

Bills Committee on Companies Bill
Proposed amendments to Schedules 9 and 9A

CB(1)2059/11-12(01)

The table below sets out the proposed amendments to the revised Schedule 9 (“*Consequential and Related Amendments to Companies Ordinance (Cap. 32) and its Subsidiary Legislation*”) and the new Schedule 9A (“*Consequential and Related Amendments to Other Ordinances and Subsidiary Legislation*”) contained in the LegCo Paper No. CB(1)1033/11-12(02) “*Consequential amendments*”. Marked-up copy of the proposed amendments to Schedule 9 (Items 1 to 31 of the table) and Schedule 9A (Items 32 to 80 of the table) in numerical order is at **Annex** (Schedule 9 at pages 1 to 40 and Schedule 9A at pages 41 to 90) for reference.

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

Bills Committee: Bills Committee on Companies Bill

CB: Companies Bill

CO: Companies Ordinance (Cap. 32)

C(WUMP)O: Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)

CSA: Committee Stage Amendment

LegCo: Legislative Council

Registrar: Registrar of Companies

Item	Relevant provision in Schedule	Proposed amendment to Schedule	Remarks
Schedule 9 (“<u>Consequential and Related Amendments to Companies Ordinance (Cap. 32) and its Subsidiary Legislation</u>”)			
<u>Different Parts of Schedule 9</u>			
1	As applicable	Amend “ 控股公司 ” to “ 控權公司 ”.	<ul style="list-style-type: none"> • These amendments are proposed in response to the LegCo Legal Adviser’s comment that the rendition of “holding company” as “控股公司” in Cap. 32 should be amended to “控權公司” to align with the rendition in CB. • The relevant sections in Schedule 9 are sections 3(14A) and (18A), 4(1) and 94A.

Item	Relevant provision in Schedule	Proposed amendment to Schedule	Remarks
2	As applicable	Amend “註冊” to “登記”.	<ul style="list-style-type: none"> • These amendments are proposed in response to the LegCo Legal Adviser’s observation that in CB, “registration” is rendered as “註冊” for registration of a company or an office and as “登記” for registration of a document. The same should also apply to the rendition in Cap. 32. • The relevant sections in Schedule 9 are sections 6A, 7(1) and (8), 8A(2), 9A(3) and (5), 113A(2), 114(1) and (8), 138(3) and 185(3).
3	As applicable	Amend “分配” to “配發”.	<ul style="list-style-type: none"> • These amendments are proposed in response to the LegCo Legal Adviser’s observation that “allotment” rendered as “分配” in Cap. 32 should be amended to “配發” to align with the rendition in CB. • The relevant sections in Schedule 9 are sections 8A(1), 8B, 8C, 9(1), (2) and (4), 9A(1), (2) and (4), 9B(1) and (2), 9C(1) and (2), 9D(1) and (2), 85(1), 113A(1), 137(1A) and (8), 138(1) and (5), 140(1A) and (1B), 146(1) and 171(11A) and (14A).
Part 1 – Amendments to Companies Ordinance (Cap. 32)			
4	Heading of Schedule 9	Further amend the heading of Schedule 9 to “Consequential and Related Amendments to <u>Companies Ordinance (Cap. 32) and its Subsidiary Legislation</u> ”.	<ul style="list-style-type: none"> • This amendment is proposed to improve clarity in defining the ambit of Schedule 9.
5	Section 3(16)	Amend the definition of “pre-amended Ordinance” in section 2(1) of Cap. 32 to mean “the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 <u>2</u> of Schedule 9 to the Companies Ordinance (of 2011)”.	<ul style="list-style-type: none"> • Section 1 of the original Schedule 9 to CB amends the short title of “Companies Ordinance (Cap. 32)” to “Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”. • In the revised Schedule 9 to CB, section 1 will become section 2.

