:	SOLICITORS (PROFESSIONAL INDEMNITY) RULES
Schedule:	3	Heading:	<b>EXCLUSIONS AND CONDITIONS</b>

#### 1. Exclusions

(2) The Company will not provide Indemnity to the indemnified or a former solicitor in respect of-

(c) losses arising out of any claim-

- (vi) made by Carrian Investments Limited ("CIL"), Carrian Holdings Limited ("CHL") or



any of their respective subsidiary (which has the same meaning as in ~~section 2(4) of the Companies Ordinance (Cap 32)~~ [section 14 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#)) or associate companies or by the shareholders, creditors or liquidators of any of them in respect of professional or other work done by the indemnified for or on behalf of or for the benefit of CIL, CHL or any of their respective subsidiary or associate companies at any time prior to the liquidation of such companies but the Company shall remain liable in respect of professional or other work done for or on behalf of or for the benefit of the liquidators of such companies;

## **Part 47**

### **Amendments to Solicitors (Group Practice) Rules (Cap. 159 sub. leg. X)**

#### ***Section 146***

Chapter:	159X	Title:	SOLICITORS (GROUP PRACTICE) RULES
Section:	7	Heading:	<b>Group practice management company</b>

(1) The members of every group practice shall, for so long as any member conducts his or its business as a member of the group practice, maintain an incorporated company with limited liability registered under the [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 \(\\_\\_\\_\\_\\_ of 2011\)](#) ~~Companies Ordinance (Cap 32)~~ (“management company”).

(2) The objects of a group practice's management company as stated in the company's [articles of association memorandum](#) shall be limited to matters relating to the management of the affairs of the group practice or the members of the group practice as such.

#### ***Section 147***

Chapter:	159X	Title:	SOLICITORS (GROUP PRACTICE) RULES
Section:	8	Heading:	<b>Reporting to Society</b>

(1) Where a group practice name has been approved under section 5(4), the members of the group practice shall, within 14 days of any one of the members beginning to practise as member of the group practice-

(c) notify the Society in writing in a form approved by the Society of the following particulars in relation to the group practice's management company-

(i) the name of the management company, the address of its registered office, its registration number under the [Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#) or the [Companies Ordinance \(Cap. 32\) as in force at the time of the registration \(as the case may be\)](#) ~~(Cap 32)~~ and its registration number under the Business Registration Ordinance (Cap 310);

## **Part 48**

### **Amendments to Money Lenders Ordinance (Cap. 163)**

#### ***Section 148***

Chapter:	163	Title:	MONEY LENDERS ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the context otherwise requires-

“company” (公司) means a body corporate-

- (a) incorporated under the Companies Ordinance ( \_\_\_\_\_ of 2011) ~~(Cap 32)~~;
- (ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011)
- (b) incorporated by any other Ordinance; or
- (c) incorporated or established outside Hong Kong;

“subsidiary” (附屬公司) has the meaning given by section 14 of the Companies Ordinance ( \_\_\_\_\_ of 2011) for the purposes of that Ordinance ~~means subsidiary within the meaning of section 2 of the Companies Ordinance (Cap 32).~~

### ***Section 149***

Chapter: 163	Title: MONEY LENDERS ORDINANCE
Section: 17	Heading: <b>Duty to notify changes of particulars</b>

(1) Where any change takes place in any particulars entered in the register in respect of any licensee (including any change of name by law), or a change takes place-

- (b) in the case of a company-
  - (i) in the officers thereof;
  - (ii) in the control thereof by any person;
  - (iii) in the number of shares, or shares of a prescribed class, 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) 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;

### ***Section 150***

Chapter: 163	Title: MONEY LENDERS ORDINANCE
Schedule: 1	Heading:

## PART 2

### EXEMPTED LOANS

2. A loan made to a company secured by a mortgage, charge, lien or other encumbrance-

- (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
- ~~(a) registered, or to be registered, under the Companies Ordinance (Cap 32); or~~
- (b) which would, in the case of a company referred to in paragraph (b) or (c) of the definition of “company” (公司) in section 2(1) (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, be able to be registered under that Ordinance if that company were a company referred to in paragraph (a) of that definition.~~

10. (a) ~~控股公司控權公司~~向其附屬公司作出的貸款，或附屬公司向其控股公司或向該~~控股公司控權公司~~屬下的另一附屬公司作出的貸款。

10. (a) A loan made by a holding company to its subsidiary or by a subsidiary to its holding company or another subsidiary company of the same holding company.

(b) ~~Sections 12, 13 and 14 of the Companies Ordinance ( of 2011) Section 2(7) and (8) of the Companies Ordinance (Cap 32)~~ shall apply to the interpretation of this paragraph as it applies to the interpretation of that Ordinance.

13. A loan upon terms involving the issue by a company of debentures or other securities in respect of which a prospectus has been registered under the Companies (Winding Up and Miscellaneous Provisions) Ordinance ~~Companies Ordinance~~ (Cap 32).

## Part 49 Amendments to Money Lenders Regulations (Cap. 163 sub. leg. A)

### ***Section 151***

Chapter: 163A	Title: MONEY LENDERS REGULATIONS
Regulation: 10	Heading: <b>Duty to notify Registrar of changes in share holdings</b>

For the purposes of section 17(1) of the Ordinance, a licensee shall-

(a) if a private company within the meaning of the Companies Ordinance ( of 2011) ~~(Cap 32)~~, give notice to the Registrar in accordance with that section of any change in the number of shares in the company held by any person; or

(b) if a company other than a private company referred to in paragraph (a), give notice to the Registrar in accordance with that section of any change in the number of shares in the company held by any person whereby the number of any such voting shares held by that person exceeds 10% of the total number of issued voting shares ~~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~~ of the company.

### ***Section 152***

Chapter: 163A	Title: MONEY LENDERS REGULATIONS
Schedule: 2	Heading: <b>LICENSING AND EXEMPTION FORMS</b>

FORM 2 [sections 8(1) & 34]  
MONEY LENDERS ORDINANCE  
(Chapter 163)  
APPLICATION BY AN INDIVIDUAL FOR A LICENCE  
FOR HIMSELF OR FOR A PARTNERSHIP

PLEASE NOTE

7. You are advised that, in accordance with the definition of “company” in section 2(1) of the Money Lenders Ordinance, references in this application to “company” (公司) mean a body corporate-

(a) incorporated under the Companies Ordinance ( of 2011) ~~(Cap 32)~~;

(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the

Companies Ordinance ( \_\_\_\_\_ of 2011);

- (b) incorporated by any other Ordinance; or
- (c) incorporated or established outside Hong Kong.

FORM 3

[sections 8(1) & (2)  
& 34]

MONEY LENDERS ORDINANCE  
(Chapter 163)  
APPLICATION BY A COMPANY FOR A LICENCE

1. State-

- (a) the name and any former names of the company in English and Chinese)
- (b) the place of incorporation
- (c) the date of incorporation
- (d) if a non-Hong Kong company, 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) the date of compliance with Part XI of the Companies Ordinance (Cap 32)
- (e) the address of the company's registered office (Post Office Box number is not acceptable)

7. (a) Give the following details of the 6 principal shareholders of the company or of all the shareholders if less than 6-

	1	2	3	4	5	6
Name of shareholder in English						
Name in Chinese characters (if applicable) and code						
Aliases						
Residential address (Post Office Box numbers are not acceptable)						
Particulars of shareholdings (including the number and nominal value <u>(if any)</u> of the shares held by the shareholders and the total number of shares issued by the company)						

PLEASE NOTE

7. You are advised that, in accordance with the definition of “company” in section 2(1) of the Money Lenders Ordinance, references in this application to “company” (公司) mean a body corporate-

- (a) incorporated under the Companies Ordinance ( \_\_\_\_\_ of 2011)-~~(Cap 32)~~;
- (ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the

[Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\);](#)

- (b) incorporated by any other Ordinance; or
- (c) incorporated or established outside Hong Kong.

FORM 5 [sections 8(1) & 34]  
MONEY LENDERS ORDINANCE  
(Chapter 163)  
STATEMENT IN SUPPORT OF AN APPLICATION BY  
A COMPANY FOR A LICENCE

PLEASE NOTE

1. (a) 公司或其[控股公司](#)[控權公司](#)或任何附屬或相聯公司曾否根據《放債人條例》申請牌照?

4. You are advised that, in accordance with the definition of “company” in section 2(1) of the Money Lenders Ordinance, references in this statement to “Company” (公司) mean a body corporate-

- (a) incorporated under the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#));
- [\(ab\) incorporated under a former Companies Ordinance as defined by section 2\(1\) of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\);](#)
- (b) incorporated by any other Ordinance; or
- (c) incorporated or established outside Hong Kong.

FORM 7 [sections 13(3) & 34]  
MONEY LENDERS ORDINANCE  
(Chapter 163)  
APPLICATION BY A COMPANY FOR RENEWAL  
OF A LICENCE

3. (a) Has there been any change in the 6 principal shareholders of the company or in the details thereof since the issue or last renewal of the licence? (answer “yes” or “no”)
- (b) If so, please give the following details of the 6 principal shareholders, or of all the shareholders if less than 6-

	1	2	3	4	5	6
Name of shareholder in English						
Name in Chinese characters (if applicable) and code						
Aliases						
Residential address (Post Office Box numbers are not acceptable)						
Particulars of shareholdings (including the number and nominal value <a href="#">(if any)</a> of						

the shares held by the shareholders and the total number of shares issued by the company)						
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PLEASE NOTE

6. You are advised that, in accordance with the definition of “company” in section 2(1) of the Money Lenders Ordinance, references in this application to “company” (公司) mean a body corporate-

- (a) incorporated under the Companies Ordinance (\_\_\_\_\_ of 2011) ~~(Cap 32)~~;
- [\(ab\) incorporated under a former Companies Ordinance as defined by section 2\(1\) of the Companies Ordinance \( \\_\\_\\_\\_\\_ of 2011\)](#)
- (b) incorporated by any other Ordinance; or
- (c) incorporated or established outside Hong Kong.

FORM 9 [sections 13(4) & 34]  
MONEY LENDERS ORDINANCE

PLEASE NOTE

3. You are advised that, in accordance with the definition of “company” in section 2(1) of the Money Lenders Ordinance, references in this statement to “company” (公司) mean a body corporate-

- (a) incorporated under the Companies Ordinance (\_\_\_\_\_ of 2011) ~~(Cap 32)~~;
- [\(ab\) incorporated under a former Companies Ordinance as defined by section 2\(1\) of the Companies Ordinance \( \\_\\_\\_\\_\\_ of 2011\)](#)
- (b) incorporated by any other Ordinance; or
- (c) incorporated or established outside Hong Kong.

FORM 11 [sections 33B & 34]  
MONEY LENDERS ORDINANCE

PLEASE NOTE

5. You are advised that, in accordance with the definition of “company” in section 2(1) of the Money Lenders Ordinance, references in this application to “company” (公司) mean a body corporate-

- (a) incorporated under the Companies Ordinance (\_\_\_\_\_ of 2011);
- [\(ab\) incorporated under a former Companies Ordinance as defined by section 2\(1\) of the Companies Ordinance \( \\_\\_\\_\\_\\_ of 2011\);](#)
- (b) incorporated by any other Ordinance; or
- (c) incorporated or established outside Hong Kong.

## Part 50 Amendment to Prevention of Bribery Ordinance (Cap. 201)

### ***Section 153***

Chapter: 201	Title: PREVENTION OF BRIBERY ORDINANCE
Section: 33A	Heading: <b>Power of court to prohibit employment of convicted person</b>

(1) Where a person has been convicted of an offence under Part II, a court may, on the application of the prosecution or on its own motion, where it considers it to be in the public interest so to do, order that the convicted person be prohibited from taking or continuing employment, whether temporary or permanent and whether paid or unpaid-

- (a) in the case where the convicted person was employed by a corporation or a public body at



the time of or prior to his conviction, as a director or manager or in such other capacity concerned with, whether directly or indirectly, the management of that corporation or any public body or any corporation that is a subsidiary of that corporation or any public body as defined by section 14 of the Companies Ordinance (\_\_\_\_\_ of 2011) for the purposes of that Ordinance within the meaning of section 2 of the Companies Ordinance (Cap 32); or

## **Part 51**

### **Amendments to Theft Ordinance (Cap. 210)**

#### ***Section 154***

Chapter:	210	Title:	THEFT ORDINANCE
Section:	18	Heading:	<b>Obtaining pecuniary advantage by deception</b>

(3) For the purposes of this section-

“subsidiary” (附屬公司) has the same meaning as in the Companies Ordinance (\_\_\_\_\_ of 2011) ~~(Cap 32)~~. (Replaced 46 of 1986 s. 2)

#### ***Section 155***

Chapter:	210	Title:	THEFT ORDINANCE
Section:	18D	Heading:	<b>Procuring entry in certain records by deception</b>

(2) For the purposes of this section-

“subsidiary” (附屬公司) has the same meaning as in the Companies Ordinance (\_\_\_\_\_ of 2011) ~~(Cap 32)~~.

## **Part 52**

### **Amendment to Eastern Harbour Crossing Ordinance (Cap. 215)**

#### ***Section 156***

Chapter:	215	Title:	EASTERN HARBOUR CROSSING ORDINANCE
Section:	11	Heading:	<b>Directors of the Road Company</b>

(2) The Governor shall have power, notwithstanding any provision of the Companies Ordinance (\_\_\_\_\_ 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 (Cap 32) or any other law, the memorandum or articles of the Road Company or other instrument, to appoint 2 directors to the board of the Road Company.

## **Part 53**

### **Amendments to Travel Agents Ordinance (Cap. 218)**

#### ***Section 157***

Chapter:	218	Title:	TRAVEL AGENTS ORDINANCE
Section:	32A	Heading:	<b>Interpretation</b>

(1) In this Part-

“Travel Industry Council” (旅遊業議會) means the limited company registered in the name of Travel Industry Council of Hong Kong under the Companies Ordinance (Cap 32) as in force at the time of the registration and referred to in Part I of Schedule 1.

### **Section 158**

Chapter: 218 Title: TRAVEL AGENTS ORDINANCE  
Section: 32K Heading: **Submission of estimates**

(3) In this section and in sections 32L, 32M and 32N “financial year” (財政年度) means the financial year of the Travel Industry Council for the purposes of the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#)) (~~Cap 32~~).

### **Section 159**

Chapter: 218 Title: TRAVEL AGENTS ORDINANCE  
Section: 32R Heading: **Transfer of assets and liabilities**

(6) On the commencement of the amending Ordinance, the Company shall, notwithstanding any provisions to the contrary in its constitution governing the winding up or dissolution of the Company and notwithstanding the provisions of any other Ordinance, be deemed to be dissolved under section 291A(1) of the Companies Ordinance (Cap 32) [as in force at the time of that commencement](#) as if, on that commencement, the High Court had made an order under that section that the company be struck off the register and dissolved and, accordingly, the Registrar of Companies shall, on that commencement, or so soon thereafter as is possible, strike the company off the register.

(7) For the avoidance of doubt, it is hereby declared that-

- (a) [section 753\(1\) of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\) does](#) ~~section 291A(2) of the Companies Ordinance (Cap 32) shall~~ not apply; and
- (b) [section 745 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\) applies](#) ~~section 291B of that Ordinance shall apply,~~

to the Company

## **Part 54**

### **Amendment to Travel Industry Compensation Fund (Procedure for Ex gratia Payments) Rules (Cap. 218 sub. leg. F)**

### **Section 160**

Chapter: 218F Title: TRAVEL INDUSTRY COMPENSATION FUND (PROCEDURE FOR EX GRATIA PAYMENTS) RULES  
Section: 2 Heading: **Interpretation**

In these Rules, unless the context otherwise requires-

“proof of debt” (債權證明表) means a proof of debt delivered or sent to-

- (a) in relation to the winding up of a licensed company under the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32), a liquidator; or
- (b) in relation to the bankruptcy of a travel agent to whom a licence has been issued, the Official Receiver or a trustee under the Proof of Debts Rules (Cap 6 sub. leg. E);

## **Part 55**

### **Amendment to Conveyancing and Property Ordinance (Cap. 219)**

### **Section 161**

Chapter: 219 Title: CONVEYANCING AND PROPERTY ORDINANCE  
Section: 4 Heading: **Legal estate to be disposed of etc. by deed**

(2) This section does not apply to-

- (a) an assent in writing by a personal representative;
- (b) a disclaimer made in accordance with section 59 of the Bankruptcy Ordinance (Cap 6) or section 268 of the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32);

## Part 56

### Amendments to Public Bus Services Ordinance (Cap. 230)

#### ***Section 162***

Chapter:	230	Title:	PUBLIC BUS SERVICES ORDINANCE
Section:	5	Heading:	<b>Grant of franchises</b>

(1) Subject to this Ordinance, the Chief Executive in Council may grant to any company registered under the [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) ~~Companies Ordinance (Cap 32)~~ the right to operate a public bus service on such routes as he specifies by order.

#### ***Section 163***

Chapter:	230	Title:	PUBLIC BUS SERVICES ORDINANCE
Section:	9	Heading:	<b>Chief Executive may appoint additional directors</b>

(1) The Chief Executive may, notwithstanding any provision of the [Companies Ordinance](#) (\_\_\_\_\_ of 2011), the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance \(Cap. 32\)](#) ~~(Cap 32)~~ or any other law or of any document, appoint not more than 2 persons to be additional directors of a grantee; and, notwithstanding any such provision as aforesaid, a person so appointed may not be removed from the board of a grantee except by the Chief Executive.

#### ***Section 164***

Chapter:	230	Title:	PUBLIC BUS SERVICES ORDINANCE
Section:	10	Heading:	<b>Grantee not to alter memorandum or articles without Chief Executive's approval</b>

No alteration shall be made during the franchise period to the memorandum [of association \(if any\)](#) or articles of association of a grantee without the approval of the Chief Executive.

## Part 57

### Amendment to Police Force Ordinance (Cap. 232)

#### ***Section 165***

Chapter:	232	Title:	POLICE FORCE ORDINANCE
Section:	67	Heading:	<b>Power of Commissioner to require information from banks and deposit-taking companies</b>

(3) A notice under this section may be served by registered post, and any such notice shall be deemed to have been properly served on any bank or deposit-taking company if a letter containing the notice is sent by registered post addressed-

- (a) in the case of a bank or deposit-taking company incorporated in Hong Kong, to its registered office in Hong Kong;
- (b) in any other case, to any person resident in Hong Kong who is authorized to accept service of process in Hong Kong on behalf of the bank or deposit-taking company, at the address

required to be delivered to the Registrar of Companies under [Part 16 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#) ~~Part XI of the Companies Ordinance (Cap 32)~~:

Provided that where it is not practicable to serve, in the manner provided in paragraph (b), a bank or deposit-taking company which is not incorporated in Hong Kong, the notice may be served on the manager or other person in charge of any place of business established in Hong Kong by the bank or deposit-taking company.

## **Part 58**

### **Amendment to Chit-Fund Businesses (Prohibition) Ordinance (Cap. 262)**

#### ***Section 166***

Chapter:	262	Title:	CHIT-FUND BUSINESSES (PROHIBITION) ORDINANCE
Section:	6	Heading:	<b>Prohibition on registration of chit-fund companies</b>

A company which has as its object or as one of its objects the operation of chit-funds [must not be registered under the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#) ~~shall not be registered under the Companies Ordinance (Cap 32) after the commencement of this Ordinance~~

## **Part 59**

### **Amendments to Education Ordinance (Cap. 279)**

#### ***Section 167***

Chapter:	279	Title:	EDUCATION ORDINANCE
Section:	3	Heading:	<b>Interpretation</b>

(2) The Permanent Secretary may by notice published in the Gazette designate any company which is incorporated under the Companies Ordinance ([\\_\\_\\_\\_\\_ 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 \(Cap 32\)](#) ~~for the purposes of operating a school as stated in its memorandum of association~~ as a school management company.

#### ***Section 168***

Chapter:	279	Title:	EDUCATION ORDINANCE
Section:	40BQ	Heading:	<b>Dissolution of school management company</b>

(2) On the date of establishment of the incorporated management committee of the school under section 40BN, the school management company of the school is deemed to be dissolved under [section 736 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#) ~~section 291A(1) of the Companies Ordinance (Cap 32)~~ as if the Court of First Instance had made on that date an order under that section that the company be struck off the register of companies and dissolved.

(4) This section has effect notwithstanding-

- (a) any provision in the ~~memorandum and~~ articles of association of the school management company governing its winding up or dissolution; and
- (b) the provisions of any other Ordinance.

(5) [Sections 740, 746 and 753\(1\) of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#) ~~Sections 291A(2) and 292 of the Companies Ordinance (Cap 32)~~ shall not apply to a school management company which is deemed under subsection (2) to be dissolved.

### ***Section 169***

Chapter: 279 Title: EDUCATION ORDINANCE  
Section: 40CB Heading: **An aided IMC school may become a DSS school without IMC**

- (2) The Permanent Secretary shall grant an approval applied for if-
- (a) all conditions (if any) subject to which the school may become a DSS school have been fulfilled;
  - (b) a company has been incorporated under the Companies Ordinance (\_\_\_\_\_ 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 ~~(Cap 32) for the purposes of operating the school as stated in its memorandum of association~~;

### ***Section 170***

Chapter: 279 Title: EDUCATION ORDINANCE  
Schedule: 2 Heading:

#### **2. Vesting of properties, etc.**

- (7) The transferee shall register or cause to be registered in the Land Registry-
- (a) where this Schedule applies under section 40BR, a copy of the certificate of incorporation issued to it under section 40BN(1) or 40BX(1) of this Ordinance; or
  - (b) where this Schedule applies under section 40CB-
    - (i) a copy of the certificate of incorporation issued to it under the Companies Ordinance (\_\_\_\_\_ of 2011) or under the Companies Ordinance (Cap. 32) as in force at the time of the issue ~~(Cap 32)~~;
    - (ii) a copy of the approval granted in respect of the school under section 40CB; and
    - (iii) a copy of the text of section 40CB and this Schedule.

## **Part 60**

### **Amendments to Employees' Compensation Ordinance (Cap. 282)**

#### ***Section 171***

Chapter: 282 Title: EMPLOYEES' COMPENSATION ORDINANCE  
Section: 38 Heading: **Interpretation**

“company” (公司) has the meaning given by section 2(1) of the Companies Ordinance (\_\_\_\_\_ of 2011) ~~assigned to it by section 2 of the Companies Ordinance (Cap 32)~~;

*group of companies* (公司集團) has the meaning given by section 2(1) of the Companies Ordinance (\_\_\_\_\_ of 2011)

*holding company* (控股公司) has the meaning given by section 12 of the Companies Ordinance (\_\_\_\_\_ of 2011)

~~“holding company” (控股公司), “group of companies” (公司集團) and “subsidiary” (附屬公司) mean, respectively, holding company, group of companies and subsidiary within the meaning of section 2 of the Companies Ordinance (Cap 32);~~

“policy of insurance issued for the purposes of this Part” (因本部的規定而發出的保險單) means any policy of insurance issued by an insurer that insures or purports to insure an employer against his liability to pay compensation for the injury by accident or for the death of an employee that arises out of and in the course of employment;-

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

### **Section 172**

Chapter:	282	Title:	EMPLOYEES' COMPENSATION ORDINANCE
Section:	40	Heading:	Compulsory insurance against employer's liability

(1E) 為免生疑問，現予聲明—

(c) 第(1)、(1B)或(1C)款所規定的款額，可包括根據有關的保險單獲彌償的利息、訟費及開支，以及僱主(包括總承判商、次承判商、[控股公司控權公司](#)或附屬公司)所招致並可根據該保險單向保險人追討的其他訟費及開支；

### **Section 173**

章：	282	標題：	僱員補償條例
條：	44B	條文標題：	在某些情況下 <a href="#">控股公司控權公司</a> 對附屬公司的法律責任負責

(1) 凡—

(a) 關於任何僱員有一份由公司集團依據第 40(1C)條投取的有效保險單；

(b) 該僱員的僱主作為一間亦是根據該保險單受保的[控股公司控權公司](#)的附屬公司，而就該僱員在受僱工作期間因工遭遇意外以致受傷而負上支付任何款額的補償或損害賠償的法律責任；及

(c) 該僱員不能從該僱主或從該保險人追討該款額或其中的任何部分，則[控股公司控權公司](#)負有法律責任向該僱員支付該款額或其中的有關部分。

(2) 僱員如受僱於一間根據公司集團依據第 40(1C)條所投取的保險單而受保的附屬公司，則可向該附屬公司發出書面要求，藉以要求該附屬公司向該僱員提供亦是根據該保險單受保的該附屬公司所有[控股公司控權公司](#)的名稱及地址。

(3) 在根據第(2)款所發出的書面要求的日期後 7 天內，附屬公司須—

(a) 向該僱員提供亦是根據該保險單受保的該附屬公司所有[控股公司控權公司](#)的名稱及地址；及

(b) 將該書面要求的副本一份交付該等[控股公司控權公司](#)。

## **Part 61**

### **Amendments to Employees' Compensation Regulations (Cap. 282 sub. leg. A)**

### **Section 174**

Chapter:	282A	Title:	EMPLOYEES' COMPENSATION REGULATIONS
Schedule:		Heading:	SCHEDULE

表格 2 [第 4 條]  
僱員補償條例  
(第 282 章)  
第 15 條  
僱主呈報僱員死亡或引致僱員死亡  
或喪失工作能力的意外的通知



重要附註

C. 總承判商/控股公司控權公司詳情(附註 3)

總承判商/ <u>控股公司控權公司</u> 名稱		商業登記證號碼
電話號碼	地址	行業
傳真號碼		

附註 1：在兩份向勞工處處長呈交的表格 2 上的簽署及公司蓋印須為正本。

附註 2：如沒有商業登記證號碼，應填上僱主的身分證號碼。

附註 3：載有總承判商/控股公司控權公司詳情的 C 條，只有在以下情況始須填寫—

- (a) 僱主為次承判商；或
- (b) 僱主為《公司條例》(第 32 章) (2011 年第 \_\_\_ 號) 所指的控股公司控權公司的附屬公司，而該附屬公司是由其所屬的公司集團投購的保險單所涵蓋和指明的。

FORM 2  
EMPLOYEES' COMPENSATION ORDINANCE  
(CAP 282)  
Explanatory Notes

[regulation 4]

Note 1: The signature and company chop which appear in both copies of Form 2 submitted to the Commissioner for Labour should be in the original.

Note 2: If the Business Registration Certificate No. is not available, the Identity Card No. of the employing person should be entered.

Note 3: Section C on particulars of principal contractor/holding company should be completed only when the employer is either-

- (a) a subcontractor; or
- (b) a subsidiary of a holding company within the meaning of the Companies Ordinance (     of 2011) (Cap 32) and which is covered by and specified in the insurance policy taken out by the group of companies to which it belongs.

表格 2A  
僱員補償條例  
(第 282 章)  
第 15 條  
僱主呈報僱員由於職業病而致死亡  
或喪失工作能力的意外的通知  
重要附註

C. 總承判商/控股公司控權公司詳情(附註 3)

總承判商/ <u>控股公司控權公司</u> 名稱		商業登記證號碼
電話號碼	地址	行業
傳真號碼		

附註 1：在兩份向勞工處處長呈交的表格 2A 上的簽署及公司蓋印須為正本。

附註 2：如沒有商業登記證號碼，應填上僱主的身分證號碼。

附註 3：載有總承判商/[控股公司控權公司](#)詳情的 C 條，只有在以下情況始須填寫—

FORM 2A [regulation 4]  
EMPLOYEES' COMPENSATION ORDINANCE  
(CAP 282)  
Explanatory Notes

Note 1: The signature and company chop which appear in both copies of Form 2A submitted to the Commissioner for Labour should be in the original.

Note 2: If the Business Registration Certificate No. is not available, the Identity Card No. of the employing person should be entered.

Note 3: Section C on particulars of principal contractor/holding company should be completed only when the employer is either-

(a) a subcontractor; or

(b) a subsidiary of a holding company within the meaning of the Companies Ordinance ([Cap 32](#)) of 2011 and which is covered by and specified in the insurance policy taken out by the group of companies to which it belongs.

**Part 62**  
**Amendments to Mining (General) Regulations**  
**(Cap. 285 sub. leg. A)**

**Section 175**

Chapter: 285A	Title: MINING (GENERAL) REGULATIONS
Schedule: 1	Heading:

FORM II [regulation 3]  
MINING (GENERAL) REGULATIONS  
Application for a Mining Licence

12. In the case of a company, a copy of the memorandum [of association \(if any\)](#) and articles of association must be lodged with the Superintendent of Mines, giving the following details-

(a) Name of company (if any).

(b) Name, nationality and description of members or directors (if any).

(c) Amount of [issued capital](#) ~~nominal capital subscribed~~ and cash working capital.

(d) Address at which notices may be served.

**Part 63**  
**Amendment to Marine Fish (Marketing) By-laws**  
**(Cap. 291 sub. leg. B)**

**Section 176**

Chapter: 291B	Title: MARINE FISH (MARKETING) BY-LAWS
Bylaw: 2	Heading: <b>Interpretation</b>

In these by-laws, unless the context otherwise requires-

“corporation” (法團) means any person or body of persons incorporated by virtue of any Ordinance of Hong Kong, and also means any company registered under the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#)) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#)) ~~(Cap 32)~~;

## **Part 64**

### **Amendment to Corporate Bodies Contracts Ordinance (Cap. 293)**

#### ***Section 177***

Chapter: 293	Title: CORPORATE BODIES CONTRACTS ORDINANCE
Section: 3	Heading: <b>Exclusion of companies under Companies Ordinance (Cap. 32)</b>

This Ordinance shall not apply to any company formed and registered under the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#)) ~~(Cap 32)~~ or to any existing company as defined in that Ordinance.

## **Part 65**

### **Amendments to Hong Kong Arts Centre Ordinance (Cap. 304)**

#### ***Section 178***

Chapter: 304	Title: HONG KONG ARTS CENTRE ORDINANCE
Section: 26	Heading: <b>Particulars to be delivered to the Registrar of Companies</b>

(4) Any person may inspect any of the documents registered under this section, upon payment of such fee as may be [payable under the regulations made under section 25 of the Companies Ordinance \(\[\\\_\\\_\\\_\\\_\\\_ of 2011\]\(#\)\) prescribed under section 304\(1A\) of the Companies Ordinance \(Cap 32\)](#) for the inspection of a document.

(5) The Centre shall pay such fees for registering any document under this section as may be [payable under the regulations made under section 25 of the Companies Ordinance \(\[\\\_\\\_\\\_\\\_\\\_ of 2011\]\(#\)\) specified in the Eighth Schedule to the Companies Ordinance \(Cap 32\)](#) in respect of a company not having a share capital.

## **Part 66**

### **Amendments to Business Registration Ordinance (Cap. 310)**

#### ***Section 179***

Chapter: 310	Title: BUSINESS REGISTRATION ORDINANCE
Section: 2	Heading: <b>Interpretation and application*</b>

“company registration application” (公司註冊申請) means an application for registration under [section 764 of the Companies Ordinance \(\[\\\_\\\_\\\_\\\_\\\_ of 2011\]\(#\)\)](#) ~~section 333 of the Companies Ordinance (Cap 32)~~;

~~“incorporation application” (成立法團申請) means an application to form an incorporated company under section 14A of the Companies Ordinance (Cap 32);~~

“incorporation form” (法團成立表格) [means the incorporation form referred to in section 62\(1\)\(b\)\(i\) of the Companies Ordinance \(\[\\\_\\\_\\\_\\\_\\\_ of 2011\]\(#\)\)](#) ~~has the meaning given by section 14A(1) of the Companies Ordinance (Cap 32)~~;

[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](#));

“non-Hong Kong company registration form” (非香港公司註冊表格) means a company registration application in the specified form referred to in section 764(4) of the Companies Ordinance ( \_\_\_\_\_ of 2011);~~the specified form referred to in section 333(1) of the Companies Ordinance (Cap 32);~~

“place of business” (營業地點) includes in relation to-

- (a) a company incorporated in Hong Kong under the Companies Ordinance ~~(Cap 32)~~ ( \_\_\_\_\_ of 2011), or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011), its registered office; and
- (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; ~~(b) a 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 for registration under that Part;~~

“Registrar” (處長) means the Registrar of Companies appointed under section 20(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011)~~section 303(2) of the Companies Ordinance (Cap 32);~~

(1A) ~~For the purposes of this Ordinance a company 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,~~

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,

shall, notwithstanding any deemed cessation of business under section 6(4F) or any notification of cessation of business which may be furnished under section 8(2), be deemed to be a person carrying on business and shall be liable to be registered under this Ordinance.

(1C) This Ordinance applies to-

- (a) a person who makes an incorporation submission application; and
- (b) a person who makes a company registration application.

### ***Section 180***

Chapter:	310	Title:	BUSINESS REGISTRATION ORDINANCE
Section:	4	Heading:	<b>Official secrecy</b>

(3B) In relation to an officer of the Companies Registry, subsections (1) and (3) do not apply to any particulars that are provided in an incorporation submission ~~incorporation application~~ or company registration application.

### ***Section 181***

Chapter:	310	Title:	BUSINESS REGISTRATION ORDINANCE
Section:	5A	Heading:	<b>Simultaneous business registration applications of companies incorporated under Companies Ordinance</b>

(1) At the time an incorporation submission is made, the person who made the submission application is made, the applicant must—

- (a) pay to the Commissioner the prescribed business registration fee and levy; and
- (b) deliver a notice in a form specified by the Commissioner under section 5D(1), to indicate whether the person applicant intends that the company to be formed will make an election under section 6(5C)(c).

(2) If the person complies applicant complies with subsection (1), on the incorporation of the company—

- (a) the company is deemed to have made a business registration application; and
- (b) if the person has applicant has, under subsection (1)(b), indicated the intent to make an election under section 6(5C)(c), the company is deemed to have made an election under section 6(5C)(c).

### ***Section 182***

Chapter: 310	Title: BUSINESS REGISTRATION ORDINANCE
Section: 7A	Heading: <b>Refund of prescribed business registration fees, prescribed branch registration fees or levies</b>

(3) Except in the case of a branch of a business, subsection (2)(b) does not entitle the following companies to any refund—

- (a) a company incorporated under the Companies Ordinance (      of 2011) ~~(Cap 32)~~;  
(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (      of 2011)
- (b) a non-Hong Kong company to which Part XI of that Ordinance applies.
- (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) If the Registrar refuses an incorporation submission application made on or after the day on which section 6 of the Business Registration (Amendment) Ordinance 2010 (13 of 2010) comes into operation\*, the Commissioner must as soon as practicable refund to the person who made the submission applicant the prescribed business registration fee and levy paid under section 5A(1)(a).

### ***Section 183***

Chapter: 310	Title: BUSINESS REGISTRATION ORDINANCE
Section: 8	Heading: <b>Information to be furnished</b>

(1A) In respect of a simultaneous business registration application relating to an incorporation submission incorporation application—

- (a) the relevant company must, within 1 month of the date on which it commences to carry on the relevant business, submit to the Commissioner in writing the particulars prescribed in regulations made under section 14; and
- (b) if there is any change in those particulars, the company must within 1 month of that change notify the Commissioner of it in writing.