Item	Relevant provision in Schedule	Proposed amendment to Schedule	Remarks
6	Section 7(7)	Amend the new section 38D(7A)(b) under the “Add” part to “(b) any other requirements that the Registrar may specify, by any means that the Registrar thinks fit, for the purpose of—...”.	<ul style="list-style-type: none"> At the Bills Committee meeting on 21 May 2012, Members agreed that “by any means that the Registrar thinks fit” should be deleted lest this may be unrestricted authorization.
7	Section 41	Amend section 41 of Schedule 9 to “Sections... 2 and 101 and 102... ”	<ul style="list-style-type: none"> These amendments are to remove the originally proposed amendments to section 102 of Cap. 32 and to delete section 102.
8	Section 42	Delete section 42 of Schedule 9.	<ul style="list-style-type: none"> Section 42(2) and (3) of Schedule 9 was intended to align section 102(2) of Cap. 32 with clause 626(2) in Part 12 of CB. Clause 626(2) is derived from section 102(2) of CO (Cap. 32) with the specified period changed from 30 years to 20 years. However, in response to Members’ concerns at the Bills Committee that clause 626(2) might prejudice the rights of shareholders, we agreed to propose CSA to remove clause 626(2) in its entirety (see paragraphs 38 to 40 of the LegCo Paper No. CB(1)1277/11-12(01) “<i>Administration’s response to issues raised by members at the meetings on 16 December 2011 and 6 January 2012 in relation to Part 12</i>”). Given the above development, section 102 of Cap. 32 should be repealed as provisions relating to register of members are now in CB.
9	Section 49	Instead of breaking the amendments into subsections, repeal section 115 of Cap. 32 and substitute with an amended section 115.	<ul style="list-style-type: none"> Drafting change for better presentation. No substantive change from the previous section 49 of Schedule 9.
10	Section 78	Instead of breaking the amendments into subsections, repeal section 168J of Cap. 32 and substitute with an amended section 168J.	<ul style="list-style-type: none"> Drafting change for better presentation. No substantive change from the previous section 78 of Schedule 9.

Item	Relevant provision in Schedule	Proposed amendment to Schedule	Remarks
11	New section 95A	Amend “未予分發” in section 285(1) of Cap. 32 to “未派發”.	<ul style="list-style-type: none"> The expression “undistributed assets” in rules 183(2), (3) and (4) and 184 of and Forms 97 and 105 of the Appendix to Cap. 32H is rendered as “未派發的資產” or “未派發資產”. Accordingly, “undistributed assets” in section 285(1) should be rendered as “未派發的公司資產”.
12	Section 100	Amend “Sections ...304 and 305A” to “Sections...304, <u>305</u> and 305A”.	<ul style="list-style-type: none"> This amendment is proposed in response to the LegCo Legal Adviser’s observation that section 305 should also be repealed.
13	Section 103	Amend section 103 to “Section 308 S substituted”.	<ul style="list-style-type: none"> Drafting change.
14	Section 104	<p>Amend the new section 308A of Cap. 32 to the following:</p> <p>“308A. Exceptions to section 308</p> <p>(1) If a company registered but not formed under the Companies Ordinance (of 2011) is wound up, every person who has a relevant liability is—</p> <p>(a) a contributory in respect of the company’s debts and liabilities contracted before registration; and</p> <p>(b) a contributory who is liable to contribute to the assets of the company, in the course of the winding up, all sums due from the person in respect of the relevant liability.</p>	<ul style="list-style-type: none"> The new section 308A is to re-enact section 322(3)(f) and (g) of Cap. 32. The amendments are to ensure that the wording of the new section 308A accurately reflects section 322(3)(f) and (g) of Cap. 32. Please see Item (e) at page 10 of the LegCo Paper No. CB(1)1907/11-12(01) “<i>Administration’s paper on consequential amendments to be introduced pursuant to the enactment of the Companies Bill</i>” discussed by Members on 21 May 2012.

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		<p>(2) In subsection (1)—</p> <p><i>relevant liability</i> () means the liability to pay or contribute to the payment of—</p> <p>(a) the company’s debts and liabilities contracted before the registration;</p> <p>(b) any sum for the adjustment of the rights of the members among themselves in respect of those debts and liabilities; or</p> <p>(c) the costs and expenses of winding up the company, so far as relating to those debts and liabilities.</p> <p>(3) In the event of the death or bankruptcy of such a contributory, the provisions of this Ordinance with respect to the personal representatives of deceased contributories, and to the trustees of bankrupt contributories, apply.”.</p>	
15	Section 105	<p>Amend section 309 of Cap. 32 in section 105 of Schedule 9 to the following:</p> <p>“309. Application of Ordinance to companies re-registered under Companies Ordinances</p> <p>(1) This Ordinance as read with section 128 of the Companies Ordinance (of 2011) applies to an unlimited company registered as a limited company under—</p>	<ul style="list-style-type: none"> • The amendments are to align with the approach adopted in section 103 of Schedule 9 (relating to section 308 of Cap. 32).