(1B) In respect of a simultaneous business registration application relating to a company registration application, if there is—

- (a) any change in the particulars submitted by the non-Hong Kong company under section 5B(1)(b)(i); or
- (b) in the case the company is not registered under Part 16 of the Companies Ordinance (      of 2011) ~~under Part XI of the Companies Ordinance (Cap 32)~~—

- (i) a change of its corporate name or an alteration of the address of its principal place of business in Hong Kong; or
- (ii) an alteration of its authorized representative or an alteration of name and address of its authorized representative,

the company must within 1 month of that change or alteration notify the Commissioner of it in writing.

(2B) If a company—

~~(a) gives notice of a change of its name under section 22 of the Companies Ordinance (Cap 32) or gives notice of a change of address of its registered office under section 92 of that Ordinance; or~~

~~(b) delivers a return under section 335 of that Ordinance for—~~

~~(i) a change of its corporate name or an alteration of the address of its principal place of business in Hong Kong; or~~

~~(ii) an alteration of its authorized representative or an alteration of name and address of its authorized representative;~~

(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.

(2C) If there is a replacement of a company's name under section 105 of the Companies Ordinance ( \_\_\_\_\_ of 2011) ~~section 22AA of the Companies Ordinance (Cap 32)~~, the Registrar must transmit the particulars to the Commissioner as soon as practicable after the replacement, and if the company is subject to subsection (1), on the replacement, it is to be treated as having notified the Commissioner of the replacement under that subsection.

### ***Section 184***

Chapter:	310	Title:	BUSINESS REGISTRATION ORDINANCE
Section:	9	Heading:	<b>Exemption from payments of fees for small businesses</b>

(6) This section shall not apply to ~~— any company which is incorporated in Hong Kong under the Companies Ordinance (Cap 32) or to which Part XI of the Companies Ordinance (Cap 32) applies.~~

(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).

### ***Section 185***

Chapter:	310	Title:	BUSINESS REGISTRATION ORDINANCE
Section:	16	Heading:	<b>Exemptions</b>

(1) The provisions of this Ordinance shall not apply to-



- (c) the business of-
- (i) agriculture including market gardening;
  - (ii) breeding or rearing livestock including dairy farming, poultry including the production of eggs, bees including the production of honey, or fish including crustaceans and oysters;
  - (iii) fishing:

Provided that this paragraph shall not apply to ~~any company which is incorporated in Hong Kong under the Companies Ordinance (Cap 32) or to which Part XI of the Companies Ordinance (Cap 32) applies.~~—

- (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);~~

### ***Section 186***

Chapter: 310	Title: BUSINESS REGISTRATION ORDINANCE
Schedule: 1	Heading:

2. In respect of item 1 of the Table, the prescribed business registration fee payable in relation to the registration of a business is the sum specified in column 2 of that item corresponding to the period specified in column 1 of that item within which the following date falls-

- (a) in relation to a business registration application (other than a simultaneous business registration application) or a notice issued under section 7(1)(a)(i)-
  - (i) in the case of a company incorporated under the Companies Ordinance ( \_\_\_\_\_ of 2011) ~~or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011) (Cap 32)-~~
    - (A) if the application is made or the notice is issued within 1 year of the date of its incorporation, that date; or
    - (B) otherwise, the last anniversary of that date; or
- (b) in relation to a simultaneous business registration application-
  - (i) in the case of a fee payable under section 5A(1)(a), the date of making the related incorporation ~~submission application~~; or

### ***Section 187***

Chapter: 310	Title: BUSINESS REGISTRATION ORDINANCE
Schedule: 2	Heading:

3. In respect of item 3 of the Table, the levy payable in relation to the registration of a business is the sum specified in column 2 of that item corresponding to the period specified in column 1 of that item within which the following date falls—

- (a) in relation to a business registration application (other than a simultaneous business registration application) or a notice issued under section 7(1)(a)(i)—
  - (i) in the case of a company incorporated under the Companies Ordinance ( \_\_\_\_\_ of 2011) ~~or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011) (Cap 32)—~~
    - (A) if the application is made or the notice is issued within 1 year of the date of its incorporation, that date; or
    - (B) otherwise, the last anniversary of that date; or

- (b) in relation to a simultaneous business registration application—  
 (i) in the case of a levy payable under section 5A(1)(a), the date of making the related incorporation submission application; or

**Part 67**  
**Amendments to Business Registration Regulations**  
**(Cap. 310 sub. leg. A)**

**Section 188**

Chapter:	310A	Title:	BUSINESS REGISTRATION REGULATIONS
Regulation:	3A	Heading:	<b>Business particulars in relation to simultaneous business registration applications</b>

(3) The particulars that the Registrar is required to transmit to the Commissioner under section 5C(5)(b) of the Ordinance are as follows—

- (a) in the case of a company incorporated under the Companies Ordinance (\_\_\_\_\_ of 2011) ~~(Cap 32)~~—
- (i) the name of the company;
  - (ii) the address of the registered office of the company;
  - (iii) the date of the incorporation of the company; and
- (b) in the case of a non-Hong Kong company—
- (vi) the name and address in Hong Kong of the company’s authorized representative referred to in section 764(4)(c) of the Companies Ordinance (\_\_\_\_\_ of 2011) ~~section 333(2)(e) of the Companies Ordinance (Cap 32)~~;
  - (vii) the date of the registration of the company under Part 16 of the Companies Ordinance (\_\_\_\_\_ of 2011) ~~Part XI of the Companies Ordinance (Cap 32)~~ (unless the Registrar has refused to register the company under that Part).

**Section 189**

Chapter:	310A	Title:	BUSINESS REGISTRATION REGULATIONS
Regulation:	4	Heading:	<b>The register</b>

(1A) As soon as practicable after receipt by the Registrar of an incorporation submission, the Commissioner must assign an identifying number in relation to the submission application, the Commissioner must assign an identifying number in relation to the application, and that identifying number becomes the identifying number of the related simultaneous business registration application on the incorporation of the company concerned.

**Section 190**

Chapter:	310A	Title:	BUSINESS REGISTRATION REGULATIONS
Regulation:	9	Heading:	<b>Forms</b>

FORM 1(b) [regulation 3(1)]  
 BUSINESS REGISTRATION REGULATIONS  
 Application by a body corporate for registration

SECTION A.  
 PART A

2. If body corporate is not incorporated in Hong Kong and is a non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (\_\_\_\_\_ of 2011) ~~one to which Part XI of the Companies Ordinance (Cap 32) applies~~:
- (a) Name of body corporate : .....

- (b) Place of incorporation : .....
- (c) Name and address of person or persons resident in Hong Kong whose particulars have been delivered to the Registrar of Companies
- (d) Date of [the certificate of registration issued under section 765 of the Companies Ordinance \( \\_\\_\\_\\_\\_ of 2011\)](#)~~registration under: .....~~  
~~Part XI of the Companies Ordinance (Cap 32)~~

3. If body corporate is not incorporated in Hong Kong and is [not a non-Hong Kong company as defined by section 2\(1\) of the Companies Ordinance \( \\_\\_\\_\\_\\_ of 2011\)](#)~~one to which Part XI of the Companies Ordinance (Cap 32) does not apply:~~
- (a) Name of body corporate : .....
- (b) Place of incorporation : .....
- (c) Date of incorporation : .....

[section 4(2)]

FORM 4  
BUSINESS REGISTRATION ORDINANCE  
(Chapter 310)  
*Oath or Affirmation of Secrecy*

(a) I will at all times preserve and aid in preserving secrecy with regard to all matters relating to the affairs of any person which may come to my notice in the performance of any function under the principal Ordinance (other than particulars that are provided in an [incorporation submission incorporation application](#) or company registration application as respectively defined under the principal Ordinance<sup>(3)</sup>);

**Part 68**  
**Amendment to Census and Statistics (Quarterly Survey of Service Industries) Order**  
**(Cap. 316 sub. leg. M)**

**Section 191**

Chapter:	316M	Title:	CENSUS AND STATISTICS (QUARTERLY SURVEY OF SERVICE INDUSTRIES) ORDER
Section:	1	Heading:	<b>Interpretation</b>

“財務”(financing) 包括所有財務、貸款、按揭與票據貼現公司，股額、股份、商品期貨、黃金與外幣交易商或經紀以及交易所，當舖及貨幣兌換商的業務；但不包括銀行、接受存款公司、有限牌照銀行、外地銀行代表辦事處及[控股公司控權公司](#)的業務；

**Part 69**  
**Amendment to Federation of Hong Kong Industries Ordinance**  
**(Cap. 321)**

**Section 192**

Chapter:	321	Title:	FEDERATION OF HONG KONG INDUSTRIES ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

In this Ordinance, unless the context otherwise requires-

“corporation” (法團) means any company within the meaning of the Companies Ordinance (\_\_\_\_\_ of 2011)(~~Cap 32~~) and any body incorporated under any enactment;

## Part 70

### Amendments to Trade Unions Ordinance (Cap. 332)

#### **Section 193**

Chapter: 332	Title: TRADE UNIONS ORDINANCE
Section: 67	Heading: <b>Provisions of certain Ordinances not to apply to trade unions or trade union federations</b>

(1) Subject to the provisions of this Ordinance, the following ~~Ordinances, that is to say—~~ Ordinances do not apply to a trade union or a trade union federation—

- (a) ~~the Companies Ordinance (Cap 32); and~~
- (b) ~~the Co-operative Societies Ordinance (Cap 33);~~

~~shall not apply to a trade union or a trade union federation and the registration of a trade union or a trade union federation under either of the said Ordinances shall be void and of no effect.~~

- (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).

(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).

#### **Section 194**

Chapter: 332	Title: TRADE UNIONS ORDINANCE
Section: 68	Heading: <b>Result of registration</b>

(1) If a trade union is registered under the ~~relevant Ordinance Companies Ordinance (Cap 32) or the Co-operative Societies Ordinance (Cap 33)~~ and the same shall become registered under this Ordinance, all of the property and assets of what description soever vested in the trade union by virtue of registration under the ~~Companies Ordinance (Cap 32) or the Co-operative Societies Ordinance (Cap 33), as the case may be,~~ relevant Ordinance together with all rights and liabilities, whether present, future, certain or contingent, shall forthwith be deemed vested in the trade union by virtue of its registration under this Ordinance, and all causes of action subsisting, or suits or other legal proceedings pending, by or against the trade union by reason of or arising out of its registration under the ~~Companies Ordinance (Cap 32) or the Co-operative Societies Ordinance (Cap 33), as the case may be,~~ relevant Ordinance shall subsist or be continued by or against such trade union by virtue of its registration under this Ordinance.

(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)

#### ***Section 195***

Chapter: 336	Title: DISTRICT COURT ORDINANCE
Section: 68B	Heading: <b>Sale of property in execution of judgment</b>

(1) The property of the judgment debtor is liable to attachment and sale in execution of a judgment other than-

- (a) shares in the capital or joint stock of any private company within the meaning of [section 10 of the Companies Ordinance \( of 2011\)](#) ~~section 29 of the Companies Ordinance (Cap 32)~~;
- (b) subject to paragraph (c), the tools (if any) of the trade of the judgment debtor; and
- (c) the necessary wearing apparel and bedding of the judgment debtor and his family dependent on and residing with him, to a value, inclusive of tools and apparel and bedding, not exceeding \$10000.

## Part 72

### Amendments to Building Management Ordinance (Cap. 344)

#### ***Section 196***

Chapter: 344	Title: BUILDING MANAGEMENT ORDINANCE
Section: 33	Heading: <b>Winding up of corporations</b>

(1) A corporation may be wound up under the provisions of Part X of the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32) as if it were an unregistered company within the meaning of that Ordinance and the provisions of that Ordinance relating to the winding up of an unregistered company shall, in so far as they are applicable, apply to the winding up of a corporation.

(2) In applying the provisions of the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32) under subsection (1)-

- (a) a reference to a director of a company shall be deemed to be a reference to a member of a management committee ; and
- (b) a reference to a member of a company shall be deemed to be a reference to an owner.

#### ***Section 197***

Chapter: 344	Title: BUILDING MANAGEMENT ORDINANCE
Section: 34A	Heading: <b>Winding-up petitions and orders to be noted in register and records</b>

(3) If the petitioner referred to in subsection (1) fails to comply with that ~~subsection no action or proceeding under the Companies Ordinance~~ [subsection, no action or proceeding under the Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32) shall be commenced or proceeded with until such time as he complies with that subsection, and any action or proceeding which has been commenced in respect of the corporation shall be stayed by the tribunal or otherwise cease and be of no effect until such time as that petitioner complies with that subsection.

## Part 73

### Amendments to Hang Lung Bank (Acquisition) Ordinance (Cap. 345)

#### ***Section 198***

Chapter:	345	Title:	HANG LUNG BANK (ACQUISITION) ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

In this Ordinance, unless the context otherwise requires-

“subsidiary” (附屬公司) has the same meaning as in the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#)) (~~Cap 32~~).

#### ***Section 199***

Chapter:	345	Title:	HANG LUNG BANK (ACQUISITION) ORDINANCE
Section:	9	Heading:	<b>Power to make regulations</b>

(2) Regulations under subsection (1) may make provision for the matters mentioned in that subsection and shall have effect notwithstanding anything to the contrary in the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#)), [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance \(Cap. 32\)](#), [the Banking Ordinance \(Cap. 155\)](#) and the ~~(Cap 32), the Banking Ordinance (Cap 155) and the memorandum and~~ articles of association of the company or any subsidiary thereof.

## Part 74

### Amendment to Trading with the Enemy Ordinance (Cap. 346)

#### ***Section 200***

Chapter:	346	Title:	TRADING WITH THE ENEMY ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the context otherwise requires-

“company” (公司) has the same meaning as it has in section 2 of the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#)) (~~Cap 32~~);

## Part 75

### Amendment to Exchanges (Special Levy) Rules (Cap. 351 sub. leg. A)

#### ***Section 201***

Chapter:	351A	Title:	EXCHANGES (SPECIAL LEVY) RULES
Rule:	9	Heading:	<b>Audit report</b>

(1) Within one month, or within a later date specified by the trustee, after 30 June of each year each Exchange Company shall, at its expense, provide to the trustee, in a form required by him, a report by its company auditor appointed under the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#)) (~~Cap 32~~), certifying that the returns submitted under rule 5 in respect of the special levies for the period from 1 July of the previous year to 30 June of the current year are correct and in accordance with the Ordinance.



## Part 76

### Amendment to Supplementary Medical Professions Ordinance (Cap. 359)

#### ***Section 202***

Chapter:	359	Title:	SUPPLEMENTARY MEDICAL PROFESSIONS ORDINANCE
Section:	20	Heading:	<b>Companies may carry on professions by way of trade or business</b>

(2) A company registered under the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#)) or under the [Companies Ordinance \(Cap. 32\)](#) as in force at the time of the registration (~~Cap. 32~~) may carry on the business of practising a profession if-

## Part 77

### Amendment to Radiographers (Registration and Disciplinary Procedure) Regulation (Cap. 359 sub. leg. H)

#### ***Section 203***

Chapter:	359H	Title:	RADIOGRAPHERS (REGISTRATION AND DISCIPLINARY PROCEDURE) REGULATION
Section:	17	Heading:	<b>Exemptions for companies</b>

A company registered under the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#)) or under the [Companies Ordinance \(Cap. 32\)](#) as in force at the time of the registration (~~Cap. 32~~) which carries on the business of practising diagnostic radiography is exempt from the provisions of section 20(2)(a) of the Ordinance to the extent that its directors do not have to fulfil the condition prescribed in subparagraph (ii) of that section.

## Part 78

### Amendment to Employees Compensation Assistance Ordinance (Cap. 365)

#### ***Section 204***

Chapter:	365	Title:	EMPLOYEES COMPENSATION ASSISTANCE ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) 在本條例中，除文意另有所指外—

“僱主”(employer) 指《僱員補償條例》(第 282 章)所指的僱主，並包括根據該條例第 44B 條有法律責任支付某一數額的補償或損害賠償予其附屬公司(該條例第 IV 部所指者)的僱員的[控股公司](#)[控權公司](#)(該部所指者)；

## Part 79

### Amendments to Overseas Trust Bank (Acquisition) Ordinance (Cap. 379)

#### **Section 205**

Chapter: 379	Title: OVERSEAS TRUST BANK (ACQUISITION) ORDINANCE
Section: 2	Heading: <b>Interpretation</b>

In this Ordinance, unless the context otherwise requires-

“subsidiary” (附屬公司) has the same meaning as in the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#)) (~~Cap 32~~).

#### **Section 206**

Chapter: 379	Title: OVERSEAS TRUST BANK (ACQUISITION) ORDINANCE
Section: 10	Heading: <b>Power to make regulations</b>

(2) Regulations under subsection (1) shall have effect notwithstanding anything to the contrary in the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#)), [the Companies \(Winding Up and Miscellaneous Provision\) Ordinance \(Cap. 32\)](#), [the Banking Ordinance \(Cap. 155\)](#) and ~~the (Cap 32), the Banking Ordinance (Cap 155) and the memorandum and~~ articles of association of the company or any subsidiary thereof.

## Part 80

### Amendments to Protection of Wages on Insolvency Ordinance (Cap. 380)

#### **Section 207**

Chapter: 380	Title: PROTECTION OF WAGES ON INSOLVENCY ORDINANCE
Section: 2	Heading: <b>Interpretation</b>

“applicant” (申請人) means any person who would, on the winding up of a company, be entitled to priority under section 265(1)(b), (c), (ca), (cc) or (cd) of the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32) or who would, on a bankruptcy, be entitled to priority under section 38(1)(b), (c), (ca), (cc) or (cd) of the Bankruptcy Ordinance (Cap 6) other than a person whose employer is an individual and who is a member of the family of that employer and who dwells in the same dwelling as that employer;

“company” (公司) means any body which is liable to be wound up under the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32);

“pay for untaken annual leave” (未放年假薪酬) means any pay for untaken annual leave in respect of which an applicant—

- (a) would, on the winding up of a company, be entitled to priority under section 265(1)(cd) of the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap. 32); or
- (b) would, on a bankruptcy, be entitled to priority under section 38(1)(cd) of the Bankruptcy Ordinance (Cap. 6);

“pay for untaken statutory holidays” (未放法定假日薪酬) means any pay for untaken statutory holidays in respect of which an applicant—

- (a) would, on the winding up of a company, be entitled to priority under section 265(1)(cd) of

the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); or

(b) would, on a bankruptcy, be entitled to priority under section 38(1)(cd) of the Bankruptcy Ordinance (Cap. 6);

“severance payment” (遣散費) means a severance payment in respect of which an applicant would, on the winding up of a company, be entitled to priority under section 265(1)(ca) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance ~~Companies Ordinance~~ (Cap 32) or would, on a bankruptcy, be entitled to priority under section 38(1)(ca) of the Bankruptcy Ordinance (Cap 6), save that the amount specified in section 265(1)(ca) of the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) or section 38(1)(ca) of the Bankruptcy Ordinance (Cap 6) (as the case may be) as the maximum amount in respect of which an applicant would be entitled to priority, or any amount substituted therefor under section 265(1B) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance ~~Companies Ordinance~~ (Cap 32) or section 38(2B) of the Bankruptcy Ordinance (Cap 6) (as the case may be), shall not apply;

“wages” (工資) means wages or salary in respect of which an applicant would, on the winding up of a company, be entitled to priority under section 265(1)(b) or (c) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance ~~Companies Ordinance~~ (Cap 32) or who would, on a bankruptcy, be entitled to priority under section 38(1)(b) or (c) of the Bankruptcy Ordinance (Cap 6), save that the amount specified in section 265(1)(b) or (c) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance ~~Companies Ordinance~~ (Cap 32) or section 38(1)(b) or (c) of the Bankruptcy Ordinance (Cap 6) (as the case may be) as the maximum amount in respect of which an applicant would be entitled to priority, or any amount substituted therefor under section 265(1A) or (1B) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance ~~Companies Ordinance~~ (Cap 32) or (as the case may be) section 38(2), (2A) or (2B) of the Bankruptcy Ordinance (Cap 6), shall not apply;

“wages in lieu of notice” (代通知金) means wages in lieu of notice in respect of which an applicant would, on the winding up of a company, be entitled to priority under section 265(1)(cc) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance ~~Companies Ordinance~~ (Cap 32), or would, in a bankruptcy, be entitled to priority under section 38(1)(cc) of the Bankruptcy Ordinance (Cap 6), save that the amount specified in section 265(1)(cc) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance ~~Companies Ordinance~~ (Cap 32) or section 38(1)(cc) of the Bankruptcy Ordinance (Cap 6) (as the case may be) as the maximum amount in respect of which an application would be entitled to priority shall not apply;

“winding-up petition” (清盤呈請) means a winding-up petition under Part V or Part X of the Companies (Winding Up and Miscellaneous Provisions) Ordinance ~~Companies Ordinance~~ (Cap 32).

### **Section 208**

Chapter:	380	Title:	PROTECTION OF WAGES ON INSOLVENCY ORDINANCE
Section:	24	Heading:	<b>Subrogation</b>

(2) The rights and remedies of an applicant in respect of a severance payment transferred to and vested in the Board pursuant to subsection (1) shall include the rights and remedies of the applicant in respect of so much of that severance payment as the applicant would, on the winding up of a company, be entitled to priority under section 265(1)(ca) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance ~~Companies Ordinance~~ (Cap 32) or would, on a bankruptcy, be entitled to priority under section 38(1)(ca) of the Bankruptcy Ordinance (Cap 6).

### **Section 209**

Chapter:	380	Title:	PROTECTION OF WAGES ON INSOLVENCY ORDINANCE
Section:	29	Heading:	<b>Transitional</b>

(1) The Protection of Wages on Insolvency (Amendment) Ordinance 1987 (48 of 1987) (“the amending Ordinance” (該修訂條例)) shall apply to and in relation to any payment to be made in accordance with section 38 of the Bankruptcy Ordinance (Cap 6), or section 265 of the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32), after the commencement of the amending Ordinance, notwithstanding that any debt to which such payment relates was incurred before that commencement.

## **Part 81**

### **Amendments to Ocean Park Corporation Ordinance (Cap. 388)**

### **Section 210**

Chapter:	388	Title:	OCEAN PARK CORPORATION ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

“company” (公司) means the company incorporated, [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 \( of 2011\);](#) ~~under the Companies Ordinance (Cap 32) and registered under that Ordinance by the name Ocean Park Limited;~~

### **Section 211**

Chapter:	388	Title:	OCEAN PARK CORPORATION ORDINANCE
Section:	16	Heading:	<b>Dissolution of the company</b>

(1) On the commencement of this Ordinance, the company shall, notwithstanding any provisions to the contrary in its constitution governing the winding up or dissolution of the company and notwithstanding the provisions of any other Ordinance, be deemed to be dissolved under section 291A(1) of the Companies Ordinance (Cap 32) [as in force at the time of that commencement](#) as if, on that commencement, the Court of First Instance had made an order under that section that the company be struck off the register and dissolved and, accordingly, the Registrar of Companies shall, on that commencement, or so soon thereafter as is possible, strike the company off the register.

(2) For the avoidance of doubt, it is hereby declared that-

(a) [section 753\(1\) of the Companies Ordinance \( of 2011\)](#) ~~section 291A(2) of the Companies Ordinance (Cap 32)~~ shall not apply; and

(b) [section 745 of the Companies Ordinance \( of 2011\)](#) ~~section 291B of the Companies Ordinance (Cap 32)~~ shall apply,

to the company.

## Part 82

### Amendments to Control of Obscene and Indecent Articles Ordinance (Cap. 390)

#### **Section 212**

Chapter: 390	Title:	CONTROL OF OBSCENE AND INDECENT ARTICLES ORDINANCE
Section: 2	Heading:	<b>Interpretation</b>

“place of business” (營業地點) includes in relation to-

- (a) a company incorporated in Hong Kong under the Companies Ordinance (\_\_\_\_\_ of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (\_\_\_\_\_ of 2011) ~~(Cap 32)~~, its registered office; and
- (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 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) ~~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;~~

## Part 83

### Amendment to Broadcasting Authority Ordinance (Cap. 391)

#### **Section 213**

Chapter: 391	Title:	BROADCASTING AUTHORITY ORDINANCE
Section: 22	Heading:	<b>Investigation of licensee's business</b>

- (8) This section applies to a company that is a licensee or a subsidiary (as defined by section 14 of the Companies Ordinance (\_\_\_\_\_ of 2011) for the purposes of that Ordinance within the meaning of section 2 of the Companies Ordinance (Cap 32)) of a licensee.

## Part 84

### Amendment to Tate’s Cairn Tunnel Ordinance (Cap. 393)

#### **Section 214**

Chapter: 393	Title:	TATE'S CAIRN TUNNEL ORDINANCE
Section: 8	Heading:	<b>Directors and paid up share capital of the Company</b>

- (2) The Governor shall have power, notwithstanding any provision of the Companies Ordinance (\_\_\_\_\_ 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 ~~(Cap 32) or any other law, the memorandum or articles~~ of the Company or other instrument, to appoint 2 directors to the board of the Company.

## Part 85

### Amendment to The Ombudsman Ordinance (Cap. 397)

#### ***Section 215***

Chapter: 397	Title: THE OMBUDSMAN ORDINANCE
Schedule: 2	Heading: ACTIONS NOT SUBJECT TO INVESTIGATION

9. Any action taken in relation to the Hong Kong Codes on Takeovers and Mergers and Share ~~Buy-backs~~ ~~Repurchases~~ issued by the Securities and Futures Commission.

## Part 86

### Amendments to Drug Trafficking (Recovery of Proceeds) Ordinance (Cap. 405)

#### ***Section 216***

Chapter: 405	Title: DRUG TRAFFICKING (RECOVERY OF PROCEEDS) ORDINANCE
Section: 7	Heading: <b>Definition of principal terms used</b>

(8) In subsection (7)(b) “the preferential debts” (優先債項)-

(b) in relation to winding up, means the debts to be paid under section 265 of the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32) (assuming the date of the confiscation order to be the date of commencement of the winding up and the relevant date for the purpose of that section).

#### ***Section 217***

Chapter: 405	Title: DRUG TRAFFICKING (RECOVERY OF PROCEEDS) ORDINANCE
Section: 18	Heading: <b>Insolvency officers dealing with property subject to restraint order</b>

(1) Without prejudice to the generality of any provision contained in the Bankruptcy Ordinance (Cap 6), the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32) or any other Ordinance, where-

- (a) any insolvency officer seizes or disposes of any property in relation to which his functions are not exercisable because it is for the time being subject to a restraint order; and
- (b) at the time of the seizure or disposal he believes, and has reasonable grounds for believing, that he is entitled (whether in pursuance of an order of a court or otherwise) to seize or dispose of that property,

he shall not be liable to any other person in respect of any loss or damage resulting from the seizure or disposal except in so far as the loss or damage is caused by his negligence; and the insolvency officer shall have a lien on the property, or the proceeds of its sale, for such of his expenses as were incurred in connection with the liquidation, bankruptcy or other proceedings in relation to which the seizure or disposal purported to take place and for so much of his remuneration as may reasonably be assigned for his acting in connection with those proceedings.

(3) In this section “insolvency officer” (債務處理人) means-

- (a) the Official Receiver; or
- (b) any person acting as-
  - (i) a trustee (including provisional trustee), interim trustee or special manager appointed under the Bankruptcy Ordinance (Cap 6); or



(ii) a liquidator, provisional liquidator or special manager appointed under the [Companies Ordinance-Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32).

## Part 87

# Amendments to Drug Trafficking (Recovery of Proceeds) (Designated Countries and Territories) Order (Cap. 405 sub. leg. A)

### Section 218

Chapter: 405A	Title:	DRUG TRAFFICKING (RECOVERY OF PROCEEDS) (DESIGNATED COUNTRIES AND TERRITORIES) ORDER
Schedule: 2	Heading:	DRUG TRAFFICKING (RECOVERY OF PROCEEDS) ORDINANCE AS MODIFIED

### 17. Winding up of company holding realisable property

(3) Nothing in the Companies Ordinance ([of 2011](#)) or the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance \(Cap. 32\)](#) (~~Cap 32~~) shall be taken as restricting, or enabling the restriction of, the exercise of the powers conferred on the Court of First Instance by sections 10 to 13.

(5) In this section-

“company” (公司) means any company which may be wound up under the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32); and

“the relevant time” (有關時間) means-

- where no order for the winding up of the company has been made, the time of the passing of the resolution for voluntary winding up;
- where such an order has been made and, before the presentation of the petition for the winding up of the company by the Court of First Instance, such a resolution had been passed by the company, the time of the passing of the resolution; and
- in any other case where such an order has been made, the time of the making of the order.

### 18. Insolvency officers dealing with property subject to restraint order

(1) Without prejudice to the generality of any provision contained in the Bankruptcy Ordinance (Cap 6), the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32) or any other Ordinance, where-

- any insolvency officer seizes or disposes of any property in relation to which his functions are not exercisable because it is for the time being subject to a restraint order; and
- at the time of the seizure or disposal he believes, and has reasonable grounds for believing, that he is entitled (whether in pursuance of an order of a court or otherwise) to seize or dispose of that property,

he shall not be liable to any person in respect of any loss or damage resulting from the seizure or disposal except in so far as the loss or damage is caused by his negligence; and the insolvency officer shall have a lien on the property, or the proceeds of its sale, for such of his expenses as were incurred in connection with the liquidation, bankruptcy or other proceedings in relation to which the seizure or disposal purported to take place and for so much of his remuneration as may reasonably be assigned for his acting in connection with those proceedings.

(3) In this section “insolvency officer” (債務處理人) means-

- the Official Receiver; or
- any person acting as-
  - a trustee (including provisional trustee), interim trustee or special manager appointed under the Bankruptcy Ordinance (Cap 6); or

(ii) a liquidator, provisional liquidator or special manager appointed under the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32).

## **Part 88**

### **Amendment to Employees' Compensation Insurance Levies Ordinance (Cap. 411)**

#### ***Section 219***

Chapter:	411	Title:	EMPLOYEES' COMPENSATION INSURANCE LEVIES ORDINANCE
Section:	16	Heading:	<b>Protection of levy in the hands of the insurer</b>

No winding-up proceedings under the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32) or bankruptcy proceedings under the Bankruptcy Ordinance (Cap 6) brought in respect of an insurer shall affect any levy (or an amount equivalent thereto) in the hands of that insurer and such levy (or equivalent amount) shall not be treated as part of the assets or property of that insurer for the purposes of such proceedings under those Ordinances.

## **Part 89**

### **Amendment to Merchant Shipping (Prevention and Control of Pollution) Ordinance (Cap. 413)**

#### ***Section 220***

Chapter:	413	Title:	MERCHANT SHIPPING (PREVENTION AND CONTROL OF POLLUTION) ORDINANCE
Section:	9	Heading:	<b>Service of directions under section 6</b>

(1) If the Director is satisfied that a company or other body corporate is not one to which [section 791 or 815 of the Companies Ordinance](#) ([\\_\\_\\_\\_\\_ of 2011](#)) ~~section 338 or 356 of the Companies Ordinance (Cap 32)~~ applies so as to authorize the service of a direction on that body under either of those sections, he may give a direction under section 6(2)-

- (a) to that body, as the owner of, or the person in possession or control of, a ship, by serving the direction on the master of the ship; or
- (b) to that body, as a salvor, by serving the direction on the person in charge of the salvage operations.

## **Part 90**

### **Amendment to Merchant Shipping (Liability and Compensation for Oil Pollution) Ordinance (Cap. 414)**

#### ***Section 221***

Chapter:	414	Title:	MERCHANT SHIPPING (LIABILITY AND COMPENSATION FOR OIL POLLUTION) ORDINANCE
Section:	23	Heading:	<b>Contributions to the Fund</b>

(9) In this section and section 24, unless the context otherwise requires-

“group of companies” (公司集團) has the same meaning as in section 2(1) of the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#)) ~~(Cap 32)~~, and in the case of a company incorporated outside Hong Kong, has a corresponding meaning subject to any necessary modifications;

## Part 91

### Amendments to Merchant Shipping (Registration) Ordinance (Cap. 415)

#### **Section 222**

Chapter:	415	Title:	MERCHANT SHIPPING (REGISTRATION) ORDINANCE
Section:	11	Heading:	<b>Registrable ships</b>

- (4) The following are qualified persons for the purposes of this section-
- (a) an individual who holds a valid identity card and who is ordinarily resident in Hong Kong;
  - (b) a body corporate incorporated in Hong Kong; and
  - (c) a [registered non-Hong Kong company as defined by section 2\(1\) of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#) ~~non-Hong Kong company registered under Part XI of the Companies Ordinance (Cap 32).~~

#### **Section 223**

Chapter:	415	Title:	MERCHANT SHIPPING (REGISTRATION) ORDINANCE
Section:	20	Heading:	<b>Declarations by and on behalf of owners and demise charterers</b>

- (1) A person shall not be entitled to be registered as an owner of a ship which is to be registered by virtue of section 11(1)(a), or of a share in or part of such a ship until he, or in the case of a body corporate the person authorized under section 84 to make declarations on behalf of the body corporate, has made and signed a declaration of entitlement to own a ship registered in Hong Kong, in the specified form, which shall include the following-
- (a) in the case of a body corporate, a statement that the declarant is authorized to make the declaration on behalf of the body corporate;
  - (b) in the case of an individual purporting to be a qualified person, a statement that he holds a valid identity card and is ordinarily resident in Hong Kong;
  - (c) in the case of a body corporate purporting to be a qualified person, a statement of the circumstances of incorporation in Hong Kong, or of registration 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 Part 16 of the Companies Ordinance (\_\_\_\_\_ of 2011), as the case may be;
- (2) A body corporate shall not be entitled to be registered as the demise charterer of a ship which is to be registered by virtue of section 11(1)(b), until the person authorized under section 84 to make declarations on behalf of the body corporate has made and signed a declaration which shall include the following-
- (a) a statement that the declarant is authorized to make the declaration on behalf of the body corporate;
  - (b) a statement of the circumstances of incorporation of the body corporate in Hong Kong, or of registration 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 Part 16 of the Companies Ordinance (\_\_\_\_\_ of 2011), as the case may be;
  - (c) a statement that the body corporate has entered into a demise charter-party in respect of the ship with the owner of the ship;

### **Section 224**

Chapter: 415 Title: MERCHANT SHIPPING (REGISTRATION) ORDINANCE  
Section: 21 Heading: **Evidence on first registration**

(1) On the first registration of a ship which is to be registered by virtue of section 11(1)(a), the following evidence shall be produced to the Registrar in addition to each declaration under section 20(1)-

(b) in relation to each qualified person applying to be registered as owner, a valid identity card, certificate of incorporation in Hong Kong or certificate of registration 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 Part 16 of the Companies Ordinance ( \_\_\_\_\_ of 2011), as the case may be, issued in respect of that person; and

(3) On the first registration of a ship which is to be registered by virtue of section 11(1)(b), the following evidence shall be produced to the Registrar in addition to the declaration under section 20(2)-

(c) in relation to a body corporate (being a qualified person) applying to be registered as a demise charterer, a certificate of incorporation in Hong Kong or certificate of registration 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 Part 16 of the Companies Ordinance ( \_\_\_\_\_ of 2011), as the case may be, issued in respect of that body corporate; and

### **Section 225**

Chapter: 415 Title: MERCHANT SHIPPING (REGISTRATION) ORDINANCE  
Section: 55 Heading: **Notice of dissolution, etc. of body corporate owner or charterer**

(1) Where-

- (a) a body corporate is the owner or demise charterer of a registered ship; and
- (b) a declaration was made under section 20, 27, 40 or 42 in respect of the body corporate that it-
  - (i) is incorporated in Hong Kong; or
  - (ii) is a ~~non-Hong Kong company registered under Part XI of the Companies Ordinance (Cap 32)~~ registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011),

the representative person appointed in relation to the ship shall, in the event of the body corporate ceasing to be incorporated in Hong Kong or to be ~~registered under Part XI of the Companies Ordinance (Cap 32)~~ a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011), as the case may be, notify the Registrar, in writing, of that event within 30 days after the occurrence thereof.

## **Part 92**

### **Amendments to Hong Kong Academy of Medicine Ordinance (Cap. 419)**

### **Section 226**

Chapter: 419 Title: HONG KONG ACADEMY OF MEDICINE ORDINANCE  
Section: 2 Heading: **Interpretation**

“college” (學會) means any association of persons-

- (a) engaged in the study or practice of a particular specialty of medicine; and
- (b) which is a society to which the Societies Ordinance (Cap 151) applies or which is a company

within the meaning of the Companies Ordinance (       of 2011)~~(Cap 32)~~; and  
(c) which is neither a group of members referred to in section 6(2) nor a Faculty referred to in section 6(3)(b);

### ***Section 227***

Chapter:	419	Title:	HONG KONG ACADEMY OF MEDICINE ORDINANCE
Section:	6	Heading:	<b>Recognition of Academy Colleges and Faculties</b>

(3) The Academy may recognize any Faculty as an Academy College as regards the specialty of that Faculty-

(a) on an application being made in that behalf by the Academy College of which it is a Faculty;  
and

(b) where the Faculty is an association of persons which is a society to which the Societies Ordinance (Cap 151) applies or a company within the meaning of the Companies Ordinance (       of 2011)~~(Cap 32)~~.

### ***Section 228***

Chapter:	419	Title:	HONG KONG ACADEMY OF MEDICINE ORDINANCE
Section:	10	Heading:	<b>The Council during the interim period</b>

(4) The Governor may, at any time during the interim period, by notice published in the Gazette, designate any association of persons which is a society to which the Societies Ordinance (Cap 151) applies or is a company within the meaning of the Companies Ordinance (       of 2011)~~(Cap 32)~~ and which is concerned with the study or practice of any specialty of medicine as a “designated college”.

## **Part 93**

### **Amendment to Toys and Children’s Products Safety Ordinance (Cap. 424)**

### ***Section 229***

Chapter:	424	Title:	TOYS AND CHILDREN'S PRODUCTS SAFETY ORDINANCE
Section:	34	Heading:	<b>Service of notices</b>

(1) A notice or direction required to be served under this Ordinance shall be properly served if-

(b) in the case of-

(i) a company, it is delivered to an officer of the company or, where it cannot conveniently be so delivered, it is left at, or sent by post to, the company's registered office;

(ii) a non-Hong Kong company within the meaning of the Companies Ordinance (       of 2011), it is left with, or sent by post to, its authorized representative as defined by section 762(1) (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 of that Ordinance;

## Part 94

### Amendments to Toys and Children's Products Safety Regulation (Cap. 424 sub. leg. B)

#### **Section 230**

Chapter:	424B	Title:	TOYS AND CHILDREN'S PRODUCTS SAFETY REGULATION
Section:	2	Heading:	<b>Identification marking for toys</b>

(3) Where the manufacturer, importer or supplier of a toy is a company incorporated under the Companies Ordinance (       of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (       of 2011) ~~(Cap 32)~~, the address to be given under subsection (2)(b) is the address of the registered office of the company.

#### **Section 231**

Chapter:	424B	Title:	TOYS AND CHILDREN'S PRODUCTS SAFETY REGULATION
Section:	3	Heading:	<b>Identification marking for children's products</b>

(3) Where the manufacturer, importer or supplier of a children's product is a company incorporated under the Companies Ordinance (       of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (xx of 2011) ~~(Cap 32)~~, the address to be given under subsection (2)(b) is the address of the registered office of the company.

## Part 95

### Amendments to Occupational Retirement Schemes Ordinance (Cap. 426)

#### **Section 232**

Chapter:	426	Title:	OCCUPATIONAL RETIREMENT SCHEMES ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

“company” (公司) means a company within the meaning of the Companies Ordinance (       of 2011) ~~(Cap 32)~~;

“director” (董事) includes-

(c) in the case of a body of persons which-

- (i) is incorporated or otherwise established in any manner whatsoever by or under the laws of a country, territory or place outside Hong Kong; or
- (ii) has its principal place of business in such a country, territory or place, any person who occupies a position analogous to that of a director of a company within the meaning of the Companies Ordinance (       of 2011) ~~(Cap 32)~~;

~~holding company" (母公司) 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 within the meaning of the Companies Ordinance (Cap 32)~~ 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);

“subsidiary” (附屬公司) means, in relation to an employer-

- (a) where the employer is a company and there is another company which, is by virtue of section 14 of the Companies Ordinance ( \_\_\_\_\_ of 2011) a subsidiary of the employer for the purposes of that Ordinance ~~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~~, the other company;
- (b) where an 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 which would be so deemed to be a subsidiary of the employer were the employer a company within the meaning of the Companies Ordinance ( \_\_\_\_\_ of 2011) ~~(Cap 32)~~;

“有關連人士”(associate) 就一名僱主來說—

- (d) 如該僱主是一個法團—
- (ii) 指以下任何法團—
- (B) 該僱主的母公司控權公司；或
- (C) 該僱主的母公司控權公司的另一附屬公司；
- (iii) 指這類附屬公司或母公司控權公司的任何董事；及

### **Section 233**

Chapter:	426	Title:	OCCUPATIONAL RETIREMENT SCHEMES ORDINANCE
Section:	67	Heading:	<b>Special provisions for schemes covering groups of companies</b>

(1B) 來自公司集團的有關僱主須共同或各別以授權書為該計劃的目的提名它們其中之一或公司集團內的同一集團的公司的母公司控權公司為僱主代表。

(1C) 就本條而言—

(b) “同一集團的公司”(group of companies) 指母公司控權公司及其附屬公司；

### **Section 234**

Chapter:	426	Title:	OCCUPATIONAL RETIREMENT SCHEMES ORDINANCE
Section:	73	Heading:	<b>Rules</b>

(1) The Registrar may make rules-

- (n) in relation to the calculation of unpaid contribution for the purpose of section 38(1)(cf) of the Bankruptcy Ordinance (Cap 6) and section 265(1)(cf) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance ~~Companies Ordinance~~ (Cap 32);

### **Section 235**

Chapter:	426	Title:	OCCUPATIONAL RETIREMENT SCHEMES ORDINANCE
Section:	81	Heading:	<b>Notices</b>

(1) A notice required to be given under this Ordinance to a person shall be properly given if-

- (a) in case such person is an individual, it is delivered to him or sent by post to him at the address at which he ordinarily resides or carries on business or, if such an address is unknown, at his last known address; or
- (b) in case such person is a company, it is sent by post to the company's registered office in Hong Kong; or
- (c) in case such person is a non-Hong Kong company as defined by section 2(1) of the

Companies Ordinance (\_\_\_\_\_ of 2011) to which ~~Part XI of the Companies Ordinance (Cap 32)~~ applies, it is sent by post to the principal place of business of the company in Hong Kong; or

## **Part 96**

### **Amendment to Companies Registry Trading Fund (Cap. 430 sub. leg. B)**

#### **Section 236**

Chapter:	430B	Title:	COMPANIES REGISTRY TRADING FUND
Schedule:	1	Heading:	<b>SERVICES TO BE PROVIDED BY THE TRADING FUND</b>

1. Administering and enforcing the provisions of the Companies Ordinance (\_\_\_\_\_ of 2011) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) ~~(Cap 32)~~, including facilitating the incorporation of new companies and maintaining registers of companies and charges.

## **Part 97**

### **Amendment to Western Harbour Crossing Ordinance (Cap. 436)**

#### **Section 237**

Chapter:	436	Title:	WESTERN HARBOUR CROSSING ORDINANCE
Section:	8	Heading:	<b>Directors of the Company</b>

#### **PART IV**

##### PROVISIONS RELATING TO THE COMPANY

(1) A majority of the directors of the Company shall be persons who are ordinarily resident in Hong Kong.

(2) The Governor shall have power, notwithstanding any provision of the Companies Ordinance (\_\_\_\_\_ 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 ~~(Cap 32) or any other law, the memorandum or articles~~ of the Company or any other instrument, to appoint 2 directors to the board of directors of the Company.

## **Part 98**

### **Amendment to Administrative Appeals Board Ordinance (Cap. 442)**

#### **Section 238**

Chapter:	442	Title:	ADMINISTRATIVE APPEALS BOARD ORDINANCE
Schedule:		Heading:	<b>SCHEDULE</b>

Item	Ordinance	Decision
70.	Residential Care Homes (Persons with Disabilities) Ordinance (Cap 613)	A decision of the Director of Social Welfare under section 7, 8, 9(1), 11 or 12.
71.	<u>Companies _____ Ordinance (_____ of 2011)</u>	<u>(a) A direction of the Registrar of Companies under section 104(1) to change a company name.</u> <u>(b) A decision of the Registrar of Companies to serve a notice under section 768(1)(b).</u>

## Part 99

### Amendments to The Legislative Council Commission Ordinance (Cap. 443)

#### ***Section 239***

Chapter: 443	Title:	THE LEGISLATIVE COUNCIL COMMISSION ORDINANCE
Section: 2	Heading:	<b>Interpretation</b>

“Company” (公司) means The Legislative Council Secretariat incorporated under the Companies Ordinance (Cap 32) [as in force at the time of the incorporation](#);

#### ***Section 240***

Chapter: 443	Title:	THE LEGISLATIVE COUNCIL COMMISSION ORDINANCE
Section: 22	Heading:	<b>Dissolution of Company and transfer of property, etc.</b>

(1) Notwithstanding-

- (a) any provisions in the memorandum of association or articles of association of the Company governing the winding up or dissolution of the Company; and
- (b) the provisions of any other Ordinance,

the Company shall, on the commencement of this Ordinance, be deemed to be dissolved under section 291A(1) of the Companies Ordinance (Cap 32) [as in force at the time of that commencement](#) as if, on that commencement, the Court of First Instance had made an order under that section that the Company be struck off the register of companies and dissolved and, accordingly, the Registrar of Companies shall as soon as practicable after that commencement strike the Company off the register.

(2) For the avoidance of doubt, it is hereby declared that-

- (a) [section 753\(1\) of the Companies Ordinance \( of 2011\)](#) ~~section 291A(2) of the Companies Ordinance (Cap 32)~~ shall not apply;
- (b) [section 745 of the Companies Ordinance \( of 2011\)](#) ~~section 291B of that Ordinance~~ shall apply,

## Part 100

### Amendment to Air Transport (Licensing of Air Services) Regulations (Cap.448 sub. Leg. A)

#### ***Section 241***

Chapter: 448	Title:	Air Transport (Licensing of Air Services) Regulations
Regulation: 15A	Heading:	<b>Corporate licensees' duties to provide audited financial statements and other information</b>

(3) 法團持牌人須在下述改變發生後的 14 天內，將該改變通佑牌照局-

- (a) 任何單一持股權的擁有權的改變，而該改變佔該法團持牌人或其[控股公司控權公司](#)的總持股權的 10%或以上;
- (b) (不論是單獨或聯同相聯者)行使任何人的投票權或控制任何人的投票權的行使的權利的改變，而該改變佔在該法團持牌人或其[控股公司控權公司](#)的成員大會上的投票權的 10%或以上；及

(5) 就第(3)及(4)款而言-

- (b) 如某人在有關日期並不控制法團持牌人，但在該日期後，由於向該人轉讓或發行該法團持牌人或其[控股公司控權公司](#)的股份，或向該人轉讓該法團持牌人或其[控股公司控權公司](#)

[公司](#)的投票權，以致該人控制該持牌人，該法團持牌人的控制權即屬發生改變。

(6) 就第(5)款而言，如某人具有權力在無需任何其他人士同意下，委任或罷免法團持牌人或其[控股公司控權公司](#)的全部或過半數董事，則該人即視為控制該法團持牌人或其[控股公司控權公司](#)的董事局的組成。

(7) 就第(6)款而言，任何人(委任人)如有以下情況，即視為具權力委任法團持牌人或其[控股公司控權公司](#)的董事-

(a) 如委任人不行使該權力，委任有關的人為該法團持牌人或其[控股公司控權公司](#)的董事，則該人不能獲委任為該董事；或

(b) 某人身為委任人的董事或其他高級人員，必然會獲委任為該法團持牌人或其[控股公司控權公司](#)的董事。

(8) In this regulation—

~~"holding company" (控股公司) has the meaning given by section 2 of the Companies Ordinance (Cap. 32).~~

[holding company \(控權公司\) has the meaning given by section 12 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\).](#)

## Part 101

### Amendment to Amusement Rides (Safety) Ordinance (Cap. 449)

#### **Section 242**

Chapter:	449	Title:	AMUSEMENT RIDES (SAFETY) ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the context otherwise requires-

“officer” (高級人員), in relation to a body corporate, means an officer within the meaning of section 2(1) of the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#))-~~(Cap 32)~~;

## Part 102

### Amendment to Minor Employment Claims Adjudication Board Ordinance (Cap. 453)

#### **Section 243**

Chapter:	453	Title:	MINOR EMPLOYMENT CLAIMS ADJUDICATION BOARD ORDINANCE
Section:	5	Heading:	<b>Jurisdiction of the Board</b>

(3) The Board shall not have jurisdiction to inquire into, hear or determine-

(a) any claim for a sum of money, or otherwise in respect of a cause of action, founded in tort whether arising from a breach of contract or a breach of duty imposed by a rule of common law or by any enactment; and

(b) any claim submitted to proof in a bankruptcy or winding up under the Bankruptcy Ordinance (Cap 6) or the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~-(Cap 32).

## Part 103

### Amendments to Organized and Serious Crimes Ordinance (Cap. 455)

#### **Section 244**

Chapter:	455	Title:	ORGANIZED AND SERIOUS CRIMES ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the context otherwise requires-

“insolvency officer” (債務處理人) means-

- (a) the Official Receiver; or
- (b) any person acting as-
  - (i) a trustee (including provisional trustee), interim trustee or special manager appointed under the Bankruptcy Ordinance (Cap 6); or
  - (ii) a liquidator, provisional liquidator or special manager appointed under the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32);

#### **Section 245**

Chapter:	455	Title:	ORGANIZED AND SERIOUS CRIMES ORDINANCE
Section:	12	Heading:	<b>Definition of principal terms used</b>

(8) In subsection (7)(b) “the preferential debts” (優先債項)-

- (a) in relation to bankruptcy, means the debts to be paid in priority under section 38 of the Bankruptcy Ordinance (Cap 6) (assuming the date of the confiscation order to be the date of filing of the petition and of the bankruptcy order made under that Ordinance); and
- (b) in relation to winding up, means the debts to be paid under section 265 of the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32) (assuming the date of the confiscation order to be the date of commencement of the winding up and the relevant date for the purpose of that section).

#### **Section 246**

Chapter:	455	Title:	ORGANIZED AND SERIOUS CRIMES ORDINANCE
Section:	22	Heading:	<b>Winding up of company holding realisable property</b>

(3) Nothing in the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#)) or the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance \(Cap. 32\)](#) ~~(Cap 32)~~ shall be taken as restricting, or enabling the restriction of, the exercise of the powers conferred on the Court of First Instance by sections 15 to 18.  
<\* Note - Exp. X-Ref.: Sections 15, 16, 17, 18 \*>

(5) In this section-

“company” (公司) means any company which may be wound up under the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32);

#### **Section 247**

Chapter:	455	Title:	ORGANIZED AND SERIOUS CRIMES ORDINANCE
Section:	23	Heading:	<b>Insolvency officers dealing with property subject to restraint order</b>

(1) Without prejudice to the generality of any provision contained in the Bankruptcy Ordinance (Cap 6), the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32) or any other Ordinance, where-

- (a) any insolvency officer seizes or disposes of any property in relation to which his functions are not exercisable because it is for the time being subject to a restraint order; and  
 (b) at the time of the seizure or disposal he believes, and has reasonable grounds for believing, that he is entitled (whether in pursuance of an order of a court or otherwise) to seize or dispose of that property,

he shall not be liable to any other person in respect of any loss or damage resulting from the seizure or disposal except in so far as the loss or damage is caused by his negligence; and the insolvency officer shall have a lien on the property, or the proceeds of its sale, for such of his expenses as were incurred in connection with the liquidation, bankruptcy or other proceedings in relation to which the seizure or disposal purported to take place and for so much of his remuneration as may reasonably be assigned for his acting in connection with those proceedings.

## Part 104

### Amendment to Consumer Goods Safety Ordinance (Cap. 456)

#### Section 248

Chapter:	456	Title:	CONSUMER GOODS SAFETY ORDINANCE
Section:	35	Heading:	Service of notices

(1) A notice or direction required to be served under this Ordinance shall be properly served if-

(b) in the case of-

- (i) a company, it is delivered to an officer of the company or, where it cannot conveniently be so delivered, it is left at, or sent by post to, the company's registered office;  
 (ii) a non-Hong Kong company within the meaning of the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#)), ~~it is left with, or sent by post to, its authorized representative as defined by section 762(1) (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~~ of that Ordinance;

## Part 105

### Amendments to Security and Guarding Services Ordinance (Cap. 460)

#### Section 249

Chapter:	460	Title:	SECURITY AND GUARDING SERVICES ORDINANCE
Section:	2	Heading:	Interpretation

(1) In this Ordinance, unless the context otherwise requires-

“company” (公司) means a body corporate-

- (a) incorporated under the Companies Ordinance (~~Cap 32~~); ~~or~~ ([\\_\\_\\_\\_\\_ of 2011](#));  
~~(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (\_\_\_\_\_ of 2011); or~~  
 (b) incorporated by any other Ordinance;



## Part 106

### Amendment to Tai Lam Tunnel and Yuen Long Approach Road Ordinance (Cap. 474)

#### **Section 250**

Chapter: 474	Title:	TAI LAM TUNNEL AND YUEN LONG APPROACH ROAD ORDINANCE
Section: 8	Heading:	<b>Directors of the Company</b>

(2) The Governor shall have power, notwithstanding any provision of the Companies Ordinance ([\\_\\_\\_\\_\\_ 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 \(Cap 32\)](#) ~~or any other law, the memorandum or articles~~ of the Company or any other instrument, to appoint 2 directors to the board of directors of the Company.

## Part 107

### Amendment to Merchant Shipping (Seafarers) Ordinance (Cap. 478)

#### **Section 251**

Chapter: 478	Title:	MERCHANT SHIPPING (SEAFARERS) ORDINANCE
Section: 2	Heading:	<b>Interpretation</b>

“company” (公司) means a company incorporated under the Companies Ordinance ([\\_\\_\\_\\_\\_ 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 \(\\_\\_\\_\\_\\_ of 2011\)](#) ~~(Cap 32) or to which Part XI of that Ordinance applies;~~

## Part 108

### Amendment to Sex Discrimination Ordinance (Cap. 480)

#### **Section 252**

Chapter: 480	Title:	SEX DISCRIMINATION ORDINANCE
Schedule: 7	Heading:	<b>TRANSITIONAL PROVISIONS</b>

2. Until the 3rd anniversary of the day on which section 16 of this Ordinance comes into operation, section 16(2) of this Ordinance shall not apply to any organization of members of the teaching profession where on the enactment of this Ordinance-

- (a) the organization is an incorporated company with articles of association;
- (b) the articles of association restrict membership to persons of one sex (disregarding any minor exceptions); and
- (c) there exists another organization to which paragraphs (a) and (b) apply which is for persons of the opposite sex and has objects, as set out in the [articles memorandum](#) of association, which are substantially the same as those of the first-mentioned organization, subject only to differences consequential on the difference of sex.

## Part 109

### Amendments to Airport Authority Ordinance (Cap. 483)

#### ***Section 253***

Chapter: 483	Title: AIRPORT AUTHORITY ORDINANCE
Section: 2	Heading: <b>Interpretation</b>

“company” (公司) means a company within the meaning of the Companies Ordinance (       of 2011)~~(Cap 32)~~;

“subsidiary” (附屬公司) means a company which is ~~deemed to be a subsidiary of the Authority by virtue of section 2 of the Companies Ordinance (Cap 32)~~ 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)

#### ***Section 254***

Chapter: 485	Title: MANDATORY PROVIDENT FUND SCHEMES ORDINANCE
Section: 2	Heading: <b>Interpretation</b>

“company” (公司)-

(a) means-

- (i) a company within the meaning of the Companies Ordinance (       of 2011)~~(Cap 32)~~;
- or
- (ii) a non-Hong Kong company;

“non-Hong Kong company” (非香港公司) means a non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (       of 2011)~~company to which Part XI of the Companies Ordinance (Cap 32) applies;~~

“subsidiary” (附屬公司) has the meaning given by section 14 of the Companies Ordinance (       of 2011) for the purposes of that Ordinance~~assigned to it by section 2(4), (5) and (6) of the Companies Ordinance (Cap 32);-~~

#### ***Section 255***

Chapter: 485	Title: MANDATORY PROVIDENT FUND SCHEMES ORDINANCE
Section: 19H	Heading: <b>Part IIIA prevails over any instruments applicable to registered schemes</b>

(2) In this section—

“specified instrument” (指明文書) means—

- (a) any governing rules;
- (b) any participation agreement within the meaning of the Mandatory Provident Fund Schemes (General) Regulation (Cap 485 sub. leg. A); or
- (c) any articles within the meaning of the Companies Ordinance (       of 2011)~~, or memorandum, within the meaning of the Companies Ordinance (Cap 32).~~

### **Section 256**

Chapter:	485	Title:	MANDATORY PROVIDENT FUND SCHEMES ORDINANCE
Section:	42	Heading:	<b>Authority may disclose certain information despite section 41</b>

(1) Section 41 does not prevent the Authority from doing any of the following with respect to information obtained by it under this Ordinance-

(d) subject to subsection (2), disclose the information to the Chief Executive, the Financial Secretary, the Commissioner of Inland Revenue, the Registrar of Occupational Retirement Schemes, the Insurance Authority, the Monetary Authority, the Securities and Futures Commission, the Financial Reporting Council established by section 6(1) of the Financial Reporting Council Ordinance (Cap 588), the Official Receiver appointed under the Bankruptcy Ordinance (Cap 6) or a liquidator appointed under the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32), but only if the Authority reasonably believes that the disclosure-

- (i) is in the interests of the scheme members concerned; or
- (ii) is in the public interest; or
- (iii) is necessary to enable the exercise or performance of a function imposed or conferred by law;

### **Section 257**

Chapter:	485	Title:	MANDATORY PROVIDENT FUND SCHEMES ORDINANCE
Section:	47C	Heading:	<b>Service of summons</b>

Notwithstanding section 8 of the Magistrates Ordinance (Cap 227) and without limiting the generality of [section 791 or 815 of the Companies Ordinance \( of 2011\)](#) ~~section 338 or 356 of the Companies Ordinance (Cap 32)~~, a summons relating to an offence against this Ordinance that is alleged to have been committed by any employer may be served on the employer by leaving it at, or sending it by post to, any place at which the employer carries on business.

## **Part 111**

### **Amendments to Mandatory Provident Fund Schemes (General) Regulation (Cap. 485 sub. leg. A)**

### **Section 258**

Chapter:	485A	Title:	MANDATORY PROVIDENT FUND SCHEMES (GENERAL) REGULATION
Section:	10	Heading:	<b>What are assets held in Hong Kong for the purposes of this Regulation?</b>

Any of the following are assets held in Hong Kong for the purposes of this Regulation-

(g) shares of a company, wherever incorporated and whether or not a company [as defined by section 2\(1\) of the Companies Ordinance \( of 2011\)](#) ~~within the meaning of section 2 of the Companies Ordinance (Cap 32)~~ or a non-Hong Kong company, being shares that-

- (i) are transferable and registrable only in a register kept in Hong Kong; or
- (ii) are, in the ordinary course of business, transferable and registrable in a register kept in Hong Kong and their certificates (if any) are kept in Hong Kong;

### **Section 259**

Chapter:	485A	Title:	MANDATORY PROVIDENT FUND SCHEMES (GENERAL) REGULATION
Section:	17	Heading:	<b>Eligibility requirements for company incorporated outside Hong Kong</b>

- (1) If an applicant is a company incorporated outside Hong Kong-
- (a) the applicant must be a [non-Hong Kong company as defined by section 2\(1\) of the Companies Ordinance \( \\_\\_\\_\\_\\_ of 2011\)](#) ~~company to which Part XI of the Companies Ordinance (Cap 32) applies,~~ and whose name includes the word “trust” or “trustee” if the name is in English, or the words “信託” or “受託人” if the name is in Chinese; and

### **Section 260**

Chapter:	485A	Title:	MANDATORY PROVIDENT FUND SCHEMES (GENERAL) REGULATION
Section:	46	Heading:	<b>Independence of investment manager</b>

- (2) 如投資經理或其獲轉授人，與核准受託人或計劃資產的保管人或保管人的獲轉授人，均是一—
- (b) 某具規模財務機構的[控股公司控權公司](#)之下的附屬公司，

### **Section 261**

Chapter:	485A	Title:	MANDATORY PROVIDENT FUND SCHEMES (GENERAL) REGULATION
Section:	109	Heading:	<b>Approved trustee to lodge trustee's return with Authority</b>

- (7) If the trustee is or includes a company, the trustee must attach to the return the following documents-
- (a) if the trustee is not a non-Hong Kong company, ~~a copy of 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 those documents and a copy of the directors' report for that year, all of which must be prepared in accordance with Part IV of the Companies Ordinance (Cap 32);~~ [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)**

### **Section 262**

Chapter:	485B	Title:	MANDATORY PROVIDENT FUND SCHEMES (EXEMPTION) REGULATION
Section:	17	Heading:	<b>Effect of exemption certificate and mandatory conditions</b>

- (3) In this section, “specified document” (指明文件) means-
- (a) the governing rules of a relevant ORSO registered scheme;
- (b) any enactment other than the Ordinance;

- (c) any articles of association; or, or memorandum, within the meaning of the Companies Ordinance (Cap 32); or  
(d) any constitution or rules.

## **Part 113**

### **Amendments to Non-local Higher and Professional Education (Regulation) Ordinance (Cap. 493)**

#### **Section 263**

Chapter:	493	Title:	NON-LOCAL HIGHER AND PROFESSIONAL EDUCATION (REGULATION) ORDINANCE
Section:	38	Heading:	Notices

- (1) A notice required to be given under this Ordinance to a person shall be properly given if-
- (c) in case such person is a non-Hong Kong company as defined by section 2(1) of the Companies Ordinance ( of 2011) to which Part XI of the Companies Ordinance (Cap 32) applies, it is sent by post to the principal place of business of the company in Hong Kong;
- (3) In subsections (1)(b) and (d) and (2), “company” (公司) means a company within the meaning of the Companies Ordinance ( of 2011) ~~(Cap 32)~~.

## **Part 114**

### **Amendment to Environmental Impact Assessment Ordinance (Cap. 499)**

#### **Section 264**

章：	499	標題：	環境影響評估條例
附表：	1	條文標題：	釋義

- “相聯繫的人” (associated person) 就任何人而言，指—
- (m) 如該人是一個法團—
- (ii) 該法團的控股公司控權公司或該控權公司控股公司的附屬公司；

## **Part 115**

### **Amendments to The Hong Kong Institute of Housing Ordinance (Cap. 507)**

#### **Section 265**

Chapter:	507	Title:	THE HONG KONG INSTITUTE OF HOUSING ORDINANCE
Section:	6	Heading:	Vesting of property

On the commencement of this Ordinance, the Institute shall succeed to all property, rights, privileges, obligations and liabilities of the Hong Kong Institute of Housing, a company limited by guarantee incorporated under the Companies Ordinance (Cap 32) as in force at the time of the incorporation.

### **Section 266**

Chapter:	507	Title:	THE HONG KONG INSTITUTE OF HOUSING ORDINANCE
Section:	11	Heading:	<b>Particulars to be delivered to the Registrar of Companies</b>

(5) Any person may inspect any of the documents registered under this section upon payment of such fees as may be ~~prescribed under section 304 of the Companies Ordinance (Cap 32) of the inspection of a document under section 305 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.

(6) The Institute shall pay such fees for registering any document under this Ordinance as may be ~~specified in the Eighth Schedule to the Companies Ordinance (Cap 32) payable under the regulations made under section 25 of the Companies Ordinance (~~ of 2011) as if the Institute were a company not having a share capital.

## **Part 116**

### **Amendments to Estate Agents Ordinance (Cap. 511)**

### **Section 267**

Chapter:	511	Title:	ESTATE AGENTS ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance-

“company” (公司) means a company within the meaning of the Companies Ordinance (~~Cap 32~~)( of 2011) and in addition it includes any body corporate-

- (a) incorporated or otherwise established by or under any other Ordinance;
- (b) incorporated or otherwise established outside Hong Kong;

“group of companies” (公司集團) means a group of companies within the meaning of the Companies Ordinance (~~Cap 32~~)( of 2011);

### **Section 268**

Chapter:	511	Title:	ESTATE AGENTS ORDINANCE
Section:	14	Heading:	<b>Registered address</b>

(4) In the case of a company within the meaning of the Companies Ordinance (~~Cap 32~~)( of 2011), the registered office for the time being of the company shall be the registered address of the company for the purposes of subsection (1).

## **Part 117**

### **Amendment to Patents (General) Rules**

#### **(Cap. 514 sub. leg. C)**

### **Section 269**

Chapter:	514C	Title:	PATENTS (GENERAL) RULES
Section:	85	Heading:	<b>Agents</b>

(7) The Registrar may refuse to recognize as an agent in respect of any business under the Ordinance or these Rules—

- (c) a partnership or body corporate of which one of the partners or directors is a person whom



the Registrar could refuse to recognize as an agent under paragraph (a) or (b);  
(d) a person against whom a disqualification order has been made under section 168E, 168F, 168G, 168H, 168J or 168L of the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32);  
(e) a person against whom an order has been made under section 23(1)(a) or 24(1) of the repealed Securities (Insider Dealing) Ordinance (Cap 395); or

## **Part 118**

### **Amendment to Registered Designs Rules**

#### **(Cap. 522 sub. leg. A)**

#### **Section 270**

Chapter:	522A	Title:	REGISTERED DESIGNS RULES
Section:	67	Heading:	<b>Recognition of agents</b>

(6) The Registrar may refuse to recognize as an agent in respect of any business under the Ordinance or these Rules—

- (c) a partnership or body corporate of which one of the partners or directors is a person whom the Registrar could refuse to recognize as an agent under paragraph (a) or (b);
- (d) a person against whom a disqualification order has been made under section 168E, 168F, 168G, 168H, 168J or 168L of the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32);
- (e) a person against whom an order has been made under section 23(1)(a) or 24(1) of the repealed Securities (Insider Dealing) Ordinance (Cap 395); or

## **Part 119**

### **Amendments to Mutual Legal Assistance in Criminal Matters**

#### **Ordinance (Cap. 525)**

#### **Section 271**

Chapter:	525	Title:	MUTUAL LEGAL ASSISTANCE IN CRIMINAL MATTERS ORDINANCE
Schedule:	2	Heading:	<b>ENFORCEMENT, ETC. OF EXTERNAL CONFISCATION ORDERS</b>

#### **13. Winding up of company holding realisable property**

(3) Nothing in the Companies Ordinance (~~Cap 32~~) ([\\_\\_\\_\\_\\_ of 2011](#)) or the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance \(Cap. 32\)](#) shall be taken as restricting, or enabling the restriction of, the exercise of the powers conferred on the Court of First Instance by sections 7 to 10.  
< \* Note - Exp. X-Ref.: Sections 7, 8, 9, 10 \* >

(6) In this section-

“company” (公司) means any company which may be wound up under the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32);

#### **14. Insolvency officers dealing with property subject to restraint order**

(1) Without prejudice to the generality of any provision contained in the Bankruptcy Ordinance (Cap 6), the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32) or any other Ordinance, where-

- (a) any insolvency officer seizes or disposes of any property in relation to which his functions

are not exercisable because it is for the time being subject to a restraint order; and

(b) at the time of the seizure or disposal he believes, and has reasonable grounds for believing, that he is entitled (whether in pursuance of an order of a court or otherwise) to seize or dispose of that property,

he shall not be liable to any person in respect of any loss or damage resulting from the seizure or disposal except in so far as the loss or damage is caused by his negligence; and the insolvency officer shall have a lien on the property, or the proceeds of its sale, for such of his expenses as were incurred in connection with the liquidation, bankruptcy or other proceedings in relation to which the seizure or disposal purported to take place and for so much of his remuneration as may reasonably be assigned for his acting in connection with those proceedings.

(3) In this section “insolvency officer” (債務處理人) means-

(a) the Official Receiver; or

(b) any person acting as-

(i) a trustee (including provisional trustee), interim trustee or special manager appointed under the Bankruptcy Ordinance (Cap 6); or

(ii) a liquidator, provisional liquidator or special manager appointed under the [Companies Ordinance-Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32).

## Part 120 Amendment to Copyright Ordinance (Cap. 528)

### **Section 272**

Chapter:	528	Title:	COPYRIGHT ORDINANCE
Section:	145	Heading:	<b>Licensing schemes and licensing bodies</b>

(3) References in this Division to licences or licensing schemes covering works of more than one author do not include licences or schemes covering only-

(a) a single collective work or collective works of which the authors are the same; or

(b) works made or distributed by, or by employees of or commissioned by, a single individual, firm, company or group of companies,

and for this purpose a “group of companies” (公司集團) has the meaning assigned to it by section 2 of the Companies Ordinance (~~Cap 32~~) ([\\_\\_\\_\\_\\_ of 2011](#)).