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		<p>(a) section 58 of the Companies Ordinance 1911 (58 of 1911);</p> <p>(b) section 19 of the pre-amended Ordinance; and</p> <p>(c) section 125 of the Companies Ordinance (of 2011).</p> <p>(2) For the purposes of applying this Ordinance to an unlimited company registered as a limited company under the Companies Ordinance 1911 (58 of 1911), the pre-amended Ordinance or the Companies Ordinance (of 2011), a reference in this Ordinance to the date of registration is to be read as the date on which the unlimited company was registered as a limited company under the Companies Ordinance 1911 (58 of 1911), the pre-amended Ordinance or the Companies Ordinance (of 2011), as the case may be.”.</p>	
16	New section 105A	Amend the heading of Part IX of Cap. 32 to “COMPANIES NOT FORMED UNDER THIS ORDINANCE AUTHORIZED TO REGISTER UNDER THIS ORDINANCE, BUT REGISTERED UNDER COMPANIESORIDNANCES”.	<ul style="list-style-type: none"> The amendment is proposed to align with the approach to amending the heading of Part VIII (section 101 of Schedule 9) and heading of sections 308 and 309 (sections 103 and 105(1) of Schedule 9).
17	Section 114(7)	Amend the new section 342C(7A)(b) under the “Add” part to “(b) any other requirements that the Registrar may specify, by any means that the	<ul style="list-style-type: none"> At the Bills Committee meeting on 21 May 2012, Members agreed that “by any means that the Registrar thinks fit” should be deleted lest this may be unrestricted authorization.

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		Registrar thinks fit , for the purpose of—...”.	
18	Section 129(2)	Amend section 129(2) to “Repeal subsections (1), (2), (3A), (4) and , (5) and (10).	<ul style="list-style-type: none"> • Drafting change.
19	Section 140(1)	Add an entry (zzzzzaa) to section 140(1) of Schedule 9 to repeal the entry in the Twelfth Schedule relating to section 168BAI(3) of Cap. 32.	<ul style="list-style-type: none"> • This amendment is proposed to correspond with the repeal of section 168BAI(3) under Part IVAAA (section 73 of Schedule 9).
20	Section 144	(I) Amend section 144(1) to “Seventeenth Schedule, Part I, paragraph <u>section 6</u> ”.	<ul style="list-style-type: none"> • Drafting change.
		(II) Add a new section 144(2) to amend“分發” in section 7(a)(ii) Part 1 of the Seventh Schedule to Cap. 32 to “分派”.	<ul style="list-style-type: none"> • “Distribution” of profits is rendered as “分派” in CB. This amendment is thus proposed for alignment with CB.
21	Section 146(2)	<p>Amend section 146(2) (previously section 146(1)) of Schedule 9 to the following:</p> <p>Repeal</p> <p>“<u>the subsidiary undertaking’s memorandum of articles or equivalent constitutional documents</u>”</p> <p>Substitute</p> <p>“constitution—<u>any document constituting or regulating the subsidiary undertaking</u>”.</p>	<ul style="list-style-type: none"> • This amendment is proposed in response to the LegCo Legal Adviser’s observation that the Administration would review the use of “constitution”. • This amendment is proposed to align with the CSAs to section 2(2)(a) and (b)(i) of Schedule 1 to CB.
22	Section 146(3)	Amend section 146(3) (previously section 146(2))	

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		<p>of Schedule 9 to the following:</p> <p>Repeal</p> <p><u>“the memorandum of articles, or equivalent constitutional documents of the undertaking”</u></p> <p>Substitute</p> <p><u>“constitution—any document constituting or regulating the subsidiary undertaking”.</u></p>	
<u>New Part 1A – Amendment to Companies (Amendment) Ordinance 2012 (12 of 2012)</u>			
23	New section 147A	Repeal Part 7 of Ord. 12 of 2012.	<ul style="list-style-type: none"> Part 7 provides for amendments relating to paperless holding and transfer of shares and debentures, and is restated in clause 896 of and Schedule 8 to CB.
<u>Part 3 – Amendments to Companies (Fees and Percentage) Order (Cap. 32 sub. leg. C)</u>			
24	Section 151	Instead of breaking the amendments into subsections, repeal Schedule 1 to Cap. 32C and substitute with an amended Schedule 1.	<ul style="list-style-type: none"> Drafting change for better presentation. No substantive change from the previous section 49 of Schedule 9.
25	New section 151A	Amend “分發” in item 6(a) and (b) of Table A and number IV 3 of Table B to Schedule 3 to Cap. 32C to “派發”.	<ul style="list-style-type: none"> The expression “distribution” when used in the context of liquidation is rendered as “派發”, thus “undistributed funds” in item 6(a) and (b) of Table A of Schedule 3 to Cap. 32C should be rendered as “未派發的款項”. Please see Form 97 of the Appendix to Cap. 32H. For “amount distributed in dividend” in number IV(3) of Table B of Schedule 3 to Cap. 32C, it should be rendered as “派發的攤還債款款額”. Please see rule 146(1) of Cap. 32H.

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<u>Part 6 – Amendments to Companies (Winding-Up) Rules (Cap. 32 sub. leg. H)</u>			
26	New section 159A	Delete the reference to Form 3A in rule 22 of Cap. 32H.	<ul style="list-style-type: none"> Form 3A in the Appendix to Cap. 32H will be repealed as the form for a petition by minority shareholders will be moved to the Companies (Unfair Prejudice Applications) Proceedings Rules, which are new rules made pursuant to clause 716 of Part 14 of CB.
27	New section 166A	Amend “Receiving Order in bankruptcy” in rule 125 of Cap. 32H to “bankruptcy order”.	<ul style="list-style-type: none"> This new item is proposed to align with the consequential amendment to rule 155 of Cap. 32H (section 168 of Schedule 9) in response to the LegCo Legal Adviser’s suggestion. Under the Bankruptcy (Amendment) Ordinance 1996 (76 of 1996), the making of a “Receiving Order” in pursuance of a bankruptcy petition was amended to the making of a “bankruptcy order” (see section 9 of the Bankruptcy Ordinance (Cap. 6)).
28	Section 170	Delete section 170 of Schedule 9.	<ul style="list-style-type: none"> The deletion is proposed because a CSA will be introduced to add a new provision to section 116 of Schedule 10 to CB to provide that Cap. 32H, as in force immediately before the commencement date of Division 2 of Part 14 of CB, will continue to apply in relation to a petition presented before that commencement date under section 168A of the predecessor Ordinance (as defined in clause 2 of CB), and any order made pursuant thereto.
29	New section 171(4A)	Repeal Form 3A and Form 4A in the Appendix to Cap. 32H.	<ul style="list-style-type: none"> For repeal of Form 3A, please see Item 26 above. Form 4A will be repealed and will not be restated in the Companies (Unfair Prejudice Applications) Proceedings Rules.
30	New section 171(21A)	Amend “股票” in Form 73 of the Appendix to Cap. 32H to “股份證明書”.	<ul style="list-style-type: none"> This is to align with the rendition of “share certificate” in CB.

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<u>Part 10 – Amendments to Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Cap. 32 sub. leg. L)</u>			
31	Section 182	<p>(I) Amend the heading of section 182 of Schedule 9 to “Section 6 amended (Exemptions for valuation of operating leases from requirement to set out valuation report)”.</p> <p>(II) Amend section 182(1) to the following:</p> <p>(1) Section 6(1)(a)–</p> <p style="padding-left: 40px;">Repeal</p> <p style="padding-left: 40px;">“<u>under</u> the Ordinance”</p> <p style="padding-left: 40px;">Substitute</p> <p style="padding-left: 40px;">“<u>under</u> a former Companies Ordinance or the Companies Ordinance (of 2011)”.</p> <p>(III) Amend “the Ordinance” in the definition of “group” in section 6(7) of Cap. 32L to “a former Companies Ordinance or the Companies Ordinance (of 2011)”.</p> <p>(IV) Amend “under the Ordinance” in section 6(8) of Cap. 32L to “under a former Companies Ordinance or the Companies Ordinance (of 2011)”.</p>	<ul style="list-style-type: none"> • The Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) (Amendment) Notice 2011 repealed section 6 of Cap. 32L and introduced a new section 6. The amendment commenced operation on 1 January 2012. • The heading of section 6 and the existing consequential amendment to the old section 6(1) of Cap. 32L have to be amended as appropriate. • The references to “the Ordinance” have to be amended as appropriate.