## Part 121 Amendment to Merchant Shipping (Local Vessels) Ordinance (Cap. 548)

### **Section 273**

Chapter:	548	Title:	MERCHANT SHIPPING (LOCAL VESSELS) ORDINANCE
Section:	12	Heading:	<b>Ownership of local vessel</b>

(1) The owner of a local vessel shall be-

(a) an individual who holds a valid identity card and who is ordinarily resident in Hong Kong; or

(b) a company or ~~non-Hong Kong company within the meaning of the Companies Ordinance (Cap 32)~~ [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)

#### Section 274

Chapter:	548D	Title:	MERCHANT SHIPPING (LOCAL VESSELS) (CERTIFICATION AND LICENSING) REGULATION
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Regulation, unless the context otherwise requires—

“document of identification” (身分證明文件) means—

(a) in relation to an individual, the identity card issued to the individual under the Registration of Persons Ordinance (Cap 177);

~~(b) in relation to a company within the meaning of the Companies Ordinance (Cap 32), the certificate of incorporation issued under that Ordinance in respect of the incorporation of the company in Hong Kong; or~~

~~(c) in relation to a non-Hong Kong company within the meaning of the Companies Ordinance (Cap 32), the certificate of registration issued under that Ordinance in respect of the registration of the non-Hong Kong company under Part XI of that Ordinance; (30 of 2004 s. 3)~~

~~(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;~~

#### Section 275

Chapter:	548D	Title:	MERCHANT SHIPPING (LOCAL VESSELS) (CERTIFICATION AND LICENSING) REGULATION
Section:	24	Heading:	<b>Certificate of ownership and other documents ceasing to have effect on death or dissolution of owner, etc.</b>

The certificate of ownership of a local vessel, and a full licence, temporary licence or permission for a laid-up vessel for the vessel, shall cease to have effect—

(a) unless otherwise provided for in section 23 or 26 (including, in the case of section 23, that section as applied by section 29), on the death of the individual named as the owner of the vessel in the certificate of ownership;

~~(b) on the dissolution of the company or ~~non-Hong Kong company within the meaning of the Companies Ordinance (Cap 32)~~ registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (\_\_\_\_\_ of 2011) that is named as the owner of the vessel in the certificate of ownership; (30 of 2004 s. 3)~~

(c) on the person named as the owner of the vessel in the certificate of ownership ceasing to be a person referred to in section 12(1)(a) or (b) of the Ordinance; or

(d) on the vessel being despatched permanently from Hong Kong or being broken up or destroyed.

### **Section 276**

Chapter:	548D	Title:	MERCHANT SHIPPING (LOCAL VESSELS) (CERTIFICATION AND LICENSING) REGULATION
Section:	25	Heading:	<b>Notice of death or dissolution of owner, etc.</b>

(2) Where a company or ~~non-Hong Kong company within the meaning of the Companies Ordinance (Cap 32)~~ registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (\_\_\_\_\_ of 2011) named in the certificate of ownership as the owner of a local vessel has been dissolved, every person who, immediately before the dissolution, was a director of or an officer concerned in the management of the company shall, within 7 working days after the dissolution, notify the Director in writing of the fact. (30 of 2004 s. 3)

## **Part 123**

### **Amendment to Merchant Shipping (Local Vessels) (General) Regulation (Cap. 548 sub. leg. F)**

### **Section 277**

Chapter:	548F	Title:	MERCHANT SHIPPING (LOCAL VESSELS) (GENERAL) REGULATION
Section:	51	Heading:	<b>Notice of appointment of agent</b>

(5) In this section, “sufficient means of identification” (足以識別身分的資料) includes—

(a) in relation to an individual holding a valid identity card, the identity card; ~~(b) in relation to a company within the meaning of the Companies Ordinance (Cap 32), the certificate of incorporation issued under that Ordinance in respect of the incorporation of the company in Hong Kong; or~~

~~(c) in relation to an oversea company within the meaning of the Companies Ordinance (Cap 32), the certificate of registration issued under that Ordinance in respect of the company.~~

~~(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)**

### **Section 278**

Chapter:	548G	Title:	MERCHANT SHIPPING (LOCAL VESSELS) (SAFETY AND SURVEY) REGULATION
Section:	4	Heading:	<b>Appointment of agent</b>

(4) In this section, “document of identification” (身分證明文件) means—

(a) in relation to an individual who holds a valid identity card, the identity card; ~~(b) in relation to a company within the meaning of the Companies Ordinance (Cap 32), the certificate of incorporation issued under that Ordinance in respect of the company; or~~

~~(c) in relation to an oversea company within the meaning of the Companies Ordinance (Cap 32), the certificate of registration issued under that Ordinance in respect of the company.~~

(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)

#### **Section 279**

Chapter:	556	Title:	MASS TRANSIT RAILWAY ORDINANCE
		Heading:	<b>Long title</b>

An Ordinance to provide for-

(a) the granting of a franchise to the MTR Corporation Limited, a company incorporated under the Companies Ordinance (Cap 32) as in force at the time of the incorporation, to operate the Mass Transit Railway and to construct and operate any extension to the Mass Transit Railway;

#### **Section 280**

Chapter:	556	Title:	MASS TRANSIT RAILWAY ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the context requires otherwise-

“MTR Corporation Limited” (香港鐵路有限公司) means the entity of that name incorporated under the ~~Companies Ordinance (Cap 32)~~ relevant Ordinance;

*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)

#### **Section 281**

Chapter:	556	Title:	MASS TRANSIT RAILWAY ORDINANCE
Section:	8	Heading:	<b>Chief Executive may appoint additional directors</b>

(5) The Companies Ordinance (~~Cap 32~~) ( \_\_\_\_\_ of 2011), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) and any other law, and any document, shall be construed subject to this section.

#### **Section 282**

Chapter:	556	Title:	MASS TRANSIT RAILWAY ORDINANCE
Section:	36	Heading:	<b>Interpretation</b>

(3) In this Part, “Corporation” (地鐵公司) means the company-

(a) which, as at the appointed day, is incorporated ~~under the Companies Ordinance (Cap 32) and registered under that Ordinance by the name "MTR Corporation Limited" in English and "地鐵有限公司" in Chinese; and~~ and registered by the name “MTR Corporation Limited” in English and “地鐵有限公司” in Chinese, under the relevant Ordinance; and

(b) the Chinese name of which is changed to “香港鐵路有限公司” on the Merger Date under section 66(1).

### ***Section 283***

Chapter:	556	Title:	MASS TRANSIT RAILWAY ORDINANCE
Section:	42	Heading:	<b>Share capital</b>

Matters relating to Corporation as a company

(1) The Corporation shall, on the appointed day, issue shares to the Financial Secretary Incorporated which shall be held by the Financial Secretary Incorporated in trust on behalf of the Government.

(2) Shares issued in pursuance of this section-

(a) shall each be of a par value of an amount that the Financial Secretary directs and shall carry such rights as he determines;

(b) shall be issued at par as fully paid and shall be treated as if they had been paid up in cash as to the par value; and

(c) shall have an aggregate par value of not more than the aggregate par value of the issued shares of MTRC immediately before the appointed day.

~~(3) Section 43(1) of the Companies Ordinance (Cap 32) does not apply in relation to an allotment of shares pursuant to this section.~~

### ***Section 284***

Chapter:	556	Title:	MASS TRANSIT RAILWAY ORDINANCE
Section:	43	Heading:	<b><u>Accounts Financial statements</u></b>

(1) For the purpose of any ~~accounts prepared by the Corporation for the purposes of the Companies Ordinance (Cap 32)~~ financial statements prepared by the Corporation for the purposes of the Companies Ordinance ( \_\_\_\_\_ of 2011)-

(a) the Corporation shall be treated, on and from the appointed day, as if it were the continuation of MTRC;

(b) the value of any asset and the amount of any liability of MTRC vested in the Corporation by virtue of this Part is taken to be the value assigned to that asset or the amount assigned to that liability in the audited accounts of MTRC for the last complete financial year of MTRC; and

(c) the amount to be included in respect of any item is determined as if anything done by MTRC (whether by way of acquiring, revaluing or disposing of any asset or incurring, revaluing or discharging any liability, or by carrying any amount to any provision or reserve, or otherwise) had been done by the Corporation.

(4) For the purposes of the ~~accounts of the Corporation prepared for the purposes of the Companies Ordinance (Cap 32)~~ financial statements of the Corporation prepared for the purposes of the Companies Ordinance ( \_\_\_\_\_ of 2011), the vesting in the Corporation effected by virtue of this Part is taken-

(a) to have been effected immediately after the end of the last complete financial year of MTRC; and

(b) to have been a vesting of all the property, rights and liabilities to which MTRC was entitled or subject immediately before the end of the last complete financial year of MTRC.

~~(5) Section 122(1) of the Companies Ordinance (Cap 32) applies to and in relation to the Corporation as if reference in that subsection to the period since the incorporation of the company was a reference to the period beginning immediately after the last complete financial year of MTRC.~~

### ***Section 285***

Chapter:	556	Title:	MASS TRANSIT RAILWAY ORDINANCE
Section:	44	Heading:	<b>Distribution of dividend</b>

~~For the purpose of any distribution to which Part IIA of the Companies Ordinance (Cap 32) applies~~



~~and which 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 that Ordinance have effect as if—~~

~~(i) reference in those sections to the company's accounts is a reference to the accounts of MTRC; and  
(ii) reference in those sections to the company's last annual accounts or to the initial accounts of the company is 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 that Ordinance.~~

(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.

### **Section 286**

Chapter:	556	Title:	MASS TRANSIT RAILWAY ORDINANCE
Section:	59	Heading:	<b>Securities of Corporation as authorized investment</b>

(2) For the purposes of paragraph 2 of the Second Schedule to the Trustee Ordinance (Cap 29)-

(a) any debt security which was issued by, or the payment of principal and interest on which was guaranteed by, MTRC before the appointed day and which becomes vested in the Corporation by virtue of Part IX; or

(b) during any period for which the Government ~~beneficially owns more than half in nominal value of the issued share capital controls more than half of the voting power~~ of the Corporation, any debt security which is issued by, or the payment of principal and interest on which is guaranteed by, the Corporation,

is deemed to be a debt security which satisfies the requirements of that paragraph.

(3) In this section, “Corporation” (地鐵公司) means the company-

(a) which, as at the appointed day, is incorporated ~~—under the Companies Ordinance (Cap 32) and registered under that Ordinance by the name “MTR Corporation Limited” in English and “地鐵有限公司” in Chinese; and~~ and registered by the name “MTR Corporation Limited” in English and “地鐵有限公司” in Chinese, under the relevant Ordinance; and

(b) the Chinese name of which is changed to “香港鐵路有限公司” on the Merger Date under section 66(1).

### **Section 287**

Chapter:	556	Title:	MASS TRANSIT RAILWAY ORDINANCE
Section:	66	Heading:	<b>Change of Chinese name</b>

~~(5) Section 22 of the Companies Ordinance (Cap 32) does not apply in respect of the change of the~~

~~Chinese name of the Corporation under this section.~~

~~(5) The change of the Chinese name of the Corporation under subsection (1) has effect despite section 22(1) of the relevant Ordinance.~~

~~(6) Nothing in this section shall be construed to affect the operation of section 22 of the Companies Ordinance (Cap 32) sections 102, 103 and 104 of the Companies Ordinance ( of 2011) in respect of any subsequent change of name of the Corporation.~~

~~(7) In this section, “Registrar” (註冊處處長) means the Registrar of Companies appointed under section 303 of the Companies Ordinance (Cap 32) relevant Ordinance.~~

## Part 126

### Amendment to Mass Transit Railway (Transport Interchange) Bylaw (Cap. 556 sub. leg. D)

#### Section 288

Chapter:	556D	Title:	MASS TRANSIT RAILWAY (TRANSPORT INTERCHANGE) BYLAW
Section:	1	Heading:	<b>Interpretation</b>

(2) A reference in any signs, plates, markings or signals (including any road markings, prescribed road markings and prescribed traffic signs) or in any documents (including any notices and certificates) prescribed, erected, displayed, placed, made or given under this Bylaw to “地鐵有限公司” or “地鐵公司” is a reference to the company-

(a) which, as at the appointed day, is incorporated ~~under the Companies Ordinance (Cap 32) and registered under that Ordinance by the name "MTR Corporation Limited" in English and "地鐵有限公司" in Chinese; and, and registered by the name “MTR Corporation Limited” in English and “地鐵有限公司” in Chinese, under the relevant Ordinance; and~~

(b) the Chinese name of which is changed to “香港鐵路有限公司” on the Merger Date under section 66(1) of the Ordinance.

## Part 127

### Amendment to Trade Marks Rules (Cap. 559 sub. leg. A)

#### Section 289

Chapter:	559A	Title:	TRADE MARKS RULES
Rule:	104	Heading:	<b>Registrar may refuse to deal with certain agents (s. 88 of the Ordinance)</b>

The Registrar may refuse to recognize as an agent in respect of any business under the Ordinance or these Rules-

(d) a person against whom a disqualification order has been made under section 168E, 168F, 168G, 168H, 168J or 168L of the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32);

## Part 128

### Amendments to Broadcasting Ordinance (Cap. 562)

#### ***Section 290***

Chapter:	562	Title:	BROADCASTING ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the context otherwise requires-

“company” (公司) means the same as it does in the definition of “company” in section 2(1) of the Companies Ordinance ~~(Cap 32)~~ (       of 2011);

“subsidiary” (附屬公司) has the same meaning as in the Companies Ordinance ~~(Cap 32)~~ (       of 2011);

#### ***Section 291***

Chapter:	562	Title:	BROADCASTING ORDINANCE
Section:	8	Heading:	<b>To whom licence may be granted</b>

(4) Without prejudice to the operation of Schedules 1, 4, 5, 6 and 7, unless otherwise provided in this Ordinance, a licence shall not be granted to and held by a company unless-

(c) in the case of any licence, the company is empowered under its ~~memorandum and~~ articles of association to comply fully with the provisions of this Ordinance and its licence conditions (whether actual or proposed).

#### ***Section 292***

Chapter:	562	Title:	BROADCASTING ORDINANCE
Schedule:	1	Heading:	<b>DISQUALIFICATION FOR HOLDING DOMESTIC FREE OR PAY TELEVISION PROGRAMME SERVICE LICENCES AND RESTRICTION ON VOTING CONTROL OF VOTING CONTROLLERS</b>

### PART 1

#### INTERPRETATION AND APPLICATION

##### 1. Interpretation

(1) In this Schedule, unless the context otherwise requires-

“licensee's register” (持牌人登記冊), in relation to a particular licensee, means the register required to be kept under ~~section 95 of the Companies Ordinance (Cap 32)~~ section 617 of the Companies Ordinance (       of 2011);

(9) In subsection (8), “subsidiary” (附屬公司), in relation to a corporation, has the same meaning which a subsidiary has in relation to ~~a company under section 2(4) and (6) of the Companies Ordinance (Cap 32)~~ another body corporate under section 14 of the Companies Ordinance (       of 2011).

##### 15. Privilege relating to non-disclosure and confidentiality

(1) A person is not obliged to comply with the requirements of a notice under section 9 if he is for the time being exempted by the Financial Secretary by notice in the Gazette from the operation of section 329 of the Securities and Futures Ordinance (Cap 571).

~~(2) Where a corporation is required to give information under section 9 or 10, the corporation may take advantage of the benefit conferred by section 128(3) or 129(3) of the Companies Ordinance (Cap 32), but where as a consequence of taking such advantage, any information is not given by the corporation, the fact of such omission shall be disclosed by the corporation.~~

(3) Subject to subsection (4), nothing in this Part shall be construed as requiring the disclosure of information by an authorized institution within the meaning of the Banking Ordinance (Cap 155), or by a nominee of any such institution, acting as a banker or financial adviser in relation to the affairs of any of its customers.

#### 19. Restrictions on percentage of voting control of unqualified voting controllers

(1) Subject to subsection (2), notwithstanding anything contained in the ~~memorandum or~~ articles of association of a licensee or any provision of any law apart from this section, where any question or matter is to be determined by a poll at any general meeting of the licensee, the following shall apply-

(2) Notwithstanding anything contained in the ~~memorandum or~~ articles of association of the licensee, this section shall not apply-

#### 20. 2% to 10% control limits by unqualified voting controller subject to approval of Broadcasting Authority

(2) If an unqualified voting controller holds more than 10%, in the aggregate, of the total voting control of a licensee in contravention of subsection (1)(a), notwithstanding anything contained in the ~~memorandum or~~ articles of association of the licensee or any provision of the laws of Hong Kong apart from this section, he shall not exercise or cause or permit to be exercised, in relation to any question or matter arising at a general meeting of the licensee, voting rights exceeding, in the aggregate, 10% of the total voting control of the licensee.

#### 29. Privilege relating to non-disclosure and confidentiality

(1) A person is not obliged to comply with the requirements of a notice under section 23 if he is for the time being exempted by the Financial Secretary by notice in the Gazette from the operation of section 329 of the Securities and Futures Ordinance (Cap 571).

~~(2) Where a corporation is required to give information under section 23 or 24, the corporation may take advantage of the benefit conferred by section 128(3) or 129(3) of the Companies Ordinance (Cap 32), but where as a consequence of taking such advantage, any information is not given, the fact of such omission shall be disclosed by the corporation.~~

(3) Subject to subsection (4), nothing in this Part shall be construed as requiring the disclosure of information by an authorized institution within the meaning of the Banking Ordinance (Cap 155), or by a nominee of any such institution, acting as a banker or financial adviser in relation to the affairs of any of its customers

### ***Section 293***

Chapter:	562	Title:	BROADCASTING ORDINANCE
Schedule:	4	Heading:	<b>DOMESTIC FREE TELEVISION PROGRAMME SERVICE SUPPLEMENTARY PROVISIONS</b>

#### 7. Licensee to include certain statement in prospectus

A licensee shall ensure that a clear statement of the effect of section 8 of this Ordinance, of Schedule 1 and of sections 5 and 6 is made in any prospectus, within the meaning of the [Companies Ordinance](#) [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32), issued at any time in respect of the licensee.

## Part 129

### Amendments to Hong Kong Science and Technology Parks Corporation Ordinance (Cap. 565)

#### **Section 294**

Chapter:	565	Title:	HONG KONG SCIENCE AND TECHNOLOGY PARKS CORPORATION ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

“PHKSPCL” (臨時科學園公司) means the company incorporated ~~under the Companies Ordinance (Cap 32) and registered under that Ordinance by the name “Provisional Hong Kong Science Park Company Limited”;~~ and registered by the name “Provisional Hong Kong Science Park Company Limited”, under the relevant Ordinance;

*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);

#### **Section 295**

Chapter:	565	Title:	HONG KONG SCIENCE AND TECHNOLOGY PARKS CORPORATION ORDINANCE
Section:	8	Heading:	<b>Powers of Corporation</b>

(2) Without prejudice to the generality of subsection (1), the Corporation may-  
(q) establish any subsidiary company within the meaning of the Companies Ordinance (~~Cap 32~~) (\_\_\_\_\_ of 2011) the purposes of which are consistent with the purposes of the Corporation.

#### **Section 296**

Chapter:	565	Title:	HONG KONG SCIENCE AND TECHNOLOGY PARKS CORPORATION ORDINANCE
Section:	36	Heading:	<b>Dissolution of PHKSPCL</b>

(1) Notwithstanding any provisions in the memorandum and articles of association of PHKSPCL governing the winding up or dissolution of PHKSPCL and notwithstanding the provisions of any other Ordinance, PHKSPCL is deemed to be dissolved under section 291A(1) of the ~~Companies Ordinance (Cap 32)~~ *relevant Ordinance* as if, on the appointed day, the Court of First Instance had made an order under that section that PHKSPCL be struck off the register of companies and dissolved and, accordingly, the Registrar of Companies shall, on the appointed day, or so soon after that day as is possible, strike PHKSPCL off the register.

(2) For the purposes of subsection (1)-  
(a) ~~section 291A(2) of the Companies Ordinance (Cap 32)~~ section 753(1) of the Companies Ordinance (\_\_\_\_\_ of 2011) shall not apply; and  
(b) ~~section 291B of that Ordinance~~ section 745 of the Companies Ordinance (\_\_\_\_\_ of 2011) shall apply,  
to PHKSPCL.

**Part 130**  
**Amendment to Chief Executive Election Ordinance**  
**(Cap. 569)**

***Section 297***

Chapter:	569	Title:	CHIEF EXECUTIVE ELECTION ORDINANCE
Schedule:		Heading:	SCHEDULE

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PART 2

MEMBERSHIP OF ELECTION COMMITTEE

**2. How Election Committee is to be constituted**

TABLE 5

COMPOSITION OF SUBSECTORS REFERRED TO IN SECTION 2(5)(c)

(Subsectors without an equivalent functional constituency)

Item	Subsector	Constituents
8.	Social welfare	(4) Non-profit making companies registered under the Companies Ordinance ( <del>Cap 32</del> ) ( <u>_____ of 2011</u> ), or a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance ( <u>_____ of 2011</u> ), that have been operating with paid employees to provide service on a regular basis in accordance with the following aims for a period of 12 months immediately before making the application for registration as a voter—

**Part 131**  
**Amendments to Securities and Futures Ordinance (Cap. 571)**

***Section 298***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	18	Heading:	<b>Interpretation of Part III</b>

(4) In Division 3, a reference to the law of insolvency includes a reference to every provision made by or under-

- (a) the Bankruptcy Ordinance (Cap 6);
- (b) the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32); and
- (c) any other enactment which is concerned with or in any way related to the insolvency of a person.

***Section 299***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	25	Heading:	<b>Transfer and resumption of functions of Commission</b>

(2) This section applies to a function of the Commission under-

- (a) Part V;



- (b) section 145; ~~and~~  
 (c) ~~Parts II and XII of the Companies Ordinance (Cap 32)~~; (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).

### ***Section 300***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	46	Heading:	<b>Supplementary provisions as to default proceedings</b>

(3) Section 12, 14 or 20 to 20K of the Bankruptcy Ordinance (Cap 6) ~~and sections 166, 181, 183, 186 and 254 of the Companies Ordinance (Cap 32)~~, 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) do not prevent or interfere with any default proceedings.

### ***Section 301***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	48	Heading:	<b>Net sum payable on completion of default proceedings</b>

(2) Where a bankruptcy or winding-up order has been made, or a resolution for voluntary winding up has been passed, any net sum shall, notwithstanding any provision of section 34 or 35 of the Bankruptcy Ordinance (Cap 6) or section 264 ~~of the Companies Ordinance of the Companies (Winding Up and Miscellaneous Provisions) Ordinance~~ (Cap 32), be-

- (a) provable in the bankruptcy or winding up or (as the case may be) payable to the relevant office-holder; and
- (b) taken into account, where appropriate, under section 35 of the Bankruptcy Ordinance (Cap 6) or that section as applied in the case of a winding-up order under the Companies Ordinance Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32).

### ***Section 302***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	49	Heading:	<b>Disclaimer of property, rescission of contracts, etc.</b>

(1) Section 59 of the Bankruptcy Ordinance (Cap 6) and section 268 of the Companies Ordinance Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) do not apply in relation to-

- (a) a market contract;
- (b) a contract effected by a recognized clearing house for the purpose of realizing property provided as market collateral;
- (c) a market charge; or

(2) Section 42 of the Bankruptcy Ordinance (Cap 6) and section 182 of the Companies Ordinance Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) do not apply in relation to any act, matter or thing which has been done pursuant to-

- (a) a market contract;
- (b) a disposal of property pursuant to a market contract;
- (c) the provision of market collateral;

### ***Section 303***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	50	Heading:	<b>Adjustment of prior transactions</b>

(1) No order shall be made pursuant to-  
 (a) section 49 or 50 of the Bankruptcy Ordinance (Cap 6);

(b) section 266 of the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32); or

(c) section 60 of the Conveyancing and Property Ordinance (Cap 219),  
in relation to any matter to which this section applies.

### ***Section 304***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	51	Heading:	<b>Right of relevant office-holder to recover certain amounts arising from certain transactions</b>

(3) In this section-

“prescribed event” (訂明事件), in relation to a second participant or a second principal, means-

(a) grounds exist for a creditor to present a bankruptcy petition against the second participant or the second principal (as the case may be);

(b) the making of a statement in the specified form in respect of the second participant or the second principal (as the case may be) pursuant to section 228A(1) of the [Companies Ordinance](#) [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32);

(c) a meeting of creditors summoned in relation to the second participant or the second principal (as the case may be) pursuant to section 241 of the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32); or

(d) the presentation of a petition for the winding up of the second participant or the second principal (as the case may be) by a court;

as at the time the transaction was entered into.

### ***Section 305***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	56	Heading:	<b>Property deposited with recognized clearing house</b>

(3) This section does not operate to prejudice the operation of ~~section 100 of the Companies Ordinance (Cap 32)~~ [section 624 of the Companies Ordinance \( of 2011\)](#).

### ***Section 306***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	68	Heading:	<b>Transfer and resumption of function of the Commission</b>

(2) This section applies to a function of the Commission under-

(a) Part V;

(b) section 145; ~~and~~

~~(c) Parts II and XII of the Companies Ordinance (Cap 32);~~ (c) [Parts II and XII of the Companies \(Winding Up and Miscellaneous Provisions\) Ordinance \(Cap. 32\);](#) and

(d) [Part 5 of the Companies Ordinance \( of 2011\)](#).

### ***Section 307***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	77	Heading:	<b>Financial Secretary may appoint not more than 8 persons to board of directors of HKEC</b>

(5) In this section, “HKEC” (交易結算公司) means the company incorporated ~~under the Companies Ordinance (Cap 32) and registered under that Ordinance by the name Hong Kong Exchanges and Clearing Limited.~~ [and registered by the name Hong Kong Exchanges and Clearing Limited, under the relevant Ordinance.](#)

### **Section 308**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	88	Heading:	<b>Financial statements of a recognized investor compensation company</b>

(2) Without limiting the generality of subsection (1), the requirements under that subsection relating to the financial statements and other documents, and the auditor's report, referred to in that subsection include the requirements that-

- (a) the financial statements and other documents are to relate to such matters and contain such particulars as are prescribed by rules made under section 397 for the purposes of this section;
- (b) the auditor's report is to contain such particulars, including such statement of opinion, as are prescribed by the rules;
- (c) the financial statements and other documents, and the auditor's report, are to be prepared in accordance with such principles or bases as are prescribed by the rules; and
- (d) without limiting the generality of ~~section 129B of the Companies Ordinance (Cap 32)~~ [section 379 of the Companies Ordinance \( of 2011\)](#), the financial statements and other documents are to be signed by the chief executive officer of the recognized investor compensation company, by which they are prepared.

### **Section 309**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	94	Heading:	<b><a href="#">Application of Companies—Ordinance Companies Ordinance and Companies (Winding Up and Miscellaneous Provisions) Ordinance</a></b>

Where there is any inconsistency between this Part and the ~~Companies Ordinance Companies Ordinance ( of 2011)~~ [or the Companies \(Winding Up and Miscellaneous Provisions\) Ordinance \(Cap 32\)](#) in its application to a recognized exchange company, a recognized clearing house, a recognized exchange controller or a recognized investor compensation company, this Part prevails.

### **Section 310**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	103	Heading:	<b>Offence to issue advertisements, invitations or documents relating to investments in certain cases</b>

(2) Subsection (1) does not apply to the issue, or the possession for the purposes of issue, of any advertisement, invitation or document-

- (ga) to the extent that the advertisement, invitation or document relates to an offer falling within paragraph (b)(ii) of the definition of "prospectus" in section 2(1) of the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance \(Cap 32\)](#);

(3) Subsection (1) does not apply to the issue, or the possession for the purposes of issue-

- (a) of-
  - (i) a prospectus which complies with or is exempt from compliance with Part II of the ~~Companies Ordinance Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32)~~;
  - (ii) in the case of a corporation incorporated outside Hong Kong, a prospectus which complies with or is exempt from compliance with Part XII of that Ordinance;
  - (iii) a publication falling within section 38B(2) of ~~the Companies Ordinance (Cap 32)~~ [that Ordinance](#);
- (b) of a document relating to the securities of a body corporate incorporated in Hong Kong that is not a registered company, being a document which-

- (i) would, if the body corporate were a registered company, be a prospectus to which section 38 of the [Companies Ordinance–Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32) applies, or would apply if not excluded by section 38(5)(b) or 38A of that Ordinance; and
- (ii) contains all the matters which, by virtue of Part XII of that Ordinance, it would be required to contain if the body corporate were a corporation incorporated outside Hong Kong and the document were a prospectus issued by that corporation;
- (c) of a form of application for the shares or debentures of a corporation, where it is issued, or the possession is for the purposes of issue, together with-
  - (i) a prospectus with respect to those shares or debentures which complies with or is exempt from compliance with Part II of the [Companies Ordinance–Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32) or, in the case of a corporation incorporated outside Hong Kong, complies with or is exempt from compliance with Part XII of that Ordinance; or
  - (ii) in the case of a body corporate incorporated in Hong Kong that is not a registered company, a document containing all the matters which, by virtue of Part XII of that Ordinance, it would be required to contain if the body corporate were a corporation incorporated outside Hong Kong and the document were a prospectus issued by that corporation with respect to those shares or debentures;

(12) In this section-

“registered company” (註冊公司) means a company registered under the Companies Ordinance (~~Cap 32~~)([\\_\\_\\_\\_\\_ of 2011](#)) or the relevant Ordinance;

### **Section 311**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	108	Heading:	<b>Civil liability for inducing others to invest money in certain cases</b>

(4) This section does not confer a right of action in any case to which section 40 of the [Companies Ordinance–Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32) (whether with or without reference to section 342E of that Ordinance) applies.

### **Section 312**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	116	Heading:	<b>Corporations to be licensed for carrying on regulated activities</b>

(2) The Commission shall refuse to grant a licence to carry on a regulated activity under subsection (1) unless-

(a) the applicant is-

(i) a company;

~~(ii) a non-Hong Kong company which has complied with the provisions of Part XI of the Companies Ordinance (Cap 32) for the registration of documents; or (ii) a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (\_\_\_\_\_ of 2011); or~~

(iii) a corporation (other than a company or a non-Hong Kong company)-

(A) which carries on a business principally outside Hong Kong in an activity which, if carried on in Hong Kong, would constitute the regulated activity;

(B) to which section 114(1) would not apply but for the provisions of section 115(1)(i) and (ii); and

(C) to which ~~Part XI of the Companies Ordinance (Cap 32)~~[Part 16 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#) would apply if it established a place of business in Hong Kong;

### ***Section 313***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	153	Heading:	<b>Auditor to be appointed by licensed corporations and associated entities of intermediaries</b>

(4) A person-

(a) is not eligible for appointment as an auditor under subsection (1) or (2)-

(i) if he is an officer or employee of the licensed corporation or the associated entity the accounts of which are to be audited, or is in the employment of such an officer or employee; or

(ii) if he belongs to a class of persons prescribed by rules made under section 397 for the purposes of this subsection;

(b) is, subject to paragraph (a), eligible for appointment as an auditor under subsection (1) or (2), notwithstanding that he is, apart from that appointment, already an auditor appointed by the licensed corporation or the associated entity the accounts of which are to be audited, whether for the purposes of the Companies Ordinance (~~Cap 32~~) (        of 2011) or otherwise.

(7) Nothing in this section prejudices the operation of any other requirements relating to the appointment of an auditor, whether under the Companies Ordinance (~~Cap 32~~) (        of 2011) or otherwise.

### ***Section 314***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	155	Heading:	<b>Notification of end of financial year by licensed corporations and associated entities of intermediaries, etc.</b>

(5) Nothing in this section prejudices the operation of ~~section 122 of the Companies Ordinance (Cap 32)~~ section 420 of the Companies Ordinance (        of 2011).

### ***Section 315***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	156	Heading:	<b>Audited accounts, etc. to be submitted by licensed corporations and associated entities of intermediaries</b>

(3) Without limiting the generality of subsection (1) or (2), the requirements under such subsection relating to the financial statements and other documents, and the auditor's report, referred to in such subsection include the requirements that-

(a) the financial statements and other documents are to relate to such matters and contain such particulars as are prescribed by rules made under section 397 for the purposes of this section;

(b) the auditor's report is to contain such particulars, including such statement of opinion, as are prescribed by the rules;

(c) the financial statements and other documents, and the auditor's report, are to be prepared in accordance with such principles or bases as are prescribed by the rules; and

(d) without limiting the generality of ~~section 129B of the Companies Ordinance (Cap 32)~~ section 379 of the Companies Ordinance (        of 2011), the financial statements and other documents are to be signed by such person as is prescribed by the rules.

### **Section 316**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	175	Heading:	<b>Requirements for offers by intermediaries or representatives for Type 1, Type 4 or Type 6 regulated activity</b>

(5) This section does not apply to-

- (a) an offer regulated by, and made in accordance with, the requirements of-
  - (i) the rules made under section 23 or 36 governing the listing of securities;
  - (ii) the code published under section 399(2)(a); or
  - (iii) Part II of the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32) or, in the case of a corporation incorporated outside Hong Kong, Part XII of that Ordinance;
- (aa) an offer-
  - (i) specified in Part 1 of the Seventeenth Schedule to the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32) as read with the other Parts of that Schedule; and
  - (ii) specified by the Commission, by notice published in the Gazette, as an offer to which this section does not apply;

### **Section 317**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	181	Heading:	<b>Information relating to transactions</b>

(1) An authorized person may, for the purpose of enabling or assisting the Commission to perform a function under any of the relevant provisions, require-

- (a) a person registered as the holder of securities in a register of members kept under the Companies Ordinance ~~(Cap 32)~~ [\( of 2011\)](#);

### **Section 318**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	193	Heading:	<b>Interpretation of Part IX</b>

(1) In this Part, unless the context otherwise requires-

["Companies Register" \(公司登記冊\)](#) has the meaning given by section 2(1) of the [Companies Ordinance \( of 2011\)](#);

"misconduct" (失當行爲) means-

- (a) a contravention of any of the relevant provisions;
- (b) a contravention of any of the terms and conditions of any licence or registration under this Ordinance;
- (c) a contravention of any other condition imposed under or pursuant to any provision of this Ordinance, or of any condition attached or amended under section 71C(2)(b) or (9) or 71E(3) of the Banking Ordinance (Cap 155); or
- (d) an act or omission relating to the carrying on of any regulated activity for which a person is licensed or registered which, in the opinion of the Commission, is or is likely to be prejudicial to the interest of the investing public or to the public interest,

and "guilty of misconduct" (犯失當行爲) shall be construed ~~aeordingly;~~ [accordingly](#).

~~"register of companies" (公司登記冊) means the register within the meaning of section 291 of the Companies Ordinance (Cap 32) or a register of non-Hong Kong companies kept under section 333AA of that Ordinance.~~



### ***Section 319***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	195	Heading:	<b>Other circumstances for disciplinary actions in respect of licensed persons, etc.</b>

- (3) A licence shall be deemed to be revoked if-
- (a) where the licensed person is an individual, the licensed person dies; or
  - (b) where the licensed person is a corporation, the licensed person is wound up, struck off the ~~register of companies~~ [Companies Register](#) or is otherwise dissolved.

### ***Section 320***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	197	Heading:	<b>Other circumstances for disciplinary action in respect of registered institutions, etc.</b>

- (3) The registration of a registered institution shall be deemed to be revoked if-
- (a) the registered institution ceases to be an authorized financial institution; or
  - (b) the registered institution is wound up, struck off the ~~register of companies~~ [Companies Register](#) or is otherwise dissolved.

### ***Section 321***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	212	Heading:	<b>Winding-up orders and bankruptcy orders</b>

- (1) If-
- (a) a corporation, other than an authorized financial institution, is of a class of corporations which the Court of First Instance has jurisdiction to wind up under the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32); and
  - (b) it appears to the Commission that it is desirable in the public interest that the corporation should be wound up,

the Commission may present a petition for the corporation to be wound up under that Ordinance on the ground that it is just and equitable that the corporation should be so wound up, and that Ordinance shall apply to such petition as it applies in relation to a petition presented under that Ordinance.

### ***Section 322***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	214	Heading:	<b>Remedies in cases of unfair prejudice, etc. to interests of members of listed corporations, etc.</b>

- (5) Where an order under this section makes an alteration in or addition to the constitution of a company, notwithstanding any other provisions of the ~~Companies Ordinance (Cap 32)~~ [Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#) or the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance \(Cap. 32\)](#) but subject to the provisions of the order, the company shall not have the power, without the leave of the Court of First Instance, to make any further alteration in or addition to the constitution inconsistent with the order.

- (6) Where any alteration in or addition to the constitution of a company is made by an order under this section, the alteration or addition (as the case may be) has the same effect as if duly made by a resolution of the company, and the ~~Companies Ordinance (Cap 32) applies~~ [Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#) and the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance \(Cap. 32\)](#) apply to the constitution as altered or added to accordingly.

### **Section 323**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	247	Heading:	<b>Connected with a corporation (insider dealing)</b>

(3) In subsection (1), notwithstanding any other provisions of this Ordinance, “substantial shareholder” (大股東), in relation to a corporation, means a person who has an interest in ~~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~~ 5% or more of the total number of shares comprised in the relevant share capital of the corporation.

### **Section 324**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	287	Heading:	<b>Connected with a corporation (insider dealing offence)</b>

(3) In subsection (1), notwithstanding any other provisions of this Ordinance, “substantial shareholder” (大股東), in relation to a corporation, means a person who has an interest in ~~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~~ 5% or more of the total number of shares comprised in the relevant share capital of the corporation.

### **Section 325**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	308	Heading:	<b>Interpretation of Part XV</b>

(1) 在本部中，除文意另有所指外—

“相聯法團”(associated corporation) 就任何上市法團而言，指符合以下說明的另一法團—

- (a) 該另一法團是該上市法團的附屬公司或**控股公司控權公司**，或是該上市法團的**控股公司控權公司**的附屬公司；或
- (b) 該另一法團並非該上市法團的附屬公司，但該上市法團擁有該另一法團股本中某類別股份的權益，而該等股份的面值超逾該類別股份的已發行股份面值的五分之一；

### **Section 326**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	313	Heading:	<b>Circumstances in which duty of disclosure arises</b>

(10) 在第(11)款的規限下，如在第(1)或(4)款指明的情況下本應有披露責任的合資格法團的**控股公司控權公司**(如該法團的**控股公司控權公司**是另一**控股公司控權公司**的合資格法團，則指該另一**控股公司控權公司**)符合以下說明，則該法團不負有該責任—

- (a) 在有關時間根據第 316(2)條被視為—
  - (i) 擁有在該合資格法團擁有權益的股份中的權益；及
  - (ii) 持有在該合資格法團持有淡倉的股份的淡倉；及
- (b) 據此履行披露責任。

(11) 如某法團不再是其**控股公司控權公司**的合資格法團，而在該情況下，該**控股公司控權公司**根據第 316(6)條被視為不再擁有股份的權益或不再持有股份的淡倉，該法團須視為已取得該權益或持有該淡倉(視屬何情況而定)。

(12) 在第(10)、(11)及(13)款中，“合資格法團”(qualified corporation) 就**控股公司**而言，指該**控股公司控權公司**(不論該**控股公司控權公司**本身是否另一**控股公司控權公司**的全資附屬公司)的

全資附屬公司。

(13) 在第(1)(d)款中，提述任何人擁有的權益的性質有不相同之處，包括提述——但不包括提述以下改變——

(v) (在該人是[控股公司控權公司](#)的情況下)因為該人的一個合資格法團自該人的另一個合資格法團處取得該等股份的權益而導致的該人擁有的該等股份權益的性質的改變。

### ***Section 327***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	327	Heading:	<b>Duty to publish and notify Monetary Authority of information given under Division 4</b>

(2) 如任何上市法團是認可財務機構或該機構的[控股公司控權公司](#)，則每當該法團接獲任何人根據本分部任何條文提供的資料後，該法團有責任向金融管理專員具報該資料。

### ***Section 328***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	330	Heading:	<b>Duty to notify relevant exchange company, Commission and Monetary Authority of information given under section 329</b>

(3) 如任何上市法團是認可財務機構或是該機構的[控股公司控權公司](#)，而它根據第 329 條施加一項要求並依據該項要求接獲任何資料，則除第(1)款施加的責任外，它亦有責任向金融管理專員具報該等資料。

### ***Section 329***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	332	Heading:	<b>Listed corporation to report to members</b>

~~(5) A report prepared under this section shall not include any information with respect to a corporation entitled to avail itself of the benefit conferred by section 128(3) or 129(3) of the Companies Ordinance (Cap 32); but where any such information is omitted, that fact shall be stated in the report.~~

### ***Section 330***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	333	Heading:	<b>Duty to deliver report prepared under section 332 to relevant exchange company, Commission and Monetary Authority</b>

(3) 如任何上市法團是認可財務機構或是該機構的[控股公司控權公司](#)，而它根據第 332 條擬備報告，則除第(1)款施加的責任外，它亦有責任將該報告的文本送交金融管理專員。

### ***Section 331***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	336	Heading:	<b>Register of interests in shares and short positions</b>

(9) Subject to section 283 of the ~~Companies Ordinance~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32), if the corporation ceases to be a listed corporation, it shall continue to keep the register and any index until the end of the period of 6 years beginning with the day next following that on which it ceases to be a listed corporation.

- (10) The register and any index-
- (a) shall be kept-
    - (i) if the corporation's register of members is kept at its registered office, at the corporation's registered office;
    - (ii) if the corporation's register of members is not so kept, at the corporation's registered office or the place where the register of members is kept; or
    - (iii) if the corporation does not have a registered office in Hong Kong, at the corporation's principal place of business in Hong Kong; and
  - (b) shall, for the purposes of Divisions 2 to 5 and for the purposes of-
    - (i) enabling members of the public to ascertain-
      - (A) the identities and the particulars of persons who are or were the true owners of, or have or had any interest or short position in, shares comprised in the relevant share capital of the listed corporation;
      - (B) the nature and the particulars of the interest or short position; and
      - (C) the capacity in which a person holds or held the interest or short position; and
    - (ii) providing the investing public with information to enable them to make informed investment decisions,
- be made available, ~~subject to subsection (11)~~, for inspection in accordance with section 340.

~~(11) Neither the register nor any index shall be made available for inspection in accordance with section 340 in so far as it contains information with respect to a corporation for the time being entitled to avail itself of the benefit conferred by section 128(3) or 129(3) of the Companies Ordinance (Cap 32).~~

(15) For the purposes of this section, a reference to books and papers in section 283 of the [Companies Ordinance-Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32) shall be construed as including a reference to the register and index required to be kept by a corporation under this section.

### ***Section 332***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	341	Heading:	<b>Duty of disclosure by director and chief executive</b>

(4) Nothing in this section operates so as to impose a duty with respect to shares in a corporation which is the wholly owned subsidiary of another corporation ~~for the purposes of section 124 of the Companies Ordinance (Cap 32)~~.

### ***Section 333***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	350	Heading:	<b>Duty to publish and notify Monetary Authority of information given under Division 9</b>

(2) 如任何上市法團是認可財務機構或該機構的[控股公司控權公司](#)，則每當該法團接獲董事或最高行政人員根據本分部任何條文提供的資料後，該法團有責任向金融管理專員具報該資料。

### ***Section 334***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	352	Heading:	<b>Register of directors' and chief executives' interests and short positions</b>

(10) Subject to section 283 of the [Companies Ordinance-Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32), if the corporation ceases to be a listed corporation, it shall continue to keep the register and any index until the end of the period of 6 years beginning with the day next

following that on which it ceases to be a listed corporation.

(11) The register and any index-

(a) shall be kept at the place where the corporation's register of interests in shares and short positions is kept; and

(b) shall, for the purposes of Divisions 7 to 9 and for the purposes of-

(i) enabling members of the public to ascertain-

(A) the identities and the particulars of directors and chief executives (as well as their spouses and minor children) who have or had any interest or short position in shares in, or any interest in debentures of, the listed corporation or any associated corporation of the listed corporation;

(B) the nature and the particulars of the interest or short position; and

(C) the capacity in which a person holds or held the interest or short position; and

(ii) providing the investing public with information to enable them to make informed investment decisions,

be made available, ~~subject to subsection (12)~~, for inspection in accordance with section 355.

~~(12) Neither the register nor any index shall be made available for inspection in accordance with section 355 in so far as it contains information with respect to a corporation for the time being entitled to avail itself of the benefit conferred by section 128(3) or 129(3) of the Companies Ordinance (Cap 32).~~

(17) For the purposes of this section, a reference to books and papers in section 283 of the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) shall be construed as including a reference to the register and index required to be kept by a corporation under this section.

### **Section 335**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	356	Heading:	<b>Power to investigate ownership of listed corporation</b>

(3) If application for an investigation under this section with respect to particular shares in or debentures of a listed corporation, or particular equity derivatives the underlying shares of which are shares in a listed corporation, is made to the Financial Secretary by members of the listed corporation, and the number of applicants or the number of shares held by them is not less than the number required for an application for the appointment of inspectors under ~~section 142(1) of the Companies Ordinance (Cap 32)~~ section 828(2) of the Companies Ordinance (\_\_\_\_\_ of 2011)-

(a) the Financial Secretary may appoint an inspector to conduct the investigation if he is satisfied that there are reasonable grounds for conducting the investigation; and

(b) the Financial Secretary shall not, on appointing an inspector, exclude from the scope of the investigation any matter which the application seeks to have included, except in so far as the Financial Secretary is satisfied that it is unreasonable for that matter to be investigated.

### **Section 336**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	366	Heading:	<b>Power of Court of First Instance to impose restrictions on shares, etc. in case of failure to provide information required by listed corporation</b>

(3) An order under subsection (1) or (2) (as the case may be) may be made notwithstanding any power contained in the applicant corporation's ~~memorandum or articles constitution~~ enabling the listed corporation itself to impose similar restrictions on the shares or equity derivatives in question.



### **Section 337**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	367	Heading:	<b>Power of Financial Secretary to impose restrictions on shares, etc. in case of conviction of offences for non-compliance of notification requirements</b>

(3) An order under subsection (1) or (2) (as the case may be) may be made notwithstanding any power contained in a corporation's ~~memorandum or articles constitution~~ enabling the corporation itself to impose similar restrictions on the shares or equity derivatives in question.

### **Section 338**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	378	Heading:	<b>Preservation of secrecy, etc.</b>

(3) Notwithstanding subsection (1), the Commission may disclose information-

- (a) in the form of a summary compiled from any information in the possession of the Commission, including information provided by persons under any of the relevant provisions, if the summary is so compiled as to prevent particulars relating to the business or identity, or the trading particulars, of any person from being ascertained from it;
- (b) to a person who is a liquidator appointed under the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32);

### **Section 339**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	379	Heading:	<b>Avoidance of conflict of interests</b>

(2) Subsection (1) does not apply to any transaction which a holder of securities or a structured product effects or causes to be effected by reference to any of his rights as such holder-

- (b) to participate in a scheme of arrangement sanctioned by the Court of First Instance under the Companies Ordinance ~~(Cap 32)~~ ( \_\_\_\_\_ of 2011) or the relevant Ordinance;

### **Section 340**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	381	Heading:	<b>Immunity in respect of communication with Commission by auditors of listed corporations, etc.</b>

(5) In this section-

“auditor” (核數師), in relation to a corporation, means-

- (a) a person appointed to be an auditor of the corporation for the purposes of any Ordinance, or otherwise for the purposes of auditing the accounts of the corporation (irrespective of whether such person is qualified for the appointment under the Professional Accountants Ordinance (Cap 50) or is otherwise qualified for the appointment); or
- (b) a person appointed to be an auditor of the corporation for the purposes of any enactment of a place outside Hong Kong which imposes on such person responsibilities comparable to those imposed on an auditor by the Companies Ordinance ~~(Cap 32)~~ ( \_\_\_\_\_ of 2011).

### **Section 341**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	391	Heading:	<b>Civil liability for false or misleading public communications concerning securities and futures contracts</b>

(9) This section does not confer a right of action in any case to which section 40 of the ~~Companies~~



~~Ordinance—Companies (Winding Up and Miscellaneous Provisions) Ordinance~~ (Cap 32) (whether with or without reference to section 342E of that Ordinance) or section 108 applies.

### **Section 342**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	395	Heading:	<b>Rules by Chief Executive in Council for payment of fees</b>

- (1) The Chief Executive in Council may, after consultation with the Commission, make rules to-
- (a) require and provide for the payment to the Commission of, and prescribe, fees-
    - (i) for an application to the Commission under or pursuant to any of the relevant provisions;
    - (ii) for anything done by the Commission or a committee established under section 8 in the performance of a function relating to takeovers and mergers or to share ~~repurchases~~buy-backs;
    - (iii) for anything done by the Commission or a committee established under section 8 or the Monetary Authority in the performance of a function under any of the relevant provisions (other than the function referred to in subparagraph (ii));

### **Section 343**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	399	Heading:	<b>Codes or guidelines by Commission</b>

- (2) Without limiting the generality of subsection (1), the Commission may publish under that subsection-
- (a) a code to provide for matters concerning takeovers and mergers and matters incidental thereto;
  - (b) a code to provide for matters concerning share ~~repurchases~~buy-backs and matters incidental thereto.

### **Section 344**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	400	Heading:	<b>Service of notices, etc.</b>

(1) Subject to sections 111, 141 and 374 and any rules made under section 233 or 269, any written notice or direction or other document (however described) to be, or required to be, issued or served (however described) to or on any person, other than the Commission, for the purposes of this Ordinance shall for all purposes be regarded as duly issued or served if-

- (b) in the case of a company, it is-
  - (i) delivered to any officer of the company by hand;
  - (ii) left at, or sent by post to, the ~~registered office of the company within the meaning of the Companies Ordinance (Cap 32)~~ company's registered office in Hong Kong;
  - (iii) sent by facsimile transmission to its last known facsimile number; or
  - (iv) sent by electronic mail transmission to its last known electronic mail address;
- (c) in the case of a ~~non-Hong Kong company~~ registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (\_\_\_\_\_ of 2011), it is-
  - (i) delivered by hand to, 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 of the Companies Ordinance (Cap 32) at his address delivered to the Registrar of Companies under that Ordinance; the authorized representative at the representative's address as shown in the Companies Register~~;
  - (ii) sent by facsimile transmission to the last known facsimile number of the person; or
  - (iii) sent by electronic mail transmission to the last known electronic mail address of the person;
- (e) in the case of a body corporate (other than a company ~~or a non-Hong Kong company~~, a

registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (\_\_\_\_\_ of 2011) or the Commission) or an unincorporated body (other than a partnership), or a tribunal, it is-

- (i) delivered to any officer of the body or the tribunal (as the case may be) by hand;
- (ii) left at, or sent by post to, the last known principal place of business of the body or the tribunal (as the case may be);
- (iii) in the case of the body, sent by facsimile transmission to the last known facsimile number of the body; or
- (iv) in the case of the body, sent by electronic mail transmission to the last known electronic mail address of the body.

(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).

### **Section 345**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Section:	407	Heading:	<b>Savings, transitional, consequential and related provisions, etc.</b>

(2) Part 2 of Schedule 10 provides for the consequential and supplemental amendments that apply on, or relate to, the commencement of this Ordinance or any part thereof, and the enactments specified in column 2 of that Part are amended in the manner set out in column 3 of that Part.

(3) Part 3 of Schedule 10 provides for the savings and transitional arrangements that apply on, or relate to, the commencement\* of the Securities and Futures and Companies Legislation (Structured Products Amendment) Ordinance 2011 (8 of 2011).

(4)...*(to be added subject to the enactment of the Futures and Securities (Amendment) Bill 2011 now being scrutinised by a LegCo Bills Committee.)*

(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).

### **Section 346**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Schedule:	1	Heading:	<b>INTERPRETATION AND GENERAL PROVISIONS</b>

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## PART 1

### INTERPRETATION

#### 1. Interpretation of this Ordinance

In this Ordinance, unless otherwise defined or excluded or the context otherwise requires-

“associated entity” (有聯繫實體), in relation to an intermediary, means a company, or a ~~non-Hong Kong company complying with the provisions of Part XI of the Companies Ordinance (Cap 32) relating to the registration of documents~~ registered non-Hong Kong company as defined by section

2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011), which-

- (a) is in a controlling entity relationship with the intermediary; and
- (b) receives or holds in Hong Kong client assets of the intermediary;

~~"articles" (章程細則), in relation to a company, means its articles as defined in section 2(1) of the Companies Ordinance (Cap 32);~~

~~"company" (公司) means a company as defined in section 2(1) of the Companies Ordinance (Cap 32) ( \_\_\_\_\_ of 2011);~~

~~"constitution" (章程), in relation to a corporation, including a recognized exchange company, recognized clearing house, recognized exchange controller or recognized investor compensation company, means-~~

- (a) where the corporation is a company, the ~~memorandum and articles~~ articles of association of the corporation; or
- (b) in any other case, any other instrument providing for the constitution of the corporation;

~~"Futures Exchange Company" (期交所) means the company incorporated under the Companies Ordinance (Cap 32) and registered under that Ordinance by the name Hong Kong Futures Exchange Limited; , and registered by the name Hong Kong Futures Exchange Limited, under the relevant Ordinance;~~

~~"公司集團"(group of companies) 指 2 個或多於 2 個的法團，而其中 1 個是其餘法團的控股公司 控權公司；~~

~~"專業投資者" (professional investor) 指—~~

~~(i) (除為施行本條例附表 5 外)符合以下說明的法團—~~

~~(i) 屬下述者的全資附屬公司—~~

~~(A) 中介人，或經營提供投資服務的業務並受香港以外地方的法律規管的其他人；或~~

~~(B) 認可財務機構，或並非認可財務機構但受香港以外地方的法律規管的銀行；~~

~~(ii) 屬持有下述者的所有已發行股本的控股公司控權公司—~~

~~(A) 中介人，或經營提供投資服務的業務並受香港以外地方的法律規管的其他人；或~~

~~(B) 認可財務機構，或並非認可財務機構但受香港以外地方的法律規管的銀行；或~~

~~(iii) 屬第(ii)節提述的控股公司控權公司的任何其他全資附屬公司；或~~

~~"holding company" (控股公司), in relation to a corporation, means any other corporation of which it is a subsidiary;holding company (控權公司) means, in relation to a corporation, any other corporation of which it is a subsidiary;~~

~~"memorandum" (章程大綱), in relation to a company, means its memorandum as defined in section 2(1) of the Companies Ordinance (Cap 32);~~

~~"non-Hong Kong company" (非香港公司) has the meaning assigned to it by section 332 of the Companies Ordinance (Cap 32) given by section 2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011);~~

~~"prospectus" (招股章程) means prospectus as defined in section 2(1) of the Companies Ordinance Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32);~~

“Registrar of Companies” (公司註冊處處長) means the Registrar of Companies appointed under ~~section 303 of the Companies Ordinance (Cap 32)~~ section 20(1) of the Companies Ordinance (\_\_\_\_\_ of 2011);

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);

“relevant provisions” (有關條文) means the provisions of-

- (a) this Ordinance;
- (b) ~~Parts II and XII of the Companies Ordinance (Cap 32), so far as those Parts relate, directly or indirectly, to the performance of functions relating to—~~ 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;
  - ~~(i) prospectuses;~~
  - ~~(ii) the purchase by a corporation of its own shares;~~
  - ~~(iii) 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;~~
- (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;
- (c) ~~Parts II and XII of the Companies Ordinance—~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32), for the purposes only of section 213 of this Ordinance, and so far as those Parts relate, directly or indirectly, to an advertisement mentioned in section 38B(1) of that Ordinance;

“securities” (證券) means-  
but does not include-

- (i) ~~shares or debentures of a company that is a private company within the meaning of~~ section 29 of the Companies Ordinance (Cap 32) section 10 of the Companies Ordinance (\_\_\_\_\_ of 2011);

“Stock Exchange Company” (聯交所) means the company incorporated ~~under the Companies Ordinance (Cap 32) and registered under that Ordinance by the name The Stock Exchange of Hong Kong Limited, and registered by the name The Stock Exchange of Hong Kong Limited, under the relevant Ordinance;~~

### 3. 對有連繫法團的提述

就本條例而言—

- (a) 如有多於一個法團，而其中一個—
  - (i) 是其餘法團的控股公司控權公司；
  - (ii) 是其餘法團的附屬公司；或
  - (iii) 是其餘法團所屬的控股公司控權公司的附屬公司，則該等法團須視為彼此的有連繫法團；

### 6. References to substantial shareholder

(1) For the purposes of this Ordinance, a person shall, in relation to a corporation, be regarded as a substantial shareholder of the corporation if he, either alone or with any of his associates-

(a) has an interest in shares in the corporation-

(i) the ~~nominal value of which shares is equal to more than the nominal value of 10% of the issued share capital~~ aggregate number of which shares is equal to more than 10% of the total number of issued share of the corporation; or

(ii) which entitles the person, either alone or with any of his associates and either directly or indirectly, to exercise or control the exercise of more than 10% of the voting power at general meetings of the corporation; or

### ***Section 347***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Schedule:	5	Heading:	<b>REGULATED ACTIVITIES</b>

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#### PART 2

In this Schedule-

“dealing in securities” (證券交易), in relation to a person, means making or offering to make an agreement with another person, or inducing or attempting to induce another person to enter into or to offer to enter into an agreement-

(b) the purpose or pretended purpose of which is to secure a profit to any of the parties from the yield of securities or by reference to fluctuations in the value of securities, by the person, except where the person-

(vii) issues a prospectus which complies with, or is exempt from compliance with, Part II of the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) or, in the case of a corporation incorporated outside Hong Kong, Part XII of that Ordinance;

(viii) issues a document relating to the securities of a corporation incorporated in Hong Kong which is not a company, being a document which-

(A) would, if the corporation were a company, be a prospectus to which section 38 of the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) applies, or would apply if not excluded by section 38(5)(b) or 38A of that Ordinance; and

(B) contains all the matters which, under Part XII of that Ordinance, would be required to contain if the corporation were a corporation incorporated outside Hong Kong and the document were a prospectus issued by the corporation;

(ix) issues a form of application for the shares or debentures of a corporation, together with-

(A) a prospectus which complies with, or is exempt from compliance with, Part II of the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) or, in the case of a corporation incorporated outside Hong Kong, Part XII of that Ordinance; or

(B) in the case of a corporation incorporated in Hong Kong which is not a company, a document which contains the matters specified in paragraph (viii)(B);

(x) issues a prospectus the registration of which has been authorized by the Commission under section 342C of the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) in relation to a collective investment scheme that is a corporation-

(A) which is or holds itself out as being engaged primarily in the business of investing, reinvesting or trading in any property (including securities and futures contracts); and

(B) the shares in which are exclusively, or primarily, redeemable shares, or issues together with the prospectus a form of application for the shares in the corporation;

“就期貨合約提供意見”(advising on futures contracts) 指—

但不包括在以下情況提供的意見或發出的分析或報告—

- (i) 任何法團純粹向其任何全資附屬公司、持有其所有已發行股份的[控股公司控權公司](#)，或該[控股公司控權公司](#)的其他全資附屬公司提供上述意見或發出上述分析或報告；

“就機構融資提供意見”(advising on corporate finance) 指—

但不包括在以下情況提供的意見—

- (i) 任何法團純粹向其任何全資附屬公司、持有其所有已發行股份的[控股公司控權公司](#)，或該[控股公司控權公司](#)的其他全資附屬公司提供上述意見；

“就證券提供意見”(advising on securities) 指—

但不包括在以下情況提供的意見或發出的分析或報告—

- (i) 任何法團純粹向其任何全資附屬公司、持有其所有已發行股份的[控股公司](#)，或該[控股公司控權公司](#)的其他全資附屬公司提供上述意見或發出上述分析或報告；

“證券或期貨合約管理”(securities or futures contracts management) 就任何人而言，指該人爲另一人提供管理證券或期貨合約投資組合的服務，但不包括在以下情況提供的服務—

- (a) 任何法團純粹向其任何全資附屬公司、持有其所有已發行股份的[控股公司控權公司](#)，或該[控股公司控權公司](#)的其他全資附屬公司提供上述服務；

“securities margin financing” (證券保證金融資) means providing a financial accommodation in order to facilitate-

- (vi) by an individual to a company in which he holds 10% or more of its issued [share capital shares](#) to facilitate acquisitions or holdings of securities; or

### **Section 348**

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Schedule:	7	Heading:	<b>OFFERS BY INTERMEDIARIES OR REPRESENTATIVES FOR TYPE 1, TYPE 4 OR TYPE 6 REGULATED ACTIVITY UNDER SECTION 175 OF THIS ORDINANCE</b>

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#### PART 1

##### REQUIREMENTS TO BE SATISFIED IN RELATION TO OFFERS TO ACQUIRE SECURITIES

2. If the securities proposed to be acquired are not listed or quoted on any stock market, whether a recognized stock market or any other stock market outside Hong Kong, the offer shall contain-

- (a) all information that the offeror may have as to the number and nominal value [\(if any\)](#) of those securities that have been sold in Hong Kong during the period of 6 months immediately preceding the date of the offer and the prices yielded by those sales; and

#### PART 2

##### REQUIREMENTS TO BE SATISFIED IN RELATION TO OFFERS TO DISPOSE OF SECURITIES

2. If the securities offered are not listed or quoted on any stock market, whether a recognized stock market or any other stock market outside Hong Kong, and will not be uniform in all respects with securities of the body in question that are so listed or quoted, the offer shall-



(a) contain particulars of any restriction in the constitution, by whatever name called, of the body on the right to transfer the securities, that has the effect of requiring the holder of the securities, before transferring them, to offer them for purchase to any member of the body or to any other person; and

(b) (i) where the securities are of, or issued by, a corporation, contain the particulars specified in section 3 or be accompanied by a statement in writing containing those particulars, unless the offer is accompanied by a document which conforms with Part II or XII of the [Companies Ordinance](#) ~~Companies (Winding Up and Miscellaneous Provisions) Ordinance~~ (Cap 32) in relation to the corporation;

(ii) where the securities are of, or issued by, a multilateral agency, contain the particulars specified in section 4 or be accompanied by a statement in writing containing those particulars; or

(iii) where the securities are of, or issued by, a government or municipal government authority, contain the particulars specified in section 5 or be accompanied by a statement in writing containing those particulars.

3. The particulars referred to in section 2(b)(i), in relation to the corporation referred to in that section, are as follows-

(a) (i) the year in which, and the country or territory in which, the corporation has been incorporated;

(ii) the address of its registered or principal office in Hong Kong; and

(iii) where the corporation has been incorporated outside Hong Kong, the address of its registered or principal office in the country or territory in which it is incorporated or is resident;

(b) (i) the authorized capital [\(if any\), or the maximum number of shares issuable under the constitution](#), of the corporation;

(ii) the amount of ~~that capital~~ [share capital](#) that has been issued and is outstanding at the date specified as being the close of the 5 financial years of the corporation immediately preceding the date of the offer;

(iii) the classes of shares into which ~~that capital~~ [the share capital](#) is divided;

(iv) the rights, in respect of capital, dividends and voting, of holders of each of such classes of shares; and

(v) the number and total nominal value [\(if any\)](#) respectively of shares of the corporation issued as fully or partly paid up for cash or as fully or partly paid up for a consideration other than cash, or both;

(c) (i) the number and total nominal value [\(if any\)](#) of shares issued since the close of the last financial year of the corporation;

(ii) the classes of shares into which the shares issued since the close of the last financial year of the corporation are divided;

(iii) the rights, in respect of capital, dividends and voting, of holders of each of such classes of shares;

(iv) the number and total nominal value [\(if any\)](#) respectively of shares issued since the close of the last financial year of the corporation as fully or partly paid up for cash or as fully or partly paid up for a consideration other than cash, or both;

(v) the number of redeemable preference shares redeemed since the close of the last financial year of the corporation and the amounts repaid in respect of the shares so redeemed; and

(vi) particulars of any reduction of capital lawfully authorized in respect of the corporation since the close of the last financial year of the corporation;

(h) the number, description, and nominal value [\(if any\)](#) of the securities of the corporation held by or on behalf of each of its directors or, if a director does not hold any such securities and no such securities are held on his behalf, a statement to that effect; and

(i) whether or not the securities offered are or, in the case of securities to be issued, will be fully

paid up, and, if not, to what extent they are or will be paid up, and, if the corporation has fixed a date and amount for payment of outstanding calls, the date and amount of each such call.

6. If the securities offered are yet to be issued by a body, the offer shall, in addition to any other requirements applicable to them in this Part-

(d) in the case of securities which will be uniform in all respects with previously issued securities of the body that are not currently listed or quoted on any stock market, whether a recognized stock market or any other stock market outside Hong Kong, contain all information that the offeror may have as to the number and nominal value (if any) of those securities that have been sold during the period of 6 months immediately preceding the date of the offer and the prices yielded by those sales; and

### ***Section 349***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Schedule:	8	Heading:	<b>SECURITIES AND FUTURES APPEALS TRIBUNAL</b>

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## PART 2

### SPECIFIED DECISIONS

#### Division 1

#### Specified decisions made by Commission

Item	Provision	Description of decision
71.	Section 38A(1) of the <del>Companies Ordinance</del> <u>Companies (Winding Up and Miscellaneous Provisions) Ordinance</u> (Cap 32)	Refusal to issue a certificate of exemption, or imposition of any condition.
72.	Section 342A(1) of the <del>Companies Ordinance</del> <u>Companies (Winding Up and Miscellaneous Provisions) Ordinance</u> (Cap 32)	Refusal to issue a certificate of exemption, or imposition of any condition.

### ***Section 350***

Chapter:	571	Title:	SECURITIES AND FUTURES ORDINANCE
Schedule:	10	Heading:	<b>SAVINGS, TRANSITIONAL, CONSEQUENTIAL AND RELATED PROVISIONS, ETC.</b>

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## PART 1

### SAVINGS, TRANSITIONAL AND SUPPLEMENTAL ARRANGEMENTS

3. In sections 6 and 9-

“HKFECC” (期貨結算公司) means the company incorporated ~~under the Companies Ordinance (Cap 32) and registered under that Ordinance by the name HKFE Clearing Corporation Limited;~~ and registered by the name HKFE Clearing Corporation Limited, under the relevant Ordinance;

“HKSCC” (香港結算公司) means the company incorporated ~~under the Companies Ordinance (Cap 32) and registered under that Ordinance by the name Hong Kong Securities Clearing Company Limited;~~ and registered by the name Hong Kong Securities Clearing Company Limited, under the relevant Ordinance;

“SEPOCH” (期權結算公司) means the company incorporated under the Companies Ordinance (Cap 32) and registered under that Ordinance by the name The SEHK Options Clearing House Limited., and registered by the name The SEHK Options Clearing House Limited, under the relevant Ordinance.

4. In sections 10 and 13-

“HKEC” (交易結算公司) means the company incorporated under the Companies Ordinance (Cap 32) and registered under that Ordinance by the name Hong Kong Exchanges and Clearing Limited., and registered by the name Hong Kong Exchanges and Clearing Limited, under the relevant Ordinance.

53. (1) Where, within 2 years from the commencement of Part V of this Ordinance-

(b) a company, or a ~~non-Hong Kong company that has complied with the provisions of Part XI of the Companies Ordinance (Cap 32) for the registration of documents~~ registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011), applies

to be licensed under section 116(1) of this Ordinance for a regulated activity and-

(i) all the partners of a partnership deemed under section 25(b) or 27 to have been licensed for that regulated activity are shareholders of the applicant;

(ii) the collective shareholdings of such partners would have made them a majority shareholder of the applicant if they were one single shareholder of the applicant; and

(iii) the applicant satisfies the Commission that-

(A) it is incorporated for the purposes of taking over the business carried on by that partnership in that regulated activity; and

(B) sufficient arrangements have been or will be made to effect the transfer of such business from that partnership to the applicant,

then without prejudice to subsection (3)(C), that partnership shall be deemed-

(A) to have been so licensed; and

(B) (in the case of a partnership deemed under section 27 to have been licensed) to have complied with the requirement of section 125(1)(a) and (b) of this Ordinance in relation to that regulated activity,

until the licence applied for is granted or the Commission's refusal to grant the licence takes effect as a specified decision under section 232 of this Ordinance (as the case may be);

(c) a company, or a ~~non-Hong Kong company that has complied with the provisions of Part XI of the Companies Ordinance (Cap 32) for the registration of documents~~ registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011), applies

to be licensed under section 116(1) of this Ordinance for a regulated activity and-

(i) an individual deemed under section 25(b) or 30 to have been licensed for that regulated activity is a majority shareholder of the applicant; and

(ii) the applicant satisfies the Commission that-

(A) it is incorporated for the purposes of taking over the business carried on by that individual in that regulated activity; and

(B) sufficient arrangements have been or will be made to effect the transfer of such business from that individual to the applicant,

then without prejudice to subsection (3)(C), that individual shall be deemed-

(A) to have been so licensed;

(B) (in the case of an individual deemed under section 30 to have been licensed) to have complied with the requirement of section 125(1)(a) and (b) of this Ordinance in relation to that regulated activity; and

(C) (in the case of an individual deemed under section 30 to have been licensed) to have been approved under section 126(1) of this Ordinance as a responsible officer in relation to that licensed corporation, until the licence applied for is granted or the Commission's refusal to grant the licence takes effect as a specified decision under section 232 of this Ordinance (as the case may be);

## Unified Exchange Compensation Fund

74.

(10) Upon any reimbursement referred to in subsection (3) or (9)(a), the amount of the reimbursement shall form part of the assets of the Stock Exchange Company and, if it is in liquidation, shall be available to the liquidator for distribution in accordance with the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32).

## Futures Exchange Compensation Fund

75.

(10) Upon any reimbursement referred to in subsection (3) or (9)(a), the amount of the reimbursement shall form part of the assets of the Futures Exchange Company and, if it is in liquidation, shall be available to the liquidator for distribution in accordance with the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32).