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Schedule 9A (“Consequential and Related Amendments to Other Ordinances and Subsidiary Legislation”)			
32	As applicable	Amend “section 1 of Schedule 9 to the Companies Ordinance (of 2011)” to “section 2 of Schedule 9 to the Companies Ordinance (of 2011)”.	<ul style="list-style-type: none"> Section 1 of the original Schedule 9 to CB amends the short title of “Companies Ordinance (Cap. 32)” to “Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”. In the revised Schedule 9 to CB, section 1 will become section 2. The relevant provisions in Schedule 9A are sections 7, 9(1), 51(6), 53(6), 54(6), 55(6), 59(2), 60(1), 73(2), 78(2), 81(1), 83, 99, 111(1), 111(2), 146(1), 150(1), 150(2), 162, 182(3), 184, 185, 194(3), 210, 223, 224, 261, 280(2), 294(2), 346(17), 385(11), 401(2), 427, 430(2), 432(3), 434, 435, 439, 442, 443, 446, 448(1), 450, 454, 456(1), 458(1), 460(1), 463(1), 465(1), 468(1) and 471(1).
Part 4 – Amendments to The Rules of the High Court (Cap. 4 sub. leg. A)			
33	Heading of Part 4	Amend the heading to “Amendments to <u>The Rules of the High Court</u> ”.	<ul style="list-style-type: none"> Cap. 4A is called “The Rules of the High Court” in the Laws of Hong Kong.
34	Section 4	(I) Amend section 4(1) of Schedule 9A to “(1)...rule 2(2)...”.	<ul style="list-style-type: none"> Drafting change to make a more specific reference.
		(II) Add a new section 4(2) to amend the rule 2(2) of Order 1 of TABLE of Cap. 4A by adding a new Item (2A), as follows: Proceedings Enactments <u>2A. Proceedings relating to Companies</u> <u>remedies for unfair Ordinance</u> <u>prejudice to members’ (of 2011),</u>	<ul style="list-style-type: none"> Upon commencement of CB, unfair prejudice proceedings under Division 2 (“Remedies for Unfair Prejudice to Members’ Interests”) of Part 14 of CB shall follow the Companies (Unfair Prejudice Applications) Proceedings Rules instead of The Rules of the High Court.

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		<u>interests.</u> <u>section 716.</u>	
<u>Part 13 – Amendments to Insurance Companies Ordinance (Cap. 41)</u>			
35	Section 23(3)	Amend the definition of “holding company” in section 2(1) of Cap. 41 to “ holding company (控權公司) has the meaning given by section 12 of the Companies Ordinance (of 2011) <u>for the purposes of that Ordinance;</u> ”.	<ul style="list-style-type: none"> • This amendment is proposed in response to the LegCo Legal Adviser’s comments on section 171(4) of Schedule 9A. • The Legal Adviser noted that “for the purposes of that Ordinance” is added to the definition of “subsidiary” in some provisions in Schedule 9A (e.g. section 66). The same should be adopted for the definition of “holding company”.
36	Section 52	<p>(I) Amend section 52(3) of Schedule 9A to the following:</p> <p>Repeal</p> <p>everything after “parent in accordance with”</p> <p>Substitute</p> <p>“<u>undertaking or subsidiary undertaking is construed in accordance with Schedule 1 to the Companies Ordinance (of 2011).</u>”.</p>	<ul style="list-style-type: none"> • With the proposed amendment, paragraph 1A(1) of Part 1 of the Third Schedule to Cap. 41 will read as follows: “1A. (1) A reference in Part 1, 2, 3 or 4 of this Schedule to parent company undertaking 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).” • This amendment is proposed pursuant to the CSA to Part 1 of CB to delete section 4 of Schedule 1 to CB (meaning that the term “parent company” will no longer be used in CB).
		<p>(II) Add a new section 52(3A) to amend paragraph 1A(2)(a) by adding “undertaking that is a” after “parent”.</p>	<ul style="list-style-type: none"> • With the proposed amendment, paragraph 1A(2)(a) of Part 1 of the Third Schedule to Cap. 41 will read as follows: “1A. (2) A reference in a provision specified under subparagraph (3) for the purposes of this subparagraph- (a) to a holding company shall be deemed to include a parent company