## PART 3

### SAVINGS AND TRANSITIONAL PROVISIONS RELATING TO SECURITIES AND FUTURES AND COMPANIES LEGISLATION (STRUCTURED PRODUCTS AMENDMENT) ORDINANCE 2011

1. Section 103(1) of this Ordinance does not apply in relation to a structured product that is the subject of-

(a) a programme prospectus and its addenda, if any, and an issue prospectus and its addenda, if any, that, before the date of commencement\* of section 18 of the Securities and Futures and Companies Legislation (Structured Products Amendment) Ordinance 2011 (8 of 2011), were authorized and registered under section 38D of the ~~Companies Ordinance (Cap 32)~~ relevant Ordinance; or

(b) in the case of a company incorporated outside Hong Kong, a programme prospectus and its addenda, if any, and an issue prospectus and its addenda, if any, that, before the date of commencement of section 19 of the Securities and Futures and Companies Legislation (Structured Products Amendment) Ordinance 2011 (8 of 2011), were authorized and registered under section 342C of the ~~Companies Ordinance (Cap 32)~~ relevant Ordinance.

2. Section 1(a) ceases to have effect in relation to a structured product on the earlier of-

(a) the earliest of the dates specified in section 8 of Part 1 of the Twenty-first Schedule to the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32); or

(b) the day after the last date of the period specified in the issue prospectus as being the period during which the structured product is offered to the public.

3. Section 1(b) ceases to have effect in relation to a structured product on the earlier of-

(a) the earliest of the dates specified in section 8 of Part 2 of the Twenty-first Schedule to the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32); or

(b) the day after the last date of the period specified in the issue prospectus as being the period during which the structured product is offered to the public.

## 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)**

#### **Section 351**

Chapter:	571S	Title:	SECURITIES AND FUTURES (LICENSING AND REGISTRATION) (INFORMATION) RULES
Schedule:	1	Heading:	MEANING OF TERMS “BASIC INFORMATION” AND “RELEVANT INFORMATION”

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#### PART 1

#### BASIC INFORMATION

2. Basic information, in relation to a corporation, means, in so far as applicable, the following particulars of the corporation-

(e) in the case of a corporation incorporated outside Hong Kong, ~~the date of compliance with the provisions of Part XI of the Companies Ordinance (Cap 32) relating to the registration of documents;~~ 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)**

#### **Section 352**

Chapter:	571U	Title:	SECURITIES AND FUTURES (MISCELLANEOUS) RULES
Section:	5	Heading:	Persons prescribed as auditors for purposes of section 179 of Ordinance

(1) For the purposes of the definition of “auditor” in section 1 of Part 1 of Schedule 1 to the Ordinance, the following persons are prescribed as within the meaning of that definition for the purposes of section 179 of the Ordinance-

(c) a person appointed (whether or not he remains so appointed) to be an auditor of a relevant corporation for the purposes of any enactment of a place outside Hong Kong which imposes on such person responsibilities comparable to those imposed on an auditor by the Companies Ordinance (~~Cap 32~~)( of 2011).

## **Part 134**

### **Amendments to Securities and Futures (Price Stabilizing) Rules** **(Cap. 571 sub. leg. W)**

#### **Section 353**

Chapter:	571W	Title:	SECURITIES AND FUTURES (PRICE STABILIZING) RULES
Section:	2	Heading:	<b>Interpretation</b>

(1) In these Rules, unless the context otherwise requires-

“prospectus” (招股章程)-

(a) in relation to an offer of any relevant securities in a company, means a prospectus authorized for registration under section 38D of the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32); or

(b) in relation to an offer of any relevant securities in a non-Hong Kong company, means a prospectus authorized for registration under section 342C of the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32); (30 of 2004 s. 3)

#### **Section 354**

Chapter:	571W	Title:	SECURITIES AND FUTURES (PRICE STABILIZING) RULES
Section:	3	Heading:	<b>Application</b>

Notwithstanding anything in these Rules, stabilizing action may only be taken in respect of relevant securities the subject of an offer for cash where-

(d) the offer is to the public, and such offer-

(i) is to be, is, or has been subject of a prospectus, or an advertisement, invitation or document the issue of which has been authorized by the Commission under section 105 of the Ordinance; or

(ii) (A) is an offer-

(I) within the meaning of section 343(2) of the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32); or

(II) as specified in section 1 of Part 1 of the Seventeenth Schedule to the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) as read with the other Parts of that Schedule;

## **Part 135**

### **Amendment to Securities and Futures (Contracts Limits and Reportable Positions) Rules** **(Cap. 571 sub. leg. Y)**

#### **Section 355**

Chapter:	571Y	Title:	SECURITIES AND FUTURES (CONTRACTS LIMITS AND REPORTABLE POSITIONS) RULES
Section:	4	Heading:	<b>Restrictions on number of contracts held or controlled</b>

(10) 在本條中—



“充足財政能力”(adequate financial capability) 就交易所參與者或交易所參與者的聯繫人而言，指該交易所參與者或該聯繫人或其[控股公司控權公司](#)—

- (a) 按其最近期的經審計的財務報表所列，擁有不少於\$20 億淨資產值；或
- (b) 具有合資格信貸評級；

## **Part 136**

### **Amendment to Securities and Futures (Levy) Rules (Cap. 571 sub. leg. AA)**

#### **Section 356**

Chapter:	571AA	Title:	SECURITIES AND FUTURES (LEVY) RULES
Section:	10	Heading:	<b>Report</b>

- (2) The report furnished under subsection (1) shall be-
- (a) in such form as may be specified by the Commission; and
  - (b) prepared and certified, at the expense of the Market Operator, by-
    - (i) an auditor appointed by the Market Operator under the Companies Ordinance (~~Cap 32~~ [\( \\_\\_\\_\\_\\_ of 2011\) or the relevant Ordinance](#); or
    - (ii) if the Market Operator is a ~~non-Hong Kong company and is registered under Part XI of that Ordinance~~ [registered non-Hong Kong company as defined by section 2\(1\) of the Companies Ordinance \( \\_\\_\\_\\_\\_ of 2011\)](#), an auditor appointed by the Market Operator.

## **Part 137**

### **Amendment to Securities and Futures (Investor Compensation-Levy) Rules (Cap. 571 sub. leg. AB)**

#### **Section 357**

Chapter:	571AB	Title:	SECURITIES AND FUTURES (INVESTOR COMPENSATION-LEVY) RULES
Section:	20	Heading:	<b>Report</b>

- (2) The report furnished under subsection (1) shall be-
- (a) in such form as may be specified by the Commission; and
  - (b) prepared and certified, at the expense of the Exchange Company, by an auditor appointed by the Exchange Company under the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011\) or the relevant Ordinance](#) (~~Cap 32~~).

## **Part 138**

### **Amendment to Securities and Futures (Transfer of Functions-Investor Compensation Company) Order (Cap. 571 sub. leg. AD)**

#### **Section 358**

Chapter:	571AD	Title:	SECURITIES AND FUTURES (TRANSFER OF FUNCTIONS-INVESTOR COMPENSATION COMPANY) ORDER
Section:	2	Heading:	<b>Interpretation</b>

In this Order, unless the context otherwise requires, “Investor Compensation Company” (投資者賠償公司) means the company incorporated ~~under the Companies Ordinance (Cap 32) and registered~~

~~under that Ordinance by the name "Investor Compensation Company Limited" in English and "投資者賠償有限公司" in Chinese, 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)**

#### ***Section 359***

Chapter:	571AE	Title:	SECURITIES AND FUTURES (TRANSFER OF FUNCTIONS-STOCK EXCHANGE COMPANY) ORDER
Section:	3	Heading:	<b>Transfer of functions of the Commission</b>

The functions conferred upon the Commission by sections 38B(2A)(b), 38D(3) and (5) and 342C(3) and (5) of the ~~Companies Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) are transferred to the Stock Exchange Company-

- (a) to the extent that they relate to any prospectus which is concerned with any shares in or debentures of a corporation that have been approved by the Stock Exchange Company for listing on a recognized stock market; and
- (b) subject to the reservation that the Commission is to perform the functions concurrently with the Stock Exchange Company.

## **Part 140**

### **Amendments to Securities and Futures (Fees) Rules**

#### **(Cap. 571 sub. leg. AF)**

#### ***Section 360***

Chapter:	571AF	Title:	SECURITIES AND FUTURES (FEES) RULES
Section:	4	Heading:	<b>Interpretation of Part 3</b>

~~"Codes" (《守則》) means the codes entitled "The Codes on Takeovers and Mergers and Share Repurchases"~~ "The Codes on Takeovers and Mergers and Share Buy-backs" and published by the Commission under section 399(2)(a) and (b) of the Ordinance;

~~"off-market share repurchase" (場外股份購回) has the meaning assigned to it by the Codes;~~  
**off-market share buy-back** (場外股份回購) has the meaning given by the Codes;

~~"off-market share repurchase circular" (場外股份購回通告) means a document required to be submitted to the Executive under the Share Repurchase Code in connection with an off-market share repurchase;~~

**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;

~~"relevant shares" (有關股份)-~~

- (a) in relation to an offer contained in an offer document, means the securities which are the subject of the offer;
- (b) in relation to an off-market share ~~repurchase~~ buy-back contained in an off-market share repurchase circular, means the securities which are the subject of the off-market share

~~repurchase buy-back~~; or

(c) in relation to a whitewashed offer, means the securities which would be the subject of the offer;

~~"Share Repurchase Code" (《股份購回守則》) means the parts of the Codes respectively entitled "Introduction", "Definitions", "General Principles", "Code on Share Repurchases" and "Schedules";~~

~~**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";~~

### **Section 361**

Chapter:	571AF	Title:	SECURITIES AND FUTURES (FEES) RULES
Section:	5	Heading:	<b>Fees relating to offer documents, off-market share <del>repurchase buy-back</del> circulars and whitewash documents</b>

(1) Where a first draft of an offer document, off-market share ~~repurchase buy-back~~ circular or whitewash document is submitted to the Executive for comment, a fee which is prescribed, opposite the applicable value set out in column 1 of Schedule 2, in column 2 of that Schedule shall be payable to the Commission.

(2) For the purposes of subsection (1), the applicable value shall be equivalent-

(a) in the case of an offer document-

(i) subject to subparagraph (ii), to the value of the offer contained in the offer document; or

(ii) where the offer document contains alternative offers to the same offeree company, or contains 2 or more offers of different values to different offeree companies, to the value of the offer contained in the offer document which has the lower or lowest value;

(b) in the case of an off-market share ~~repurchase buy-back~~ circular, to the value of the off-market share ~~repurchase buy-back~~ contained in the off-market share ~~repurchase buy-back~~ circular; or

(c) in the case of a whitewash document, to the value of the whitewashed offer.

(3) Where any offer contained in a draft offer document previously submitted to the Executive for comment is replaced by a revised offer, and a revised offer document is submitted to the Executive in connection with the revised offer, there shall be payable to the Commission a fee the amount of which shall be the difference between-

(a) the fee previously paid under subsection (1) on the submission of the draft offer document; and

(b) the fee which would have been payable under subsection (1) had the revised offer been contained in such draft offer document.

(4) For the purposes of this section-

(a) the value of any offer contained in an offer document or the value of an off-market share ~~repurchase buy-back~~ contained in an off-market share ~~repurchase buy-back~~ circular shall be-

(i) where the relevant shares are under the offer or the off-market share ~~repurchase buy-back~~ (as the case may be) to be acquired for cash, the total amount of such cash;

(ii) where the relevant shares are under the offer or the off-market share ~~repurchase buy-back~~ (as the case may be) to be acquired in exchange for securities, the total value of such securities on the date of announcement of a firm intention to make the offer or the off-market share ~~repurchase buy-back~~ (as the case may be) in accordance with the Codes; or

(iii) where the relevant shares are under the offer or the off-market share ~~repurchase buy-back~~ (as the case may be) to be acquired partly for cash and partly in exchange for securities, the aggregate of the total amount of such cash and the total value of such securities on the date of announcement of a firm intention to make the offer or the off-market share ~~repurchase buy-back~~ (as the case may be) in accordance with the Codes; and

(5) The payment of a fee payable under this section shall be accompanied by a statement showing the value of the offer, off-market share ~~repurchase-buy-back~~ or whitewashed offer concerned and the manner in which the fee is determined having regard to subsection (4).

(6) Where a first draft of an offer document, a first draft of an off-market share ~~repurchase-buy-back~~ circular and a first draft of a whitewash document, or any combination of them, are combined in a draft when submitted to the Executive for comment-

(a) the fee payable under subsection (1) shall be the aggregate of the respective fees payable under that subsection in respect of each such first draft as if each such first draft had not been so combined in the draft, and the provisions of this section shall apply accordingly; and

### ***Section 362***

Chapter:	571AF	Title:	SECURITIES AND FUTURES (FEES) RULES
Section:	7	Heading:	<b>Fees for hearings concerning compliance with Codes or any rulings under them</b>

(1) Where a hearing takes place before the Takeovers Panel in any disciplinary proceedings instituted under section 12 of the Introduction to the Codes, a fee, the amount of which shall be determined in accordance with subsection (3), shall, within 30 days after the delivery by the Takeovers Panel of its ruling, be payable to the Commission by any person who in the opinion of the Takeovers Panel-

(a) has caused unnecessary expense to be incurred in connection with the investigation by the Commission of any allegation against the person or with the conduct of the hearing; or

(b) has committed a breach of the Takeovers Code, the ~~Share Repurchase Code~~ [Share Buy-backs Code](#) or a ruling of the Executive or the Takeovers Panel.

(2) Where a hearing takes place before the Takeovers Panel for the purpose of deliberating the appropriate sanction to be imposed upon a person who has agreed that he is in breach of the Takeovers Code, the ~~Share Repurchase Code~~ [Share Buy-backs Code](#) or a ruling of the Executive or the Takeovers Panel, a fee, the amount of which shall be determined in accordance with subsection (3), shall be payable to the Commission by the person within 30 days after the delivery by the Takeovers Panel of its ruling.

### ***Section 363***

Chapter:	571AF	Title:	SECURITIES AND FUTURES (FEES) RULES
Section:	8	Heading:	<b>Fees for miscellaneous applications</b>

(1) Subject to subsection (2), where any person applies to the Executive for any ruling under the Takeovers Code or the ~~Share Repurchase Code~~ [Share Buy-backs Code](#) and no fee is otherwise provided for by these Rules for the application, a fee of \$24000 shall be payable by the person to the Commission.

### ***Section 364***

Chapter:	571AF	Title:	SECURITIES AND FUTURES (FEES) RULES
Schedule:	1	Heading:	<b>FEES PRESCRIBED FOR PURPOSES OF SECTION 395(1)(a)(i), (iii) AND (iv) OF ORDINANCE</b>

Item	Description	Amount
15.	Fee payable on submission of any information or document to the Commission requiring its consideration and advice (including any advice relating to the application of Part IV of the Ordinance and any advice relating to the authorization for registration of a prospectus under section 38D or 342C of the <del>Companies Ordinance</del> <a href="#">Companies (Winding Up and Miscellaneous Provisions) Ordinance</a> (Cap 32))	\$10000

21. Fee payable on an application under section 38D or 342C of the [Companies Ordinance](#)—[Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) (Cap 32) for authorization for registration of a prospectus under that Ordinance-
- |   |         |
|---|---------|
| (a) in the case of rights issue prospectus  | \$15000 |
| (b) in the case of Eurobond issue prospectus  | \$15000 |
| (c) in the case of warrant issue prospectus   | \$10000 |
| (d) in the case of any prospectus relating to interests in a collective investment scheme   | nil     |
| (e) in the case of any prospectus, not referred to in paragraph (a), (b), (c) or (d), which offers any shares in or debentures of a corporation that have been approved by a recognized exchange company for listing on a recognized stock market | \$30000 |

## Part 141

### Amendments to Securities and Futures (Disclosure of Interests-Exclusions) Regulation (Cap. 571 sub. leg. AG)

#### **Section 365**

Chapter:	571AG	Title:	SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS-EXCLUSIONS) REGULATION
Section:	2	Heading:	<b>Interpretation</b>

“有條件要約”(conditional offer) 指由要約人或他人代要約人向某上市法團所有股份或所有某一類別股份的持有人提出的購買該法團股份的要約，但(在兩者任何一種情況下)該等所有股份不包括由以下的人持有或他人代以下的人持有的股份—

- (a) 要約人；
- (b) 要約人的[控股公司控權公司](#)、要約人的附屬公司，或要約人的[控股公司控權公司](#)的附屬公司；或
- (c) 已同意無須就其所持股份作出該要約的人，而該要約受以下條件所規限：要約須就要約條款中指明的比例的要約標的股份(或參照要約條款而確定的比例的要約標的股份) 而獲得接受；

## Part 142

### Amendment to Tung Chung Cable Car Ordinance (Cap. 577)

#### **Section 366**

Chapter:	577	Title:	TUNG CHUNG CABLE CAR ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the context otherwise requires-

“MTR Corporation Limited” (香港鐵路有限公司) means the company incorporated under that name under the Companies Ordinance (Cap 32) [as in force at the time of the incorporation](#);

## Part 143

### Amendments to Deposit Protection Scheme Ordinance (Cap. 581)

#### **Section 367**

Chapter:	581	Title:	DEPOSIT PROTECTION SCHEME ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

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 ~~holding company” (控股公司) means a holding company within the meaning of section 2 of the Companies Ordinance (Cap 32);~~

“liquidator” (清盤人) means a liquidator appointed by virtue of or under section 194 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance ~~Companies Ordinance~~ (Cap 32);

“provisional liquidator” (臨時清盤人) means a provisional liquidator appointed under section 193, or appointed by virtue of section 194, of the Companies (Winding Up and Miscellaneous Provisions) Ordinance ~~Companies Ordinance~~ (Cap 32);

“subsidiary” (附屬公司) has the meaning given by section 14 of the Companies Ordinance (\_\_\_\_\_ of 2011) for the purposes of that Ordinance ~~means a subsidiary within the meaning of section 2 of the Companies Ordinance (Cap 32);~~

#### **Section 368**

Chapter:	581	Title:	DEPOSIT PROTECTION SCHEME ORDINANCE
Section:	4	Heading:	<b>Composition of Board</b>

- (2) 以下人士不具有根據第(1)(c)款獲委任的資格—
- (a) 公職人員；
  - (b) 以下機構或公司的董事或僱員—
    - (i) 認可機構；
    - (ii) 認可機構的控股公司控權公司；
    - (iii) 上述控股公司控權公司的附屬公司；或
    - (iv) 認可機構的附屬公司。

#### **Section 369**

Chapter:	581	Title:	DEPOSIT PROTECTION SCHEME ORDINANCE
Section:	35	Heading:	<b>Maximum amount of compensation payable to a depositor</b>

The amount of compensation payable to a depositor of a failed Scheme member in accordance with this Ordinance is not to exceed—

- (a) the amount in respect of which the depositor would, on the winding up of the failed Scheme member, be entitled to priority under section 265(1)(db) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance ~~Companies Ordinance~~ (Cap 32); or

#### **Section 370**

Chapter:	581	Title:	DEPOSIT PROTECTION SCHEME ORDINANCE
Section:	38	Heading:	<b>Subrogation</b>

(4) For the avoidance of doubt, the rights and remedies of a depositor to which the Board is subrogated include the rights and remedies of the depositor in respect of so much of his deposits as the depositor would, on the winding up of the Scheme member, be entitled to priority under section



265(1)(db) of the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~-(Cap 32).

(5) For the purposes of subsection (1)(a), the net amount of a payment of compensation to a depositor accrues interest, at the rate set out in subsection (6), for the period beginning with the date of the payment and ending with—

(a) in the case where the Court of First Instance has made a regulating order in respect of the Scheme member under section 227A of the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~-(Cap 32) and the Official Receiver or the liquidator has not required the depositor to make a formal proof of debt under section 227E of that Ordinance, the date of appointment of a provisional liquidator, or if no such appointment is made, the date of the winding-up order made by the Court of First Instance

### ***Section 371***

Chapter:	581	Title:	DEPOSIT PROTECTION SCHEME ORDINANCE
Schedule:	1	Heading:	<b>DEPOSITS SPECIFIED FOR PURPOSES OF DEFINITIONS OF “PROTECTED DEPOSIT” AND “RELEVANT DEPOSIT” IN SECTION 2(1) OF THIS ORDINANCE</b>

3. In this Schedule—

“officer” (人員)—

(a) in relation to a Scheme member or its related company that is an authorized institution, means—

- (i) a director of the Scheme member or the company;
- (ii) a chief executive of the Scheme member or the company;
- (iii) a controller, within the meaning of section 2(1) of the Banking Ordinance (Cap 155), of the Scheme member or the company; or
- (iv) a manager, within the meaning of that section, of the Scheme member or the company;

(b) in relation to a Scheme member's related company that is not an authorized institution, has the meaning [given by section 2\(1\) of the Companies Ordinance \( of 2011\)](#) ~~assigned to it by section 2(1) of the Companies Ordinance (Cap 32)~~;

“關連公司”(related company) 就計劃成員而言，指—

- (a) 該計劃成員的[控股公司控權公司](#)；
- (b) 該[控股公司控權公司](#)的附屬公司；或
- (c) 該計劃成員的附屬公司。

### ***Section 372***

Chapter:	581	Title:	DEPOSIT PROTECTION SCHEME ORDINANCE
Schedule:	2	Heading:	<b>PROVISIONS RELATING TO BOARD</b>

4. 免任委任委員

如行政長官信納—

(a) 存保委員會某委任委員已破產，或因身體或精神上的疾病以致無履行職務能力；或因其他理由不能夠或不適宜執行存保委員會委員的職能；或

(b) 存保委員會某委任委員已成為—

- (i) 公職人員；或
- (ii) 以下機構或公司的董事或僱員—
  - (A) 認可機構；

- (B) 認可機構的[控股公司控權公司](#)；
- (C) 上述[控股公司控權公司](#)的附屬公司；或
- (D) 認可機構的附屬公司，

則行政長官可宣布該人的存保委員會委員職位懸空，並以行政長官認為合適的方式宣布該事實；上述宣布一經作出，該職位即告懸空。

### **Section 373**

Chapter:	581C	Title:	DEPOSIT PROTECTION SCHEME (ASSET MAINTENANCE) RULES
Section:	3	Heading:	<b>Assets in Hong Kong</b>

(2) 就第(1)(d)款而言，除第(3)款另有規定外，符合以下說明的公司即屬某計劃成員的關連公司—

- (a) 該公司是該計劃成員的附屬公司或[控股公司控權公司](#)；或
- (b) 該公司是該[控股公司控權公司](#)的附屬公司。

### **Section 374**

Chapter:	581C	Title:	DEPOSIT PROTECTION SCHEME (ASSET MAINTENANCE) RULES
Section:	10	Heading:	<b>Service of notices</b>

In the absence of evidence to the contrary, a notice which is required to be, or may be, served on a Scheme member under section 5 or 6 is deemed to be so served if—

- (a) in the case of a Scheme member that is a company as defined by section 2(1) of the Companies Ordinance ( of 2011) ~~within the meaning of section 2 of the Companies Ordinance (Cap 32)~~—
  - (i) it is left at the Scheme member's principal place of business in Hong Kong or registered office;
  - (ii) it is sent by post to the Scheme member at its principal place of business in Hong Kong or registered office; or
  - (iii) it is sent by telex, facsimile transmission or other similar method to the Scheme member at its principal place of business in Hong Kong or registered office;

## **Part 145**

### **Amendments to Clearing and Settlement Systems Ordinance (Cap. 584)**

### **Section 375**

Chapter:	584	Title:	CLEARING AND SETTLEMENT SYSTEMS ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

“directors’ voluntary winding up statement” (董事自動清盤陳述書) means a statement made under section 228A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance ~~Companies Ordinance~~ (Cap 32), and a reference to such a statement taking effect is a reference to it being delivered for registration as specified in section 228A(3) of that Ordinance;

“resolution for voluntary winding up” (自動清盤決議) means a resolution under section 228(1)(c) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance ~~Companies Ordinance~~ (Cap 32);

### ***Section 376***

Chapter:	584	Title:	CLEARING AND SETTLEMENT SYSTEMS ORDINANCE
Section:	15	Heading:	<b>Interpretation</b>

(1) In this Part, other than section 26, a reference to the law of insolvency shall be construed as a reference to—

- (a) the Bankruptcy Ordinance (Cap 6);
- (b) Parts V, VI and X of the ~~Companies Ordinance (Cap. 32)~~ [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance \(Cap. 32\)](#);
- (ba) [Part 15 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#); and ~~Companies Ordinance (Cap 32)~~;  
~~and~~
- (c) any other written law or rule of law of Hong Kong which is concerned with or in any way related to the bankruptcy, winding up or insolvency of a person,

### ***Section 377***

Chapter:	584	Title:	CLEARING AND SETTLEMENT SYSTEMS ORDINANCE
Section:	21	Heading:	<b>Abrogation of statutory provisions relating to disclaimer of property, restriction on dispositions of property, etc.</b>

Without prejudice to the generality of section 20—

- (a) section 59 of the Bankruptcy Ordinance (Cap 6) and section 268 of the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32) shall not apply to a transfer order; and
- (b) section 42 of the Bankruptcy Ordinance (Cap 6) and section 182 of the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32) shall not apply to a transfer order or any disposition of property in pursuance of such an order.

### ***Section 378***

Chapter:	584	Title:	CLEARING AND SETTLEMENT SYSTEMS ORDINANCE
Section:	22	Heading:	<b>Abrogation of statutory powers relating to adjustment of prior transactions</b>

Without prejudice to the generality of section 20, no order shall be made by a court under any of the following provisions in respect of a transfer order or any disposition of property in pursuance of such an order—

- (a) section 49 or 50 of the Bankruptcy Ordinance (Cap 6);
- (b) section 266 of the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32);
- (c) section 60 of the Conveyancing and Property Ordinance (Cap 219).

### ***Section 379***

Chapter:	584	Title:	CLEARING AND SETTLEMENT SYSTEMS ORDINANCE
Section:	23	Heading:	<b>Net sum payable on completion of default arrangements provable in insolvency proceedings</b>

(2) Where a court has made an order for bankruptcy or winding up of a participant, or where a resolution for voluntary winding up of a participant has been passed or a directors' voluntary winding up statement in respect of a participant has taken effect, the net sum referred to in subsection (1) shall be—

- (a) provable in the bankruptcy or winding up or, as the case may be, payable to the relevant insolvency office-holder; and
- (b) taken into account, where appropriate, under section 35 of the Bankruptcy Ordinance (Cap 6) (as regards the bankruptcy) or under that section as applied under the [Companies \(Winding Up](#)

and Miscellaneous Provisions) Ordinance Companies Ordinance (Cap 32) (as regards the winding up).

(3) Subsection (2) applies notwithstanding section 34 or 35 of the Bankruptcy Ordinance (Cap 6) and section 264 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance Companies Ordinance (Cap 32).

## Part 146 Amendments to Land Titles Ordinance (Cap. 585)

### **Section 380**

Chapter:	585	Title:	LAND TITLES ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

“company” (公司) means a body corporate—

(a) incorporated under the Companies Ordinance (\_\_\_\_\_ of 2011) ~~(Cap 32)~~;

(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (\_\_\_\_\_ of 2011)

(b) incorporated under any other enactment; or

(c) incorporated or established outside Hong Kong,

and includes an unregistered company within the meaning of Part X of the Companies (Winding Up and Miscellaneous Provisions) Ordinance ~~of the Companies Ordinance~~ (Cap 32);

“liquidator” (清盤人) has the meaning given by section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance ~~assigned to it by section 2(1) of the Companies Ordinance~~ (Cap 32);

### **Section 381**

Chapter:	585	Title:	LAND TITLES ORDINANCE
Section:	27	Heading:	<b>Voluntary transfer</b>

(2) The owner of registered land or a registered charge, or the lessee of a registered long term lease, referred to in subsection (1) shall hold the land, charge or lease subject to—

(a) the provisions of the Bankruptcy Ordinance (Cap 6);

(b) Part V of the Companies (Winding Up and Miscellaneous Provisions) Ordinance Companies Ordinance (Cap 32);

(c) section 33(9) of the Buildings Ordinance (Cap 123); and

### **Section 382**

Chapter:	585	Title:	LAND TITLES ORDINANCE
Section:	37	Heading:	<b>Form and effect of charges</b>

(2) Where, in relation to a registered charge which is a charge to which Part 8 of the Companies Ordinance (\_\_\_\_\_ of 2011) ~~Part III of the Companies Ordinance (Cap 32)~~ applies, there is any conflict or inconsistency between the provisions of this Ordinance and the provisions of that Part, then the provisions of that Part (including that Part as read with any other provisions of the Companies Ordinance (\_\_\_\_\_ of 2011) ~~provisions of the Companies Ordinance (Cap 32)~~ to which it is subject) shall, to the extent of the conflict or inconsistency, as the case may be, prevail over the provisions of this Ordinance.

### **Section 383**

Chapter:	585	Title:	LAND TITLES ORDINANCE
Section:	68	Heading:	<b>Transmission on liquidation</b>

(3) Where an order has been made under section 198 of the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32) vesting in the liquidator of a company any registered land, registered charge or registered long term lease of which the company is the owner or lessee—

- (a) the liquidator shall present the order to the Registrar; and
- (b) on the presentation of the order, the Registrar shall register the liquidator as the owner or lessee, as the case may be, of the land, charge or lease.

(4) Where under subsection (3) the liquidator of a company is registered as the owner of registered land or a registered charge, or as the lessee of a registered long term lease, the liquidator shall be subject to—

- (a) any restrictions (including any rights) provided for in the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32) or any other enactment; and
- (b) any interests subject to which the company held the land, charge or lease immediately prior to the order made under section 198 of the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32) by virtue of which the land, charge or lease was vested in the liquidator.

### **Section 384**

Chapter:	585	Title:	LAND TITLES ORDINANCE
Section:	71	Heading:	<b>Registration of cautions</b>

(5) The reference to interest in subsection (4)(a) shall include—

~~(a) in any case where proceedings are brought by virtue of section 147(3) of the Companies Ordinance (Cap 32), a first charge under section 148(1) of that Ordinance which may arise by virtue of those proceedings;~~

(b) in any case where a gift inter vivos of any property is made and estate duty would be payable by virtue of section 6(1)(c) of the Estate Duty Ordinance (Cap 111), a first charge under section 18(1) of that Ordinance which may arise by virtue of the gift.

## **Part 147**

### **Amendments to Financial Reporting Council Ordinance (Cap. 588)**

### **Section 385**

Chapter:	588	Title:	FINANCIAL REPORTING COUNCIL ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

“associated undertaking” (相聯企業)—

(a) in relation to a listed corporation, means—

(i) an undertaking that is a subsidiary undertaking, as construed in accordance with ~~the Twenty-third Schedule to the Companies Ordinance (Cap 32)~~ [Schedule 1 to the Companies Ordinance \(](#) of 2011), of the corporation;

(ii) an undertaking that is accounted for and consolidated in the accounts, or is required to be accounted for and consolidated in the next accounts, of the corporation as a subsidiary for the purposes of—

(A) the standards of accounting practices issued or specified, or deemed to be issued or specified, under section 18A of the Professional Accountants Ordinance (Cap 50), as in force at the material time;

- (B) the International Financial Reporting Standards issued by the International Accounting Standards Board, as in force at the material time;
- (C) the Listing Rules; or
- (D) any generally acceptable accounting principles allowed for usage under the Listing Rules;

“audit” (審計)—

- (a) in relation to the accounts of a listed corporation, means an audit of those accounts required for the purposes of the relevant Ordinance or the Companies Ordinance ( \_\_\_\_\_ of 2011) Companies Ordinance (Cap 32), as in force at the material time, or the Listing Rules;
- (b) in relation to the accounts of a listed collective investment scheme, means an audit of those accounts required for the purposes of the relevant code or the Listing Rules;
- (c) in relation to the accounts of a relevant undertaking of a listed entity, means—
  - (i) in the case where an audit of those accounts is required for the purposes of the relevant Ordinance or the Companies Ordinance ( \_\_\_\_\_ of 2011) Companies Ordinance (Cap 32), or the corporate law of a place outside Hong Kong, as in force at the material time, such an audit so required;
  - (ii) in any other case, the audit of those accounts, regardless of whether or not required for the purposes of any constitutional instrument of the undertaking;

“auditor” (核數師)—

- (a) in relation to a listed corporation—
  - (i) means a person appointed to be an auditor of the corporation for the purposes of the Companies Ordinance (Cap 32), relevant Ordinance or the Companies Ordinance ( \_\_\_\_\_ of 2011) as in force at the material time, or the Listing Rules, regardless of whether or not the person is qualified for the appointment; and
- (c) in relation to a relevant undertaking or associated undertaking of a listed entity, or an undertaking that was formerly an associated undertaking of a listed entity—
  - (i) means—
    - (A) in the case where an auditor of the undertaking is required to be appointed for the purposes of the relevant Ordinance or the Companies Ordinance ( \_\_\_\_\_ of 2011) Companies Ordinance (Cap 32), or the corporate law of a place outside Hong Kong, as in force at the material time, a person appointed to be such an auditor, regardless of whether or not the person is qualified for the appointment;

“company” (公司) means a company within the meaning of section 2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011) (Cap 32);

“HKEC” (交易結算公司) means the company incorporated, and registered by the name Hong Kong Exchanges and Clearing Limited, under the relevant Ordinance; under the Companies Ordinance (Cap 32) and registered under that Ordinance by the name Hong Kong Exchanges and Clearing Limited;

“prospectus” (招股章程) means a prospectus within the meaning of section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance Companies Ordinance (Cap 32);

“Registrar of Companies” (公司註冊處處長) means the Registrar of Companies appointed under section 20(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011) section 303(2) of the Companies Ordinance (Cap 32);

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);



“relevant undertaking” (有關企業)—

- (a) in relation to a listed corporation, means an undertaking that is, or was at the material time—
- (i) a subsidiary undertaking, as construed in accordance with [Schedule 1 to the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#) ~~the Twenty-third Schedule to the Companies Ordinance (Cap 32)~~, of the corporation; or
  - (ii) an undertaking that is required to be accounted for and consolidated in the accounts, or the next accounts, of the corporation as a subsidiary for the purposes of—

“reporting accountant” (匯報會計師)—

- (a) in relation to a listed corporation—
- (i) means a person appointed for the purposes of paragraph 43 of the Third Schedule to the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32), or the Listing Rules, to prepare a specified report required for a listing document issued by or on behalf of the corporation, regardless of whether or not the person is qualified for the appointment; and

“specified report” (指明報告)—

- (a) in relation to a prospectus issued by or on behalf of a listed corporation, means any report, specified in Part II of the Third Schedule to the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32), that is required under section 38 or 342 of that Ordinance to be set out in the prospectus;

### **Section 386**

Chapter:	588	Title:	FINANCIAL REPORTING COUNCIL ORDINANCE
Section:	4	Heading:	<b>Relevant irregularity</b>

(7) The accounts of a listed entity referred to in subsection (2)(a) are—

- (a) in the case where the entity was a listed corporation, those a copy of the auditor’s report on which—
- (i) was sent at the relevant time under section 129G(1) of the ~~Companies Ordinance (Cap 32)~~ [relevant Ordinance or section 421 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#); or
  - (ii) was issued, circulated, published or distributed at the relevant time for the purposes of the Listing Rules;

### **Section 387**

Chapter:	588	Title:	FINANCIAL REPORTING COUNCIL ORDINANCE
Section:	51	Heading:	<b>Preservation of secrecy</b>

(3) Despite subsection (1), the Council may—

- (b) subject to subsection (4), disclose information to—
- (ix) the Official Receiver in a capacity other than that of a liquidator or provisional liquidator appointed under, or holding such office by virtue of, the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32);
  - (xvi) an inspector appointed by the Financial Secretary under section 142 or 143 of the [relevant Ordinance or section 828 or 829 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#) ~~Companies Ordinance (Cap 32)~~ to investigate the affairs of a corporation;
- (c) subject to subsection (4), if there is or has been an investigation under Part 3 concerning a relevant irregularity, or an enquiry under Part 4 concerning a relevant non-compliance, in relation to a listed corporation, disclose information on the listed corporation to—
- (i) the Official Receiver in the capacity of a liquidator or provisional liquidator of the listed corporation appointed under, or holding such office by virtue of, the [Companies \(Winding Up and Miscellaneous Provisions\) Ordinance](#) ~~Companies Ordinance~~ (Cap 32); or
  - (ii) any other person who—

(A) is a liquidator or provisional liquidator of the listed corporation appointed under the Companies (Winding Up and Miscellaneous Provisions) Ordinance ~~Companies Ordinance~~ (Cap 32); or

### **Section 388**

Chapter:	588	Title:	FINANCIAL REPORTING COUNCIL ORDINANCE
Section:	60	Heading:	<b>Service of notice, etc.</b>

(2) Such a notice or requirement is taken to be given or issued to a person if—

(b) in the case of a company, it is—

(ii) left at, or sent by post to, the company's registered office in Hong Kong registered office of the company within the meaning of the Companies Ordinance (Cap 32);

(c) in the case of a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011), ~~company to which Part XI of the Companies Ordinance (Cap 32) applies~~, it is—

(i) delivered by hand to, 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 that Part at his address delivered to the Registrar of Companies under that Ordinance;

(ii) sent by facsimile transmission to the last known facsimile number of the person; or

(iii) sent by electronic mail transmission to the last known electronic mail address of the person;

(e) in the case of a body corporate (other than a company, or a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011)), ~~company to which Part XI of the Companies Ordinance (Cap 32) applies~~ or an unincorporated association (other than a partnership), it is—

(i) delivered to any officer of the body or association by hand;

(ii) left at, or sent by post to, the last known principal place of business of the body or association;

(iii) sent by facsimile transmission to the last known facsimile number of the body or association; or

(iv) sent by electronic mail transmission to the last known electronic mail address of the body or association.

### **Section 389**

Chapter:	588	Title:	FINANCIAL REPORTING COUNCIL ORDINANCE
Schedule:	1	Heading:	<b>DEFINITIONS OF “RELEVANT FINANCIAL REPORT” AND “RELEVANT REQUIREMENT”</b>

## PART 1

In this Ordinance (except sections 5(2) and 50 of this Ordinance)—

“relevant financial report” (有關財務報告)—

(a) in relation to a listed corporation, means—

(i) a balance sheet of the corporation, together with any accounts annexed to it for the purposes of section 129C(1) of the relevant Ordinance ~~Companies Ordinance (Cap 32)~~, a copy of which was sent at the relevant time under section 129G of that Ordinance to a person entitled to be sent the copy;

(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;

(ii) the accounts of the corporation, a certified copy of which was delivered at the relevant time to the Registrar of Companies for registration under section 336 of the relevant Ordinance, or under section 777 of the Companies Ordinance ( \_\_\_\_\_ of 2011) ~~Companies Ordinance (Cap 32)~~;

(iii) a summary financial report of the corporation, a copy of which was sent at the relevant time ~~in compliance with section 141CA of the Companies Ordinance (Cap 32) to a person entitled to be sent the copy~~ 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;

“relevant requirement” (有關規定)—

(a) in relation to a relevant financial report of a listed corporation, means an accounting requirement as to the matters or information to be included in the report, as provided in—

(i) ~~the Companies Ordinance (Cap 32) relevant Ordinance or the Companies Ordinance ( \_\_\_\_\_ of 2011)~~, as in force at the material time;

## PART 2

In sections 5(2) and 50 of this Ordinance—

“relevant financial report” (有關財務報告), in relation to a listed corporation, means—

(a) a balance sheet of the corporation, together with any accounts annexed to it for the purposes of section 129C(1) of the ~~relevant Ordinance Companies Ordinance (Cap 32)~~, a copy of which was sent at the relevant time under section 129G of that Ordinance to a person entitled to be sent the copy;

(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;

(b) a summary financial report of the corporation, a copy of which was sent at the relevant time 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 ~~in compliance with section 141CA of the Companies Ordinance (Cap 32) to a person entitled to be sent the copy~~; or

(c) a specified report required for a prospectus issued at the relevant time by or on behalf of the corporation;

“relevant requirement” (有關規定), in relation to a relevant financial report of a listed corporation, means an accounting requirement as to the matters or information to be included in the report, as provided in the relevant Ordinance or the Companies Ordinance ( \_\_\_\_\_ of 2011) ~~Companies Ordinance (Cap 32)~~, as in force at the material time.

## Part 148

### Amendments to Unsolicited Electronic Messages Ordinance (Cap. 593)

#### ***Section 390***

Chapter:	593	Title:	UNSOLICITED ELECTRONIC MESSAGES ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

“Hong Kong company” (香港公司) means—

(a) a company within the meaning assigned by section 2(1) of the Companies Ordinance ( \_\_\_\_\_ of 2011) ~~(Cap 32)~~; or

(b) a body corporate that is incorporated or otherwise established by or under any other Ordinance;

### **Section 391**

Chapter:	593	Title:	UNSOLICITED ELECTRONIC MESSAGES ORDINANCE
Section:	44	Heading:	<b>Service of notices for purposes of sections 34, 35, 36 and 38</b>

(2) For the purposes of this section, a company within the meaning assigned by section 2(1) of the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#)) ~~is deemed to have its usual place of business at its registered office in Hong Kong (Cap 32) shall be deemed to have its usual place of business at its registered office for the purposes of that Ordinance,~~ and any other organization shall be deemed to have a usual place of business at its principal office or any other place at which it carries on business.

## **Part 149**

### **Amendment to Unsolicited Electronic Messages Regulation (Cap. 593 sub. leg. A)**

### **Section 392**

Chapter:	593A	Title:	UNSOLICITED ELECTRONIC MESSAGES REGULATION
Section:	3	Heading:	<b>Interpretation</b>

(2) For the purposes of this Regulation, a company within the meaning assigned by section 2(1) of the Companies Ordinance ~~(Cap 32) shall be deemed to have its usual place of business at its registered office for the purposes of that Ordinance,~~ ([\\_\\_\\_\\_\\_ of 2011](#)) ~~is deemed to have its usual place of business at its registered office in Hong Kong~~ and any other organization shall be deemed to have a usual place of business at its principal office or any other place at which it carries on business.

## **Part 150**

### **Amendment to Energy Efficiency (Labelling of Products) Ordinance (Cap. 598)**

### **Section 393**

Chapter:	598	Title:	ENERGY EFFICIENCY (LABELLING OF PRODUCTS) ORDINANCE
Section:	47	Heading:	<b>Service of notices, etc.</b>

A notice or other document (however described) required to be served or sent under this Ordinance is to be regarded as having been duly served or sent if—

(c) in the case of a company—

- (i) it is addressed to the company and delivered to any officer of the company by hand; or
- (ii) it is left at, or sent by post to, the ~~company's registered office in Hong Kong registered office of the company within the meaning of the Companies Ordinance (Cap 32);~~ [\\_\\_\\_\\_\\_](#)

## **Part 151**

### **Amendment to West Kowloon Cultural District Authority Ordinance (Cap. 601)**

### **Section 394**

Chapter:	601	Title:	WEST KOWLOON CULTURAL DISTRICT AUTHORITY ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

“subsidiary” (附屬公司) means a body corporate that is [a subsidiary of the Authority within the](#)

~~meaning of section 14 of the Companies Ordinance ( \_\_\_\_\_ of 2011) for the purposes of that Ordinance deemed to be a subsidiary of the Authority by virtue of section 2 of the Companies Ordinance (Cap 32);~~

## **Part 152**

### **Amendment to Race Discrimination Ordinance (Cap. 602)**

#### **Section 395**

Chapter:	602	Title:	RACE DISCRIMINATION ORDINANCE
Section:	13	Heading:	<b>Exception for employment of person with special skills, knowledge or experience</b>

(3) In this section—

(a) “group of companies” (公司集團) means a group of companies within the meaning of the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#))~~(Cap 32)~~;

## **Part 153**

### **Amendments to Bunker Oil Pollution (Liability and Compensation) Ordinance (Cap. 605)**

#### **Section 396**

Chapter:	605	Title:	BUNKER OIL POLLUTION (LIABILITY AND COMPENSATION) ORDINANCE
Section:	30	Heading:	<b>Service of notice etc.</b>

A notice or other document (however described) required or permitted to be served or sent (however described) under this Ordinance is to be regarded as having been duly served or sent if-

(c) for a company as defined in section 2(1) of the Companies Ordinance ([\\_\\_\\_\\_\\_ of 2011](#))~~(Cap 32)~~-

- (i) it is addressed to the company and delivered to any officer of the company by hand; or
- (ii) it is left at, or sent by post to, the [company's registered office in Hong Kong-registered office of the company within the meaning of that Ordinance](#);

## **Part 154**

### **Amendment to Arbitration Ordinance (Cap. 609)**

#### **Section 397**

Chapter:	609	Title:	ARBITRATION ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

“HKIAC” (香港國際仲裁中心) means the Hong Kong International Arbitration Centre, a company incorporated in Hong Kong under the Companies Ordinance (Cap 32) [as in force at the time of the incorporation](#) and limited by guarantee;

## Part 155

### Amendment to Buildings Energy Efficiency Ordinance (Cap. 610)

#### **Section 398**

Chapter:	610	Title:	BUILDINGS ENERGY EFFICIENCY ORDINANCE
Section:	47	Heading:	<b>Issue of notice etc.</b>

(1) Subject to subsection (2), a notice or any other document required to be issued, submitted or sent under this Ordinance is to be regarded as having been duly issued, submitted or sent if—

(c) in the case of a company—

(i) it is delivered by hand to any officer of the company; or

(ii) it is left at, or sent by registered post to, the ~~registered office of the company within the meaning of the Companies Ordinance (Cap 32)~~ company's registered office in Hong Kong;

## Part 156

### Amendments to Society of Boys' Centres Incorporation Ordinance (Cap. 1008)

#### **Section 399**

Chapter:	1008	Title:	SOCIETY OF BOYS' CENTRES INCORPORATION ORDINANCE
Section:	8	Heading:	<b>Registration</b>

(3) The Society shall pay such fees for registering any document under this section as may be ~~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)~~ 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.

(4) Any person may inspect any document registered under this section on payment of such fee as may be payable under the regulations made under section 25 of the Companies Ordinance ( \_\_\_\_\_ of 2011) ~~prescribed under section 304(1A) of the Companies Ordinance (Cap 32)~~ for inspecting a document kept by the Registrar of Companies.

## Part 157

### Amendments to Hong Kong and China Gas Company (Transfer of Incorporation) Ordinance (Cap. 1022)

#### **Section 400**

Chapter:	1022	Title:	HONG KONG AND CHINA GAS COMPANY (TRANSFER OF INCORPORATION) ORDINANCE
		Heading:	<b>Long title</b>

To provide that conditionally upon The Hong Kong and China Gas Company Limited, a company incorporated in England, being authorized under the law of the United Kingdom to become a company incorporated under the Companies Ordinance (Cap 32) as in force at the time of the incorporation, it may become a company so incorporated; and for purposes incidental and ancillary thereto.



## **Section 401**

Chapter:	1022	Title:	HONG KONG AND CHINA GAS COMPANY (TRANSFER OF INCORPORATION) ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) Subject to subsection (2), words and expressions used in this Ordinance have, unless the context otherwise requires, the same meaning as those words and expressions have in the Companies Ordinance (        of 2011) ~~(Cap 32)~~.

(2) In this Ordinance, unless the context otherwise requires-  
“certified” (經核證) means certified by any two directors of the company to be a true copy;

[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);

“the company” (本公司) means the company incorporated under the Joint Stock Companies Act, 1856 (1856 c. 47 U.K.) of the United Kingdom and, subject to the Companies Act 1980 (1980 c. 22 U.K.) of the United Kingdom, named “The Hong Kong and China Gas Company Limited”;

“transfer date” (轉移日期) means the date of the certificate of incorporation issued pursuant to section 4(1).

## **Section 402**

Chapter:	1022	Title:	HONG KONG AND CHINA GAS COMPANY (TRANSFER OF INCORPORATION) ORDINANCE
Section:	3	Heading:	<b>Delivery of documents to Registrar and fee</b>

(2) The documents referred to in subsection (1) are-

(b) a certified printed copy of the Act of the Parliament of the United Kingdom enabling the company to become a company incorporated under the [relevant Ordinance](#) ~~Companies Ordinance (Cap 32)~~;

(g) a return of the directors of the company as at the date of delivery thereof to the Registrar, which return shall be in the form prescribed in relation to section 158 of the [relevant Ordinance](#) ~~Companies Ordinance (Cap 32)~~ and shall contain the particulars specified in such section; and

(h) in relation to each charge, if any, (being a charge falling within any of the descriptions contained in paragraphs (a) to (i) of section 80(2) of the [relevant Ordinance](#) ~~Companies Ordinance (Cap 32)~~) created by the company and in respect of which the debt for which it was given has not been paid or satisfied, the particulars prescribed in relation to section 80 of the [relevant Ordinance](#) ~~Companies Ordinance (Cap 32)~~ and a certified copy of both the instrument, if any, by which such charge was created or evidence and the entry in respect of such charge in the register of charges kept by the Registrar of Companies of England, provided that if no such charge, instrument or (as the case may be) entry shall exist there shall instead be delivered to the Registrar a statutory declaration by any two directors of the company to the effect that no such charge, instrument or (as the case may be) entry exists.

(3) A fee of \$1140000 shall be payable by the company to the Registrar [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.](#) ~~and the company shall be exempt from any other fees under the Companies Ordinance (Cap 32) in respect of its deemed incorporation thereunder, the authorized share capital of the company specified in the form of memorandum set out in the Schedule or the capitalization at any time of any amount standing, on the transfer date, to the credit of the company's share premium account.~~

### **Section 403**

Chapter:	1022	Title:	HONG KONG AND CHINA GAS COMPANY (TRANSFER OF INCORPORATION) ORDINANCE
Section:	4	Heading:	<b>Deemed incorporation under <u>the relevant Ordinance Companies Ordinance</u> (Cap 32)</b>

(1) On the registration of the documents specified in section 3(2) and the payment of the fee specified in section 3(3), the Registrar shall enter in the register of companies formed and registered under the relevant Ordinance Companies Ordinance (Cap 32) the name of the company as “The Hong Kong and China Gas Company Limited” and shall issue, under his hand, a certificate of incorporation in respect of the company altered to reflect the change in the name of the company (if any) and the transfer of registration from England of the company, which certificate of incorporation shall state that the company is limited.

(2) With effect on and from the transfer date-

(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

~~(a) the company shall be deemed to be a company duly incorporated under the Companies Ordinance (Cap 32) which shall, subject to this Ordinance, extend and apply to the company as such a company, and persons and matters associated therewith, and the company shall be capable forthwith of exercising all the functions of a company incorporated under the Companies Ordinance (Cap 32) and having perpetual succession and a common seal but with such liability on the part of the members to contribute to the assets of the company in the event of its being wound up as is mentioned in the Companies Ordinance (Cap 32); and~~

(b) Part XI 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.~~of the Companies Ordinance (Cap 32) shall cease to apply to the company and the Registrar shall retain such of the documents relating to the company and registered pursuant to that Part and Part XII of the Companies Ordinance (Cap 32) as he thinks fit.~~

(4) A certificate of incorporation issued by the Registrar pursuant to subsection (1) shall be conclusive evidence that all requirements of this Ordinance in respect of registration and of matters precedent and incidental thereto have been complied with and that the company is, on and from the date specified in the certificate, duly registered under the relevant Ordinance Companies Ordinance (Cap 32) and this Ordinance.

### **Section 404**

Chapter:	1022	Title:	HONG KONG AND CHINA GAS COMPANY (TRANSFER OF INCORPORATION) ORDINANCE
Section:	5	Heading:	<b>Application of Companies Ordinance to the company</b>

~~(1) Sections 22(2), 43(1) and 112 of the Companies Ordinance (Cap 32) shall not apply to the company.~~

(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) For the avoidance of doubt and notwithstanding anything in the relevant Ordinance ~~anything in the Companies Ordinance (Cap 32)~~ or in the memorandum and articles of the company-

(a) the first profit and loss account and balance sheet that the company shall be required by section 122 of the relevant Ordinance ~~Companies Ordinance (Cap 32)~~ to lay before the company in general meeting shall be a profit and loss account for, and a balance sheet as at the last day of, the financial year of the company within which the transfer date falls;

(b) the first general meeting that the company shall be required by section III of the relevant Ordinance ~~Companies Ordinance (Cap 32)~~ to hold shall be held not later than 9 months after the last day of the financial year referred to in paragraph (a) above; and

(c) the first returns that the company shall be required by sections 107 and 109 of the relevant Ordinance ~~Companies Ordinance (Cap 32)~~ to make shall be made as at the date of the general meeting of the company referred to in paragraph (b) above (or, if earlier, the date of the first general meeting of the company held after the transfer date) and forwarded to the Registrar within 28 days after the date of such meeting.

(3) Section 80(1) of the relevant Ordinance ~~Companies Ordinance (Cap 32)~~ shall take effect in relation to the company as if the reference therein to “the fixed date” were a reference to the transfer date.

(4) If the name of the company is changed pursuant to the requirements of the Companies Act 1980 (1980 c. 22 U.K.) of the United Kingdom before the transfer date, then until-

(a) the transfer date, or

(b) the first anniversary of the date of the change of name,

whichever is the earlier, any provision of the relevant Ordinance ~~Companies Ordinance (Cap 32)~~ or any other Ordinance requiring or authorizing the name of the company to be shown on any document or other object or at any place where the company carries on business shall apply as if any reference in that provision to the name of the company were a reference to a name which either is its name or was its name before such change of name.

### **Section 405**

Chapter:	1022	Title:	HONG KONG AND CHINA GAS COMPANY (TRANSFER OF INCORPORATION) ORDINANCE
Schedule:		Heading:	<b>SCHEDULE</b>

[[sections 3 & 6s.6](#)]

MEMORANDUM OF ASSOCIATION  
OF  
THE HONG KONG AND CHINA GAS COMPANY LIMITED  
(香港中華煤氣有限公司)

[第 3 及 6 條]

香港中華煤氣有限公司  
(THE HONG KONG AND CHINA GAS COMPANY LIMITED)  
組織章程大綱

3. 本公司設立的宗旨為—

(I) 獲取和經營本公司的附屬公司或~~控股公司~~控權公司所經營的任何業務或本公司的~~控股公司~~控權公司的另一附屬公司所經營的任何業務。

(O) 作出任何擔保或保證，或訂立任何彌償合約(火險、人壽保險及海上保險除外)，尤其是(在不損害前述條文的一般性的原則下)不論在有代價或無代價的情況下，亦不論是藉承

擔個人義務或將本公司全部或任何部分的業務、財產和資產(現時的及將來的)及未催繳資本按揭或作押記或是藉該兩種方法或是以任何其他方式，擔保、支持或保證任何人士(包括(在不損害前述條文的一般性的原則下)任何當其時是本公司的附屬公司或~~控股公司控權公司~~或是本公司的~~控股公司控權公司~~的另一附屬公司或是在其他方面與本公司有聯繫的公司)履行任何義務或承擔及償還或支付該人的任何證券或債務的本金和就該等證券或債務而須支付的任何溢價、利息、股息及其他款項。

(W) 將退休金、年金或其他津貼，包括死亡津貼，批予本公司或在任何時間是或曾是本公司的附屬公司或~~控股公司控權公司~~或本公司的~~控股公司控權公司~~的另一附屬公司或在其他方面與本公司有聯繫的任何公司的任何董事、高級人員或僱員或過去的董事、高級人員或僱員，或批予任何該等公司的業務的前任人的任何董事、高級人員或僱員或過去的董事、高級人員或僱員，以及任何該等人士的親人、親屬或受養人，並批予提供一項或多於一項直接或間接惠及本公司的服務的其他人士或本公司認為對本公司有任何道義上的申索的其他人士或其親人、親屬或受養人；設立或支援任何組織、機構、會社、學校、建築及房屋計劃、基金及信託；就保險或其他相當可能惠及任何該等人士或在其他方面增加本公司或本公司成員的利益的其他安排作出付款；為任何相當可能直接或間接推進本公司或本公司成員的利益的目的而認捐、擔保或支付款項；或為任何民族、慈善、仁愛、教育、社會、公眾、大眾或有用的宗旨而認捐、擔保或支付款項。

## Part 158

### Amendment to Hong Kong Tuberculosis, Chest and Heart Diseases Association Incorporation (Cap. 1024)

#### Section 406

Chapter:	1024	Title:	HONG KONG TUBERCULOSIS, CHEST AND HEART DISEASES ASSOCIATION INCORPORATION ORDINANCE
Section:	9	Heading:	Registration with the Registrar of Companies

(4) Any person may inspect any of the documents registered under this section on payment of such fee as may be [payable under the regulations made under section 25 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#) ~~appointed under section 305 of the Companies Ordinance (Cap 32)~~ for the inspection of documents kept by the Registrar of Companies.

## Part 159

### Amendments to Hop Yat Church of The Church of Christ in China Incorporation Ordinance (Cap. 1027)

#### Section 407

Chapter:	1027	Title:	HOP YAT CHURCH OF THE CHURCH OF CHRIST IN CHINA INCORPORATION ORDINANCE
Section:	9	Heading:	Registration

(3) Any person may inspect any of the documents registered under this section upon payment of such fee as may be [payable under the regulations made under section 25 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#) ~~prescribed under section 305 of the Companies Ordinance (Cap 32)~~ for the inspection of a document

(4) The Corporation shall pay such fees for registering any document with any public registry as may be [payable under the regulations made under section 25 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#)

~~prescribed under section 304 of the Companies Ordinance (Cap 32)~~ for the registration of a document with the Registrar of Companies.

## **Part 160**

### **Amendments to Masonic Benevolence Fund Incorporation Ordinance (Cap. 1034)**

#### ***Section 408***

Chapter:	1034	Title:	MASONIC BENEVOLENCE FUND INCORPORATION ORDINANCE
Section:	8	Heading:	<b>Fees</b>

(1) The corporation shall pay such fees for registering any document with any public registry as may be [payable under the regulations made under section 25 of the Companies Ordinance \( \\_\\_\\_\\_\\_ of 2011\)](#)~~prescribed under section 304 of the Companies Ordinance (Cap 32)~~ for the registration with the Registrar of Companies of a document.

(2) Any person may inspect any of the documents registered under this section upon payment of such fee as may be [payable under the regulations made under section 25 of the Companies Ordinance \( \\_\\_\\_\\_\\_ of 2011\)](#)~~prescribed under section 305 of the Companies Ordinance (Cap 32)~~ for the inspection of a document.

## **Part 161**

### **Amendments to St. Stephen's College Council Incorporation Ordinance (Cap. 1049)**

#### ***Section 409***

Chapter:	1049	Title:	ST. STEPHEN'S COLLEGE COUNCIL INCORPORATION ORDINANCE
Section:	6B	Heading:	<b>Particulars to be delivered to Registrar of Companies</b>

(3) Any person may inspect any of the documents registered under this section upon payment of such fee as may be [payable under the regulations made under section 25 of the Companies Ordinance \( \\_\\_\\_\\_\\_ of 2011\)](#)~~prescribed under the Companies Ordinance (Cap 32)~~ for the inspection of a document.

(4) The Council shall pay such fee for registering any document with the Registrar of Companies under this section as may be [payable under the regulations made under section 25 of the Companies Ordinance \( \\_\\_\\_\\_\\_ of 2011\)](#)~~prescribed in the Companies Ordinance (Cap 32)~~ as if the Council were a company not having a share capital.

## **Part 162**

### **Amendments to Zetland Hall Trustees Incorporation Ordinance (Cap. 1055)**

#### ***Section 410***

Chapter:	1055	Title:	ZETLAND HALL TRUSTEES INCORPORATION ORDINANCE
Section:	9	Heading:	<b>Fees</b>

(1) The trustees shall pay such fees for registering any document with any public registry as may be



payable under the regulations made under section 25 of the Companies Ordinance ( \_\_\_\_\_ of 2011)  
~~prescribed under section 304 of the Companies Ordinance (Cap 32)~~ for the registration with the Registrar of Companies of a document.

(2) Any person may inspect any of the documents registered under this section upon payment of such fee as may be payable under the regulations made under section 25 of the Companies Ordinance ( \_\_\_\_\_ of 2011)  
~~prescribed under section 305 of the Companies Ordinance (Cap 32)~~ for the inspection of a document.

## **Part 163**

### **Amendments to Hong Kong Society for the Protection of Children Incorporation Ordinance (Cap. 1058)**

#### **Section 411**

Chapter:	1058	Title:	HONG KONG SOCIETY FOR THE PROTECTION OF CHILDREN INCORPORATION ORDINANCE
Section:	8	Heading:	<b>Registration</b>

(3) The Society shall pay such fees for registering any document with any public registry as may be payable under the regulations made under section 25 of the Companies Ordinance ( \_\_\_\_\_ of 2011)  
~~prescribed under section 304 of the Companies Ordinance (Cap 32)~~ for the registration of a document with the Registrar of Companies.

(4) Any person may inspect any of the documents registered under this section on payment of such fee as may be payable under the regulations made under section 25 of the Companies Ordinance ( \_\_\_\_\_ of 2011)  
~~prescribed by section 305 of the Companies Ordinance (Cap 32)~~ for the inspection of documents kept by the Registrar of Companies.

## **Part 164**

### **Amendments to The Council of Ling Liang World-Wide Evangelistic Mission Hong Kong Ling Liang Church Incorporation Ordinance (Cap. 1079)**

#### **Section 412**

Chapter:	1079	Title:	THE COUNCIL OF LING LIANG WORLD-WIDE EVANGELISTIC MISSION HONG KONG LING LIANG CHURCH INCORPORATION ORDINANCE
Section:	9	Heading:	<b>Registration</b>

(3) For the purpose of enabling any member of the public who intends to deal with the Council to ascertain the contents of the Constitution and the identities of the Council Members, any person may inspect a copy, in such form as the Registrar of Companies considers appropriate, of any of the documents registered under this section upon payment of such fees as may be 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  
~~prescribed under section 304 of the Companies Ordinance (Cap 32) for the inspection of a document under section 305 of that Ordinance.~~

(4) The Council shall pay such fees for registering any document with the Companies Registry as may be payable under the regulations made under section 25 of the Companies Ordinance ( \_\_\_\_\_ of 2011)  
~~prescribed under section 304 of the Companies Ordinance (Cap 32)~~ for the registration of a document with the Registrar of Companies.



## Part 165

### Amendment to Franciscan Missionaries of Mary Incorporation Ordinance (Cap. 1082)

#### **Section 413**

Chapter:	1082	Title:	FRANCISCAN MISSIONARIES OF MARY INCORPORATION ORDINANCE
Section:	6	Heading:	<b>Appointment of Mother Superior and registration of particulars</b>

(4) There shall be payable to the Registrar of Companies a fee as required by the regulations made under section 25 of the Companies Ordinance ( \_\_\_\_\_ of 2011)~~in accordance with the Eighth Schedule of the Companies Ordinance (Cap 32)~~ for making a record of any fact by this Ordinance required or authorized to be recorded by the Registrar.

## Part 166

### Amendments to Caritas—Hong Kong Incorporation Ordinance (Cap. 1092)

#### **Section 414**

Chapter:	1092	Title:	CARITAS - HONG KONG INCORPORATION ORDINANCE
Section:	7	Heading:	<b>Registration with Registrar of Companies</b>

(3) The corporation shall pay such fee for registering any document under this section as shall be specified in the Eighth Schedule to the Companies Ordinance (Cap 32) payable under the regulations made under section 25 of the Companies Ordinance ( \_\_\_\_\_ of 2011) for the registration of a document of a company not having a share capital.

(4) Any person may inspect any of the documents registered under subsection (1) on payment of such fee as shall be payable under the regulations made under section 25 of the Companies Ordinance ( \_\_\_\_\_ of 2011)~~prescribed under section 304(1A) of the Companies Ordinance (Cap 32)~~ for inspecting a document.

## Part 167

### Amendments to St. Paul's College Council Incorporation Ordinance (Cap. 1102)

#### **Section 415**

Chapter:	1102	Title:	ST. PAUL'S COLLEGE COUNCIL INCORPORATION ORDINANCE
Section:	7	Heading:	<b>Registration with Registrar of Companies</b>

(3) Any person may inspect any of the documents registered under this section upon payment of such fee as may be payable under the regulations made under section 25 of the Companies Ordinance ( \_\_\_\_\_ of 2011)~~prescribed under section 305 of the Companies Ordinance (Cap 32)~~ for the inspection of a document.

(4) The corporation shall pay such fees for registering any document with any public registry as may be payable under the regulations made under section 25 of the Companies Ordinance ( \_\_\_\_\_ of 2011)~~prescribed under section 304 of the Companies Ordinance (Cap 32)~~ for the registration with the Registrar of Companies of a document.

## Part 168

### Amendments to The Hong Kong Institution of Engineers Ordinance (Cap. 1105)

#### ***Section 416***

Chapter:	1105	Title:	THE HONG KONG INSTITUTION OF ENGINEERS ORDINANCE
Section:	11	Heading:	<b>Particulars to be delivered to the Registrar of Companies</b>

(5) Any person may inspect any of the documents registered under this section upon payment of such fees as may be payable under the regulations made under section 25 of the Companies Ordinance (\_\_\_\_\_ of 2011) ~~prescribed under section 305 of the Companies Ordinance (Cap 32)~~ for the inspection of a document.

(6) The Institution shall pay such fees for registering any document under this section as may be payable under the regulations made under section 25 of the Companies Ordinance (\_\_\_\_\_ of 2011) ~~specified in the Eighth Schedule to the Companies Ordinance (Cap 32)~~ as if the Institution were a company not having a share capital.

## Part 169

### Amendment to Hong Kong Productivity Council Ordinance (Cap. 1116)

#### ***Section 417***

Chapter:	1116	Title:	HONG KONG PRODUCTIVITY COUNCIL ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

“company” (公司) means a company ~~registered under the Companies Ordinance (Cap 32) and limited by shares;~~ 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)

#### ***Section 418***

Chapter:	1117	Title:	THE ENGLISH SCHOOLS FOUNDATION ORDINANCE
Section:	4	Heading:	<b>Objects and powers of Foundation</b>

(4) Without limiting the generality of subsection (3), a company incorporated under the Companies Ordinance (Cap 32) as in force at the time of the incorporation or the Companies Ordinance (\_\_\_\_\_ of 2011) whose articles of association provide that only persons who are members of the Board of Governors or of the Committee of School Council Chairmen are eligible to be members of the company shall for the purpose of that subsection be taken to be a controlled body corporate.

#### ***Section 419***

Chapter:	1117	Title:	THE ENGLISH SCHOOLS FOUNDATION ORDINANCE
Section:	6	Heading:	<b>Composition of Board of Governors</b>

(4) At least one member of the Board shall be an alumnus of—  
(a) a present or former school of the Foundation; or

(b) a school that, before the commencement\* of The English Schools Foundation (Amendment) Ordinance 2008 (5 of 2008), was owned, managed, administered or operated by ESF Educational Services Limited, a company incorporated under the Companies Ordinance (Cap 32) [as in force at the time of the incorporation](#).

### ***Section 420***

Chapter:	1117	Title:	THE ENGLISH SCHOOLS FOUNDATION ORDINANCE
Section:	26	Heading:	<b>Registration with Registrar of Companies</b>

(3) The Foundation shall pay such fees for filing any document with any public registry as may be [payable under the regulations made under section 25 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#)~~prescribed under section 304 of the Companies Ordinance (Cap 32)~~ for filing a document with the Registrar of Companies

(5) Any person may inspect any of the documents filed under this section upon payment of such fee as may be [payable under the regulations made under section 25 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#)~~prescribed under section 304(1A) of the Companies Ordinance (Cap 32)~~ for the inspection of a document.

## **Part 171**

### **Amendments to The St. Stephen's Girls' College Council Incorporation Ordinance (Cap. 1121)**

### ***Section 421***

Chapter:	1121	Title:	THE ST. STEPHEN'S GIRLS' COLLEGE COUNCIL INCORPORATION ORDINANCE
Section:	9	Heading:	<b>Registration with Registrar of Companies</b>

(3) Any person may inspect any of the documents registered under this section, upon payment of such fee as may be [payable under the regulations made under section 25 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#)~~prescribed under section 305 of the Companies Ordinance (Cap 32)~~ for the inspection of a document.

(4) The corporation shall pay such fee for registering any document under this section as is [payable under the regulations made under section 25 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#) ~~specified in the Eighth Schedule to the Companies Ordinance (Cap 32)~~, as if the corporation were a company not having a share capital.

## **Part 172**

### **Amendments to Community Chest of Hong Kong Ordinance (Cap. 1122)**

### ***Section 422***

Chapter:	1122	Title:	COMMUNITY CHEST OF HONG KONG ORDINANCE
Section:	13	Heading:	<b>Certain instruments and particulars to be delivered to Registrar of Companies</b>

(3) Any person may inspect any of the documents registered under this section upon payment of such fee as may be [payable under the regulations made under section 25 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#) ~~prescribed under section 304(1A) of the Companies Ordinance (Cap 32)~~ for the inspection of a document.

(4) The corporation shall pay such fee for registering any document under this section as is ~~specified in the Eighth Schedule to the Companies Ordinance (Cap 32)~~ payable under the regulations made under section 25 of the Companies Ordinance ( \_\_\_\_\_ of 2011), as if the corporation were a company not having a share capital.

## **Part 173**

### **Amendments to Diocesan Boys' School Committee Incorporation Ordinance (Cap. 1123)**

#### ***Section 423***

Chapter:	1123	Title:	DIOCESAN BOYS' SCHOOL COMMITTEE INCORPORATION ORDINANCE
Section:	9	Heading:	<b>Registration with Registrar of Companies</b>

(3) Any person may inspect any of the documents registered under this section, upon payment of such fee as may be payable under the regulations made under section 25 of the Companies Ordinance ( \_\_\_\_\_ of 2011) ~~prescribed under section 304(1A) of the Companies Ordinance (Cap 32)~~ for the inspection of a document.

(4) The corporation shall pay such fee for registering any document under this section as is payable under the regulations made under section 25 of the Companies Ordinance ( \_\_\_\_\_ of 2011) ~~specified in the Eighth Schedule to the Companies Ordinance (Cap 32)~~, as if the corporation were a company not having a share capital.