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			undertaking <u>that is a company</u> ; and (b) to a subsidiary company shall be deemed to include a subsidiary undertaking.
37	Section 54(6)	Delete footnote 1 after the “Repeal” part of section 54(6) of Schedule 9A.	<ul style="list-style-type: none"> The footnote is not to be incorporated in the law.
<u>Part 17 – Amendments to Gas Safety Ordinance (Cap. 51)</u>			
38	Section 65(2)	Amend the “Add” part to “(ab) incorporated under the Companies Ordinance the (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 former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);”.	<ul style="list-style-type: none"> This amendment is proposed in response to the LegCo Legal Adviser’s suggestion to align with section 17(2) of Schedule 9A.
<u>Part 23 – Amendments to New Territories Ordinance (Cap. 97)</u>			
39	Section 82	Delete section 82 of Schedule 9A, thus not repealing section 16 of Cap. 97.	<ul style="list-style-type: none"> This amendment is proposed in response to the LegCo Legal Adviser’s observation that section 82 of Schedule 9A might not be a consequential amendment arising from CB <i>per se</i>. The Administration will deal with the matter in another appropriate context in the future.
<u>Part 30 – Amendments to Inland Revenue Ordinance (Cap. 112)</u>			
40	New section 93A	Add a new section 93A to amend the definition of “wholly owned subsidiary” in section 14A of Cap.	<ul style="list-style-type: none"> Section 124(4) of Cap. 32 is restated as clause 356(3) in CB.

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		<p>112 as follows:</p> <p>Repeal</p> <p>“section 124 of the Companies Ordinance (Cap. 32) by subsection (4) of that section”</p> <p>Substitute</p> <p>“Part 9 of the Companies Ordinance (of 2011) by section 356(3) of that Ordinance”.</p>	
<u>Part 33 – Amendments to Stamp Duty Ordinance (Cap. 117)</u>			
41	New section 101A	Add a new section 101A to amend “Companies Ordinance” in section 29CA(11)(b)(v) of Cap. 117 to “Companies (Winding Up and Miscellaneous Provisions) Ordinance”.	<ul style="list-style-type: none"> Section 177(1)(d) of Cap. 32 mentioned in section 29CA(11)(b)(v) of Cap. 117 will be retained in C(WUMP)O, thus there is need to change the reference of the current CO to C(WUMP)O.
42	New section 101B	Add a new section 101B to amend “Companies Ordinance” in section 29DA(11)(b)(v) of Cap. 112 to “Companies (Winding Up and Miscellaneous Provisions) Ordinance”.	<ul style="list-style-type: none"> Section 177(1)(d) of Cap. 32 mentioned in section 29DA(11)(b)(v) of Cap. 117 will be retained in C(WUMP)O, thus there is need to change the reference of the current CO to C(WUMP)O.
<u>Part 37 – Amendments to Gambling Regulations (Cap. 148 sub. leg. A)</u>			
43	Section 108(1)	Amend section 108(1) to add “of association (if any)” after “Memorandum” in Item 4 in Form 7 of the First Schedule to Cap. 148A.	<ul style="list-style-type: none"> This amendment is proposed in response to the LegCo Legal Advisor’s suggestion to align with similar amendments in Schedule 9A (e.g. section 156).
<u>Part 39 – Amendments to Banking Ordinance (Cap. 155)</u>			