## **Part 174**

### **Amendments to Council of the Diocesan Girls' School Incorporation Ordinance (Cap. 1124)**

#### ***Section 424***

Chapter:	1124	Title:	COUNCIL OF THE DIOCESAN GIRLS' SCHOOL INCORPORATION ORDINANCE
Section:	9	Heading:	<b>Registration with Registrar of Companies</b>

(3) Any person may inspect any of the documents registered under this section, upon payment of such fee as may be payable under the regulations made under section 25 of the Companies Ordinance ( \_\_\_\_\_ of 2011) ~~prescribed under section 304(1A) of the Companies Ordinance (Cap 32)~~ for the inspection of a document.

(4) The corporation shall pay such fee for registering any document under this section as is payable under the regulations made under section 25 of the Companies Ordinance ( \_\_\_\_\_ of 2011) ~~specified in the Eighth Schedule to the Companies Ordinance (Cap 32)~~, as if the corporation were a company not having a share capital.

## **Part 175**

### **Amendments to Diocesan Preparatory School Council Incorporation Ordinance (Cap. 1125)**

#### ***Section 425***

Chapter:	1125	Title:	DIOCESAN PREPARATORY SCHOOL COUNCIL INCORPORATION ORDINANCE
Section:	9	Heading:	<b>Registration with Registrar of Companies</b>

(3) Any person may inspect any of the documents registered under this section, upon payment of such

fee as may be [payable under the regulations made under section 25 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#)~~prescribed under section 304(1A) of the Companies Ordinance (Cap 32)~~ for the inspection of a document.

(4) The corporation shall pay such fee for registering any document under this section as is [payable under the regulations made under section 25 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#)~~specified in the Eighth Schedule to the Companies Ordinance (Cap 32)~~, as if the corporation were a company not having a share capital.

## Part 176

### Amendments to Hong Kong Sea Cadet Corps Ordinance (Cap. 1134)

#### ***Section 426***

Chapter:	1134	Title:	HONG KONG SEA CADET CORPS ORDINANCE
Section:	10	Heading:	<b>Particulars to be delivered to Registrar of Companies</b>

(4) Any person may inspect any of the documents registered under this section, upon payment of such fee as may be [payable under the regulations made under section 25 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#)~~prescribed under section 304(1A) of the Companies Ordinance (Cap 32)~~ for the inspection of a document.

(5) The Area Committee shall pay such fee for registering any document under this section as may be [payable under the regulations made under section 25 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#)~~specified in the Eighth Schedule to the Companies Ordinance (Cap 32)~~ as if the Area Committee were a company not having a share capital.

## Part 177

### Amendments to Standard Chartered Asia Limited Ordinance (Cap. 1136)

#### ***Section 427***

Chapter:	1136	Title:	STANDARD CHARTERED ASIA LIMITED ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the context otherwise requires-

“excluded items” (除外項目) means documents required to be kept pursuant to the provisions 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 \(\\_\\_\\_\\_\\_ of 2011\)](#);

#### ***Section 428***

Chapter:	1136	Title:	STANDARD CHARTERED ASIA LIMITED ORDINANCE
Section:	13	Heading:	<b>Saving for SC Asia</b>

Nothing in this Ordinance shall derogate from or prejudice the powers of SC Asia to alter its ~~memorandum and~~ articles of association or to dispose of, or deal with, its assets or to carry on or discontinue its business or any part thereof.

## Part 178

### Amendments to Royal Bank of Scotland Ordinance (Cap. 1138)

#### **Section 429**

Chapter:	1138	Title:	ROYAL BANK OF SCOTLAND ORDINANCE
		Heading:	<b>Preamble</b>

(a) The Royal Bank of Scotland public limited company (hereinafter called “Royal Bank of Scotland”) was incorporated by a Royal Charter granted by His Majesty King George the First dated 31 May 1727 under the name “The Royal Bank of Scotland”, was subsequently registered under Part VIII of the United Kingdom Companies Act 1948 as a company limited by shares under the name “The Royal Bank of Scotland Limited” and re-registered under the United Kingdom Companies Act 1980 as a public limited company and is now [a registered non-Hong Kong company as defined by section 2\(1\) of the Companies Ordinance \( \\_\\_\\_\\_\\_ of 2011\)](#) ~~registered under Part XI of the Companies Ordinance (Cap 32) as a non-Hong Kong company;~~

(b) RBSG public limited company (hereinafter called “the Bank”) is a public company incorporated under the United Kingdom Companies Acts 1948 to 1980 as a company limited by shares formed with the object (amongst others) of carrying on, in the United Kingdom, Hong Kong and elsewhere, the business of banking and is [a registered non-Hong Kong company as defined by section 2\(1\) of the Companies Ordinance \( \\_\\_\\_\\_\\_ of 2011\)](#) ~~registered under Part XI of the Companies Ordinance (Cap 32) as a non-Hong Kong company;~~

#### **Section 430**

Chapter:	1138	Title:	ROYAL BANK OF SCOTLAND ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

“authorized representative” (獲授權代表) when used in relation to Royal Bank of Scotland or the Bank means [an authorized representative as defined by section 762\(1\) of the Companies Ordinance \( \\_\\_\\_\\_\\_ of 2011\)](#); ~~the person or one of the persons resident in Hong Kong and authorized to accept service of process and notices on its behalf whose name or names and address or addresses is or are registered under section 333(2)(e) of the Companies Ordinance (Cap 32);~~

“property” (財產) means property and assets of every description wheresoever situate, and includes property held on trust and securities, rights, benefits and powers of every description but does not include the common seal of Royal Bank of Scotland or any document (other than accounting records) required to be kept pursuant to the provisions of the United Kingdom Companies Act 1985 or 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 \( \\_\\_\\_\\_\\_ of 2011\)](#);

~~“the registrar” (處長) means the Registrar of Companies appointed under section 303 of the Companies Ordinance (Cap 32);~~

~~“subsidiary” (附屬公司) has the meaning given by section 2(4) of the Companies Ordinance (Cap 32);~~

#### **Section 431**

Chapter:	1138	Title:	ROYAL BANK OF SCOTLAND ORDINANCE
Section:	15	Heading:	<b>Reserves and profits and losses transferred</b>

(4) In subsection (3), “financial year” (財政年度) has the meaning assigned to it by section 2(1) of the Companies Ordinance (Cap 32) [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)

### **Section 432**

Chapter:	1143	Title:	THE SPIRITUAL ASSEMBLY OF THE BAHAI'S OF HONG KONG INCORPORATION ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

“company” (公司、該公司) means the company incorporated, and registered by the name “The National Spiritual Assembly of the Baha’is of Hong Kong, under the relevant Ordinance; under the Companies Ordinance (Cap 32) and registered under that Ordinance by the name of “The National Spiritual Assembly of the Baha’is of Hong Kong”;

“employee” (僱員) means-

- (a) in relation to the company, a person who works for the company under a contract of employment; and
- (b) in relation to the Assembly, a person who works for the Assembly under a contract of employment and includes a person who was, immediately before the commencement of this Ordinance, a person referred to in paragraph (a);-

*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)

### **Section 433**

Chapter:	1143	Title:	THE SPIRITUAL ASSEMBLY OF THE BAHAI'S OF HONG KONG INCORPORATION ORDINANCE
Section:	11	Heading:	<b>Dissolution of the company</b>

(1) On the commencement of this Ordinance, the company shall, notwithstanding any provisions to the contrary in its constitution governing the winding up or dissolution of the company and notwithstanding the provisions of any other Ordinance, be deemed to be dissolved under section 291A(1) of the relevant Ordinance ~~Companies Ordinance (Cap 32)~~ as if, on that commencement, the Court of First Instance had made an order under that section that the company be struck off the register and dissolved and, accordingly, the Registrar of Companies shall, on that commencement, or so soon thereafter as is possible, strike the company off the register.

(2) For the avoidance of doubt, it is hereby declared that-

- (a) ~~section 291A(2) of the Companies Ordinance (Cap 32) shall not apply;~~ and
- (b) ~~section 291B of the Companies Ordinance (Cap 32) shall apply~~ section 745 of the Companies Ordinance (\_\_\_\_\_ of 2011) applies, to the company.

## Part 180

### Amendment to Rainier International Bank (Transfer of Hong Kong Undertaking) Ordinance (Cap. 1144)

#### **Section 434**

Chapter:	1144	Title:	RAINIER INTERNATIONAL BANK (TRANSFER OF HONG KONG UNDERTAKING) ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the subject or context otherwise requires-

“Hong Kong undertaking” (香港業務) means the business of the 9 Hong Kong branches of Rainier and all existing property and liabilities of Rainier of whatsoever nature pertaining thereto or which are derived therefrom, being business, property and liabilities which are governed by Hong Kong law, the transfer of which is governed by Hong Kong law or which are derived from the Hong Kong business of the said 9 Hong Kong branches, but excluding-

- (i) the cash sum to be repaid from the Hong Kong undertaking to Rainier pursuant to the provisions of the Agreement;
- (ii) the issued shares in the capital of Rainier International Finance Company Limited;
- (iii) the business of the home office of Rainier and of the branches of Rainier outside Hong Kong and all existing property and liabilities of Rainier of whatsoever nature pertaining thereto or derived therefrom; and
- (iv) documents required to be kept by Rainier pursuant to the provisions 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 \(\\_\\_\\_\\_\\_ of 2011\)](#);

## Part 181

### Amendments to First Pacific Bank Limited Ordinance (Cap. 1146)

#### **Section 435**

Chapter:	1146	Title:	FIRST PACIFIC BANK LIMITED ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

“excluded property” (除外財產) means the common seal of Far East Bank, documents (other than accounting records) required to be kept by Far East Bank pursuant to 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 \(\\_\\_\\_\\_\\_ of 2011\)](#) and the issued shares in the capital of First Pacific Bank beneficially owned by Far East Bank;

#### **Section 436**

Chapter:	1146	Title:	FIRST PACIFIC BANK LIMITED ORDINANCE
Section:	15	Heading:	<b>Saving for companies</b>

Nothing in this Ordinance shall prejudice the powers of First Pacific Bank to alter its articles ~~and memorandum~~ of association or to dispose of, or deal with, its property, security or liabilities or to carry on or discontinue any part of its business; and nothing in this Ordinance shall prejudice the powers of Far East Bank to dispose of, or deal with, its property, security or liabilities before the appointed day.

## Part 182

### Amendments to The Hong Kong Institute of Architects Incorporation Ordinance (Cap. 1147)

#### **Section 437**

Chapter:	1147	Title:	THE HONG KONG INSTITUTE OF ARCHITECTS INCORPORATION ORDINANCE
Section:	11	Heading:	<b>Particulars to be delivered to the Registrar of Companies</b>

(5) Any person may inspect any of the documents registered under this section upon payment of such fees as may be [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](#) ~~prescribed under section 304 of the Companies Ordinance (Cap 32) for the inspection of a document under section 305.~~

(6) The Institute shall pay such fees for registering any document under this Ordinance as may be [payable under the regulations made under section 25 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\) specified in the Eighth Schedule to the Companies Ordinance \(Cap 32\)](#), as if the Institute were a company not having a share capital.

## Part 183

### Amendments to The Hong Kong Institute of Surveyors Ordinance (Cap. 1148)

#### **Section 438**

Chapter:	1148	Title:	THE HONG KONG INSTITUTE OF SURVEYORS ORDINANCE
Section:	11	Heading:	<b>Particulars to be delivered to the Registrar of Companies</b>

(5) Any person may inspect any of the documents registered under this section upon payment of such fees as may be [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](#) ~~prescribed under section 304 of the Companies Ordinance (Cap 32) for the inspection of a document under section 305.~~

(6) The Institute shall pay such fees for registering any document under this Ordinance as may be [payable under the regulations made under section 25 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\) specified in the Eighth Schedule to the Companies Ordinance \(Cap 32\)](#) as if the Institute were a company not having a share capital.

## Part 184

### Amendments to Dao Heng Bank Limited Ordinance (Cap. 1152)

#### **Section 439**

Chapter:	1152	Title:	DAO HENG BANK LIMITED ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

“excluded property” (除外財產) means-

- (a) the common seal of Dao Heng Bank;
- (b) documents (other than accounting records) required to be kept by Dao Heng Bank pursuant

to 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);

(c) the issued share capital of Hang Lung Bank beneficially owned by Dao Heng Bank; and  
(d) the rights and benefits of Dao Heng Bank arising out of or in connection with the agreement dated 30 September 1989 and made between The Financial Secretary Incorporated and Dao Heng Bank relating to the acquisition by Dao Heng Bank of the shares in Hang Lung Bank;

### **Section 440**

Chapter:	1152	Title:	DAO HENG BANK LIMITED ORDINANCE
Section:	16	Heading:	<b>Saving for companies</b>

Nothing in this Ordinance shall prejudice the powers of Hang Lung Bank to alter its articles ~~and memorandum~~ of association or to dispose of, or deal with, its property, security or liabilities or to carry on or discontinue any part of its business; and nothing in this Ordinance shall prejudice the powers of Dao Heng Bank to dispose of, or deal with, its property, security or liabilities before the appointed day.

## **Part 185**

### **Amendments to The Hong Kong Institute of Planners Incorporation Ordinance (Cap. 1153)**

### **Section 441**

Chapter:	1153	Title:	THE HONG KONG INSTITUTE OF PLANNERS INCORPORATION ORDINANCE
Section:	11	Heading:	<b>Particulars to be delivered to the Registrar of Companies</b>

(5) Any person may inspect any of the documents registered under this section upon payment of such fees as may be 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 ~~prescribed under section 304 of the Companies Ordinance (Cap 32) for the inspection of a document under section 305.~~

(6) The Institute shall pay such fees for registering any document under this section as may be payable under the regulations made under section 25 of the Companies Ordinance ( \_\_\_\_\_ of 2011) specified in the Eighth Schedule to the Companies Ordinance (Cap 32) ~~as if the Institute were a company not having a share capital.~~

## **Part 186**

### **Amendment to Middle East Finance International Limited (Transfer of Undertaking) Ordinance (Cap. 1154)**

### **Section 442**

Chapter:	1154	Title:	MIDDLE EAST FINANCE INTERNATIONAL LIMITED (TRANSFER OF UNDERTAKING) ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the subject or context otherwise requires-

“excluded property” (除外財產) means-

- (a) the common seal of MEFIL;
- (b) documents (other than accounting records) required to be kept by MEFIL pursuant to 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 \(\\_\\_\\_\\_\\_ of 2011\)](#); and  
(c) the purchase consideration for the undertaking to be paid by Emirates Bank to MEFIL;

## Part 187

### Amendments to The Bank of Tokyo-Mitsubishi (Merger of Subsidiaries) Ordinance (Cap. 1161)

#### **Section 443**

Chapter:	1161	Title:	THE BANK OF TOKYO-MITSUBISHI (MERGER OF SUBSIDIARIES) ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the subject or context otherwise requires-

“excluded property” (除外財産) means-

- (a) the common seal of Mitsubishi Finance;
- (b) documents (other than accounting records) required to be kept by Mitsubishi Finance pursuant to 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 \(\\_\\_\\_\\_\\_ of 2011\)](#); and
- (c) the rights and benefits of Mitsubishi Finance arising out of or in connection with the merger agreement;

#### **Section 444**

Chapter:	1161	Title:	THE BANK OF TOKYO-MITSUBISHI (MERGER OF SUBSIDIARIES) ORDINANCE
Section:	19	Heading:	<b>Saving for companies</b>

Nothing in this Ordinance shall prejudice the powers of BOT International to alter its [memorandum and](#) articles of association or to dispose of, or deal with, its property, security or liabilities or to carry on or discontinue any part of its business; and nothing in this Ordinance shall prejudice the powers of Mitsubishi Finance to dispose of, or deal with, its property, security or liabilities before the appointed day.

## Part 188

### Amendments to The Hong Kong Institute of Landscape Architects Incorporation Ordinance (Cap. 1162)

#### **Section 445**

Chapter:	1162	Title:	THE HONG KONG INSTITUTE OF LANDSCAPE ARCHITECTS INCORPORATION ORDINANCE
Section:	11	Heading:	<b>Particulars to be delivered to the Registrar of Companies</b>

(5) Any person may inspect any of the documents registered under this section upon payment of such fees as may be [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.](#) ~~prescribed under section 304 of the Companies Ordinance (Cap 32) for the inspection of a document under section 305 of that Ordinance.~~

(6) The Institute shall pay such fees for registering any document under this Ordinance as may be

payable under the regulations made under section 25 of the Companies Ordinance ( \_\_\_\_\_ of 2011) specified in the Eighth Schedule to the Companies Ordinance (Cap 32), as if the Institute were a company not having a share capital.

## **Part 189**

### **Amendment to Lingnan University Ordinance (Cap. 1165)**

#### **Section 446**

Chapter:	1165	Title:	LINGNAN UNIVERSITY ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

“Lingnan Education Organization Limited” (嶺南教育機構有限公司) means the body corporate 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) as “Lingnan Education Organization Limited”;

“Lingnan University Alumni Association (Hong Kong) Limited” (嶺南大學香港同學會有限公司) means the body corporate 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) as “Lingnan University Alumni Association (Hong Kong) Limited”;

## **Part 190**

### **Amendments to Order of Friars Minor in Hong Kong Incorporation Ordinance (Cap. 1166)**

#### **Section 447**

Chapter:	1166	Title:	ORDER OF FRIARS MINOR IN HONG KONG INCORPORATION ORDINANCE
Section:	7	Heading:	<b>Registration with Registrar of Companies</b>

(4) Any person may inspect any of the documents registered under this section upon payment of such fee as may be 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 ~~prescribed under section 304 of the Companies Ordinance (Cap 32) for the inspection of a document under section 305 of that Ordinance.~~

(5) The corporation shall pay such fees for registering any document under this Ordinance as may be payable under the regulations made under section 25 of the Companies Ordinance ( \_\_\_\_\_ of 2011) specified in the Eighth Schedule to the Companies Ordinance (Cap 32) as if the corporation were a company not having a share capital.

## **Part 191**

### **Amendments to Bank of China (Hong Kong) Limited (Merger) Ordinance (Cap. 1167)**

#### **Section 448**

Chapter:	1167	Title:	BANK OF CHINA (HONG KONG) LIMITED (MERGER) ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the subject or context otherwise requires-



“excluded property and liabilities” (除外財產及法律責任) means-

- (a) the common seal of Hua Chiao;
- (b) documents required to be kept by Hua Chiao pursuant to 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);
- (c) the rights and liabilities of the transferring banks under the merger agreement;

“Registrar of Companies” (公司註冊處處長) means the Registrar of Companies appointed under section 303 of the Companies Ordinance (Cap 32) as in force on the day of the appointment;

“subsidiary” (附屬公司) has the meaning given by section 14 of the Companies Ordinance ( \_\_\_\_\_ of 2011) for the purposes of that Ordinance ~~assigned to it by section 2(4) of the Companies Ordinance (Cap 32)~~;

### ***Section 449***

Chapter:	1167	Title:	BANK OF CHINA (HONG KONG) LIMITED (MERGER) ORDINANCE
Section:	21	Heading:	<b>Saving for companies</b>

Nothing in this Ordinance shall prejudice the powers of any transferring bank, or Po Sang, Nanyang, Chiyu or BOC-CC to alter its articles of association, and its memorandum of association (if applicable), ~~memorandum and articles of association~~ or other constitutive documents or to dispose of, or deal with, its property, security interests or liabilities or to carry on or discontinue any part of its business; and nothing in this Ordinance shall prejudice the power of any member of the Bank of China Group to dispose of, or deal with, their property, security interests or liabilities before the appointed time.

## **Part 192**

### **Amendments to The Bank of East Asia, Limited Ordinance (Cap. 1168)**

#### ***Section 450***

Chapter:	1168	Title:	THE BANK OF EAST ASIA, LIMITED ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the subject or context otherwise requires-

“excluded property” (除外財產) means-

- (a) the common seal of United Chinese Bank;
- (b) documents (other than accounting records) required to be kept by United Chinese Bank pursuant to 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);
- (c) the issued share capital of United Chinese Bank beneficially owned by Bank of East Asia;

#### ***Section 451***

Chapter:	1168	Title:	THE BANK OF EAST ASIA, LIMITED ORDINANCE
Section:	17	Heading:	<b>Saving for companies</b>

Nothing in this Ordinance shall prejudice the powers of Bank of East Asia to alter its memorandum and ~~articles of association~~ or to dispose of, or deal with, its property, security or liabilities or to carry on or discontinue any part of its business; and nothing in this Ordinance shall prejudice the powers of United Chinese Bank to dispose of, or deal with, its property, security or liabilities before the appointed day.

## Part 193

### Amendments to Mizuho Corporate Bank, Ltd. (Hong Kong Consolidation) Ordinance (Cap. 1169)

#### **Section 452**

Chapter:	1169	Title:	MIZUHO CORPORATE BANK, LTD. (HONG KONG CONSOLIDATION) ORDINANCE
		Heading:	<b>Preamble</b>

鑑於—

(e) Mizuho Holdings, Inc. (下稱“瑞穗控股”)是根據日本法律成立的銀行及長期信貸銀行**控股公司控權公司**；

#### **Section 453**

Chapter:	1169	Title:	MIZUHO CORPORATE BANK, LTD. (HONG KONG CONSOLIDATION) ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

“subsidiary” (附屬公司) has the meaning given by section 14 of the Companies Ordinance (\_\_\_\_\_ of 2011) for the purposes of that Ordinance assigned to it by section 2 of the Companies Ordinance (Cap 32);

## Part 194

### Amendments to The Bank of East Asia, Limited (Merger) Ordinance (Cap. 1170)

#### **Section 454**

Chapter:	1170	Title:	THE BANK OF EAST ASIA, LIMITED (MERGER) ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the subject or context otherwise requires-

“excluded property” (除外財產) means-

- (a) the common seal of First Pacific Bank;
- (b) documents (other than accounting records) required to be kept by First Pacific Bank pursuant to 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);
- (c) the issued share capital of First Pacific Bank represented by the paid-up shares beneficially owned by Bank of East Asia;

#### **Section 455**

Chapter:	1170	Title:	THE BANK OF EAST ASIA, LIMITED (MERGER) ORDINANCE
Section:	17	Heading:	<b>Saving for companies</b>

Nothing in this Ordinance shall prejudice the powers of Bank of East Asia to alter its ~~memorandum and~~ articles of association or to dispose of, or deal with, its property, security interests or liabilities or to carry on or discontinue any part of its business; and nothing in this Ordinance shall prejudice the powers of First Pacific Bank to dispose of, or deal with, its property, security interests or liabilities before the appointed day.

## Part 195

### Amendments to CITIC Ka Wah Bank Limited (Merger) Ordinance (Cap. 1171)

#### **Section 456**

Chapter:	1171	Title:	CITIC KA WAH BANK LIMITED (MERGER) ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

“excluded property and liabilities” (除外財產及法律責任) means-

- (a) the common seal of CITIC Ka Wah Bank;
- (b) documents required to be kept by CITIC Ka Wah Bank pursuant to 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 \(\\_\\_\\_\\_\\_ of 2011\)](#);

“Registrar of Companies” (公司註冊處處長) means the Registrar of Companies appointed under section 303 of the Companies Ordinance (Cap 32) [as in force on the day of the appointment](#);

#### **Section 457**

Chapter:	1171	Title:	CITIC KA WAH BANK LIMITED (MERGER) ORDINANCE
Section:	18	Heading:	<b>Saving for companies</b>

Nothing in this Ordinance shall prejudice the powers of Hongkong Chinese Bank to alter its ~~memorandum and~~ articles of association or to dispose of, or deal with, its property, security interests or liabilities or to carry on or discontinue any part of its business; and nothing in this Ordinance shall prejudice the powers of CITIC Ka Wah Bank to alter its ~~memorandum and~~ articles of association or to dispose of, or deal with, its property, security interests or liabilities before the appointed day.

## Part 196

### Amendments to Dao Heng Bank Limited (Merger) Ordinance (Cap. 1172)

#### **Section 458**

Chapter:	1172	Title:	DAO HENG BANK LIMITED (MERGER) ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the subject or context otherwise requires-

“Registrar of Companies” (公司註冊處處長) means the Registrar of Companies appointed under section 303 of the Companies Ordinance (Cap 32) [as in force on the day of the appointment](#);

“subsidiary” (附屬公司) has the meaning [given by section 14 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\) for the purposes of that Ordinance](#) ~~assigned to it by section 2 of the Companies Ordinance (Cap 32)~~;

“excluded property” (除外財產) means-

- (a) the common seal of each of the transferring banks;
- (b) documents required to be kept by the transferring banks pursuant to 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 \(\\_\\_\\_\\_\\_ of 2011\)](#);

- (c) the issued share capital of DBS Kwong On Bank represented by the paid-up shares beneficially owned by DBS Group Holdings (Hong Kong) Ltd.;
- (d) the issued share capital of Overseas Trust Bank represented by the paid-up shares beneficially owned by Dao Heng Bank;

### ***Section 459***

Chapter:	1172	Title:	DAO HENG BANK LIMITED (MERGER) ORDINANCE
Section:	18	Heading:	<b>Saving for companies</b>

Nothing in this Ordinance shall prejudice the powers of [Dao Heng Bank to alter its ~~Dao Heng Bank to alter its memorandum and~~](#) articles of association or to dispose of, or deal with, its property, security interests or liabilities or to carry on or discontinue any part of its business; and nothing in this Ordinance shall prejudice the powers of any member of the [DBS Group to alter its articles of association, and its memorandum of association \(if applicable\) ~~DBS Group to alter its memorandum and articles of association~~](#) or to dispose of, or deal with, its property, security interests or liabilities before the appointed day.

## **Part 197**

### **Amendments to The Bank of East Asia, Limited (Merger of Subsidiaries) Ordinance (Cap. 1173)**

### ***Section 460***

Chapter:	1173	Title:	THE BANK OF EAST ASIA, LIMITED (MERGER OF SUBSIDIARIES) ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

“excluded property” (除外財產) means-

- (a) the common seal of each of the merging entities;
- (b) documents (other than accounting records) required to be kept by the merging entities pursuant to 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 \( of 2011\)](#); and

“Registrar of Companies” (公司註冊處處長) means the Registrar of Companies appointed under section 303 of the Companies Ordinance (Cap 32) [as in force on the day of the appointment](#);

### ***Section 461***

Chapter:	1173	Title:	THE BANK OF EAST ASIA, LIMITED (MERGER OF SUBSIDIARIES) ORDINANCE
Section:	16	Heading:	<b>Saving for companies</b>

Nothing in this Ordinance shall prejudice the powers of Bank of East Asia to alter its [memorandum and](#) articles of association or to dispose of, or deal with, its property, security interests or liabilities or to carry on or discontinue any part of its business; and nothing in this Ordinance shall prejudice the powers of EACredit or EAFinance to alter their respective [memorandum and](#) articles of association or to dispose of, or deal with, their respective property, security interests or liabilities before the appointed day.

## Part 198

# Amendments to Standard Chartered Bank (Hong Kong) Limited (Merger) Ordinance (Cap. 1174)

### **Section 462**

Chapter:	1174	Title:	STANDARD CHARTERED BANK (HONG KONG) LIMITED (MERGER) ORDINANCE
		Heading:	<b>Preamble</b>

鑑於—

(g) 渣打銀行(香港)、渣打、Manhattan Card Company、渣打財務、Standard Chartered International 及 Chartered Capital 是以渣打集團有限公司為最終~~控股公司~~控權公司的渣打公司集團(下稱“渣打集團”)的成員；

### **Section 463**

Chapter:	1174	Title:	STANDARD CHARTERED BANK (HONG KONG) LIMITED (MERGER) ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the subject or context otherwise requires—

“excluded property and liabilities” (除外財產及各項法律責任) means—

- (a) the common seal of each of the transferring entities;
- (b) documents required to be kept by the transferring entities pursuant to 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) and, in the case of Standard Chartered, the Companies Act 1985 of England and Wales;
- (c) the issued and unissued share capital of Manhattan Card Company, Standard Chartered Finance, Standard Chartered International and Chartered Capital and rights in respect thereof;

“Registrar of Companies” (公司註冊處處長) means the Registrar of Companies appointed under section 303 of the Companies Ordinance (Cap 32) as in force on the day of the appointment;

“subsidiary” (附屬公司) has the meaning given by section 14 of the Companies Ordinance (\_\_\_\_\_ of 2011) for the purposes of that Ordinance ~~assigned to it by section 2(4) of the Companies Ordinance (Cap 32)~~;

### **Section 464**

Chapter:	1174	Title:	STANDARD CHARTERED BANK (HONG KONG) LIMITED (MERGER) ORDINANCE
Section:	19	Heading:	<b>Saving for companies</b>

Nothing in this Ordinance shall prejudice the powers of Standard Chartered Bank (Hong Kong) to alter its Standard Chartered Bank (Hong Kong) to alter its memorandum and articles of association or to dispose of, or deal with, its property, security interests or liabilities or to carry on or discontinue any part of its business; and nothing in this Ordinance shall prejudice the powers of any member of the Standard Chartered Group to alter its articles of association, and its memorandum of association (if applicable) Standard Chartered Group to alter its memorandum and articles of association or to dispose of, or deal with, its property, security interests or liabilities prior to the appointed day.

## Part 199

### Amendments to Wing Hang Bank, Limited (Merger) Ordinance (Cap. 1176)

#### **Section 465**

Chapter:	1176	Title:	WING HANG BANK, LIMITED (MERGER) ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the subject or context otherwise requires—

“excluded property” (除外財產) means—

- (a) the common seal of Chekiang First Bank;
- (b) documents required to be kept by Chekiang First Bank pursuant to 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 \(\\_\\_\\_\\_\\_ of 2011\)](#);
- (c) the issued share capital of Chekiang First Bank represented by the paid-up shares beneficially owned by Wing Hang Bank;

“Registrar of Companies” (公司註冊處處長) means the Registrar of Companies appointed under section 303 of the Companies Ordinance (Cap 32) [as in force on the day of the appointment](#);

“subsidiary” (附屬公司) has the meaning [given by section 14 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\) for the purposes of that Ordinance](#) ~~assigned to it by section 2 of the Companies Ordinance (Cap 32)~~;

#### **Section 466**

Chapter:	1176	Title:	WING HANG BANK, LIMITED (MERGER) ORDINANCE
Section:	18	Heading:	<b>Saving for companies</b>

Nothing in this Ordinance shall prejudice the powers of Wing Hang Bank to alter its ~~memorandum and~~ articles of association or to dispose of, or deal with, its property, security interests or liabilities or to carry on or discontinue any part of its business; and nothing in this Ordinance shall prejudice the powers of Chekiang First Bank to alter its ~~memorandum and~~ articles of association or to dispose of, or deal with, its property, security interests or liabilities before the appointed day.

## Part 200

### Amendments to Citibank (Hong Kong) Limited (Merger) Ordinance (Cap. 1177)

#### **Section 467**

Chapter:	1177	Title:	CITIBANK (HONG KONG) LIMITED (MERGER) ORDINANCE
		Heading:	<b>Preamble</b>

鑑於—

- (d) 花旗(香港)是花旗的全資附屬公司，並屬以 Citigroup Inc. 為最終[控股公司控權公司](#)的花旗公司集團的成員；



## ***Section 468***

Chapter:	1177	Title:	CITIBANK (HONG KONG) LIMITED (MERGER) ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the subject or context otherwise requires—

“excluded property and liabilities” (除外財產及法律責任) means—

- (a) the common seal of Citibank, Hong Kong Branch;
- (b) documents required to be kept by Citibank, Hong Kong Branch pursuant to 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 \(\\_\\_\\_\\_\\_ of 2011\)](#) and other applicable law;
- (c) any liability recorded in the books of Citibank, Hong Kong Branch as being due to Citibank under the caption “Profit/Loss Awaiting Remittance”; and

~~“Registrar of Companies” (公司註冊處處長) means the Registrar of Companies appointed under section 303 of the Companies Ordinance (Cap 32);~~

~~“subsidiary” (附屬公司) has the meaning [given by section 14 of the Companies Ordinance \(\\_\\_\\_\\_\\_ of 2011\)](#) for the purposes of that Ordinance assigned to it by section 2(4) of the Companies Ordinance (Cap 32);~~

## ***Section 469***

Chapter:	1177	Title:	CITIBANK (HONG KONG) LIMITED (MERGER) ORDINANCE
Section:	15	Heading:	<b>Saving for companies</b>

Nothing in this Ordinance shall prejudice the powers of [Citibank \(Hong Kong\) to alter its ~~Citibank \(Hong Kong\) to alter its memorandum and~~](#) articles of association or to dispose of, or deal with, its property, security interests or liabilities or to carry on or discontinue any part of its business; and nothing in this Ordinance shall prejudice the powers of Citibank to alter its memorandum and articles of association or to dispose of, or deal with, its property, security interests or liabilities prior to the appointed day.

## **Part 201**

### **Amendments to Industrial and Commercial Bank of China (Asia) Limited (Merger) Ordinance (Cap. 1178)**

## ***Section 470***

Chapter:	1178	Title:	INDUSTRIAL AND COMMERCIAL BANK OF CHINA (ASIA) LIMITED (MERGER) ORDINANCE
		Heading:	<b>Preamble</b>

鑑於—

(c) Belgian Bank 是中國工商(亞洲)的全資附屬公司，並且是中國工商(亞洲)集團成員。The Industrial and Commercial Bank of China (中國工商銀行)為中國工商(亞洲)的最終[控股公司](#) [控權公司](#)；

## **Section 471**

Chapter:	1178	Title:	INDUSTRIAL AND COMMERCIAL BANK OF CHINA (ASIA) LIMITED (MERGER) ORDINANCE
Section:	2	Heading:	<b>Interpretation</b>

(1) In this Ordinance, unless the subject or context otherwise requires—

“excluded property” (除外財產) means—

- (a) such documents and records as are required to be kept by Belgian Bank pursuant to the Belgian Companies Code, as amended, and the laws of Belgium of 17 July 1975 regarding the accounts of companies, as amended;
- (b) such documents and records as are required to be kept by Belgian Bank, Hong Kong Branch pursuant to 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) and other applicable laws; and
- (c) the issued share capital of Belgian Bank represented by the paidup shares beneficially owned by ICBC (Asia);

“subsidiary” (附屬公司) has the meaning given by section 14 of the Companies Ordinance (\_\_\_\_\_ of 2011) for the purposes of that Ordinance ~~assigned to it by section 2 of the Companies Ordinance (Cap 32);~~

## **Section 472**

Chapter:	1178	Title:	INDUSTRIAL AND COMMERCIAL BANK OF CHINA (ASIA) LIMITED (MERGER) ORDINANCE
Section:	18	Heading:	<b>Saving for companies</b>

Nothing in this Ordinance shall prejudice the powers of ~~ICBC (Asia) to alter its memorandum and~~ ICBC (Asia) to alter its articles of association or to dispose of, or deal with, its property, security interests or liabilities or to carry on or discontinue any part of its business; and nothing in this Ordinance shall prejudice the powers of Belgian Bank to alter its memorandum and articles of association or to dispose of, or deal with, its property, security interests or liabilities before the appointed day.