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44	Section 111(1)	Amend paragraph (ii) of the “Substitute” part to “Schedule 10 of <u>to</u> the Companies Ordinance”.	<ul style="list-style-type: none"> • This amendment is proposed in response to the LegCo Legal Adviser’s suggestion to align with the common usage.
<u>Part 48 – Amendments to Money Lenders Ordinance (Cap. 163)</u>			
45	Section 150(1)	Amend subparagraph (ab) of the “Substitute” part to “Schedule 10 of <u>to</u> the Companies Ordinance”.	<ul style="list-style-type: none"> • This amendment is proposed in response to the LegCo Legal Advisor’s suggestion with align with the common usage.
<u>Part 49 – Amendments to Money Lenders Regulations (Cap. 163 sub. leg. A)</u>			
46	Section 152(4)	Amend “...to particulars of share holdings, after...” to “...to particulars of <u>shareholding</u> , after...”.	<ul style="list-style-type: none"> • This amendment is proposed in response to the LegCo Legal Advisor’s suggestion to align with common usage.
<u>Part 60 – Amendments to Employees’ Compensation Ordinance (Cap. 282)</u>			
47	Section 171(4)	Amend the definition of “holding company” in section 38 of Cap. 282 to “ holding company (控權公司) has the meaning given by section 14 of the Companies Ordinance (of 2011) <u>for the purposes of that Ordinance;</u> ”.	<ul style="list-style-type: none"> • This amendment is proposed in response to the LegCo Legal Adviser’s observation. • The Legal Adviser noted that “for the purposes of that Ordinance” is added to the definition of “subsidiary” in some provisions in Schedule 9A (e.g. section 66). The same should be adopted for the definition of “holding company”.
<u>Part 66 – Amendments to Business Registration Ordinance (Cap. 310)</u>			
48	Section 179	Delete footnote 2 after the “Substitute” part of section 179(4).	<ul style="list-style-type: none"> • The footnote is not to be incorporated in the law.

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49	Section 182(2)	Amend the “Add” part to “(ab) <u>a company incorporated under a former Companies Ordinance...</u> ”.	<ul style="list-style-type: none"> This amendment is proposed in response to the LegCo Legal Adviser’s suggestion to align with the opening of section 7A(3)(a) and (b) of Cap. 310.
50	Section 187(2)	Amend section 187(2) of Schedule 9A to “Schedule 2, item <u>section 3(b)(i)</u> ”.	<ul style="list-style-type: none"> This amendment is proposed in response to the LegCo Legal Adviser’s suggestion as “3(b)(i)” should be a “section” instead of an “item”.
<u>Part 70 – Amendments to Trade Union Ordinance (Cap. 332)</u>			
51	Section 194(2)	Amend the “Repeal” part to “Companies Ordinance....as the case may be,” (<u>whenever appearing</u>).	<ul style="list-style-type: none"> This amendment is proposed in response to the LegCo Legal Adviser’s observation that the words to be repealed appear more than once in section 68 of Cap. 332.
<u>Part 74 – Amendment to Trading with the Enemy Ordinance (Cap. 346)</u>			
52	Section 200	<p>Amend section 200 of Schedule 9A as follows:</p> <p><u>Repeal</u></p> <p>“<u>section 2 of the Companies Ordinance (Cap. 32)</u>”</p> <p><u>Substitute</u></p> <p>“<u>section 2(1) of the Companies Ordinance (of 2011)</u>”.</p>	<ul style="list-style-type: none"> This amendment is proposed in response to the LegCo Legal Adviser’s suggestion that section 2 should be amended to section 2(1) to make a more specific reference and to align with similar provisions in Schedule 9A (e.g. section 232(3)).
<u>Part 80 – Amendments to Protection of Wages on Insolvency Ordinance (Cap. 380)</u>			
53	Section 207(3) and (4)	Delete the brackets for section 207(3) and (4) of Schedule 9A and delete footnote 3.	<ul style="list-style-type: none"> Section 207(3) and (4) of Schedule 9A was bracketed and footnote 3 added because when the draft provisions were prepared, the Protection of Wages on Insolvency (Amendment) Bill had yet to be enacted.

Item	Relevant provision in Schedule	Proposed amendment to Schedule	Remarks
			<ul style="list-style-type: none"> The said Bill was passed by the LegCo on 18 April 2012 and is expected to commence operation later this year.
<p><u>Part 83 – Amendment to Broadcasting (Miscellaneous Provisions) Authority Ordinance (Cap. 391)</u></p>			
54	Heading of Part 83	Amend the heading to “Broadcasting (<u>Miscellaneous Provisions</u>) Authority Ordinance (Cap. 391)”.	<ul style="list-style-type: none"> This amendment is proposed in response to the LegCo Legal Adviser’s observation that the short title of Cap. 391 is amended to “Broadcasting (Miscellaneous Provisions) Ordinance” pursuant to section 83 of the Schedule to the Communications Authority Ordinance (17 of 2011) which already commenced operation on 1 April 2012.
<p><u>Part 86 – Amendments to Drug Trafficking (Recovery of Proceeds) Ordinance (Cap. 405)</u></p>			
55	New section 216A	<p>(I) Add a new section 216A(1) to amend “Companies Ordinance (Cap. 32)” in section 17(3) of Cap. 405 to “Companies Ordinance (of 2011) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”</p> <p>(II) Add a new section 216A(2) to amend “Companies Ordinance (Cap. 32)” in section 17(5) of Cap. 405 to “Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.</p>	<ul style="list-style-type: none"> These amendments are proposed in response to the LegCo Legal Adviser’s observation that there is an omission of changing the references for section 17 of Cap. 405.
<p><u>Part 87 – Amendments to Drug Trafficking (Recovery of Proceeds) (Designated Countries and Territories) Order (Cap. 405 sub. leg. A)</u></p>			
56	Section 218(2)	Amend section 218(2) of Schedule 9A to “Schedule 2, section 17(5), definition of	<ul style="list-style-type: none"> This amendment is proposed in response to the LegCo Legal Adviser’s suggestion to align with the drafting in Schedule 9A.

Item	Relevant provision in Schedule	Proposed amendment to Schedule	Remarks
		C company”.	
Part 94 – Amendments to Toys and Children’s Products Safety Regulation (Cap. 424 sub. leg. B)			
57	Section 231	Amend “...of the Companies Ordinance (xx of 2011)” in the “Substitute” part to “...of the Companies Ordinance (xx of 2011)”.	<ul style="list-style-type: none"> This amendment is proposed in response to the LegCo Legal Adviser’s suggestion to align with the drafting in Schedule 9A.
Part 95 – Amendments to Occupational Retirement Schemes Ordinance (Cap. 426)			
58	Section 232(5)	<p>Amend section 232(5) to the following:</p> <p>Repeal</p> <p>“so deemed to be a subsidiary of the employer were the employer a company within the meaning of the Companies Ordinance (Cap. 32)”</p> <p>Substitute</p> <p>“by virtue of section 14 of the Companies Ordinance (_____ of 2011) a subsidiary of the employer were the employer a company as defined by section 2(1) of that Ordinance (_____ of 2011)”.</p>	<ul style="list-style-type: none"> This amendment is proposed in response to the LegCo Legal Adviser’s suggestion. The Legal Adviser noted that the phrase “deemed to be a subsidiary” in paragraph (a) of the definition of “subsidiary” in section 2(1) of Cap. 426 is to be repealed pursuant to section 232(4) of Schedule 9A and considered that paragraph (b) should be amended correspondingly to remove the reference of “so deemed to be a subsidiary”. The Legal Adviser also noted that pursuant to section 232(3) of Schedule 9A, the phrase “within the meaning of the Companies Ordinance (Cap. 32)” in paragraph (b) of the definition of “holding company” in section 2(1) of Cap. 426 is amended to “as defined by section 2(1) of the Companies Ordinance (_____ of 2011)”. The same approach should be adopted here.
Part 100 – Amendments to Air Transport (Licensing of Air Services) Regulations (Cap. 448 sub. leg. A)			
59	Part 100	Delete Part 100 of Schedule 9A (including the footnote 4 after the “Substitute” part of section 241(2)) and move it to the new Part 203 of Schedule 9A.	<ul style="list-style-type: none"> The relocation is a drafting change. The Airport Transport (Licensing of Air Services) (Amendment) Regulation 2011 has yet to commence operation, while no consequential amendment is made to its main legislation (i.e. Cap. 448), thus the relevant amendments should be placed at

Item	Relevant provision in Schedule	Proposed amendment to Schedule	Remarks
			the end of this Schedule as per drafting convention.
<u>Part 112 – Amendments to Mandatory Provident Fund Schemes (Exemption) Regulation (Cap. 485 sub. leg. B)</u>			
60	Heading of Part 112	Amend the heading to “Amendments to Mandatory Provident Fund Schemes (Exemption) Regulation (Cap. 485 sub. leg. B)”.	<ul style="list-style-type: none"> This amendment is proposed in response to the LegCo Legal Adviser’s suggestion as there is only one consequential amendment to be made to Cap. 485B.
<u>Part 113 – Amendments to Non-local Higher and Professional Education (Regulation) Ordinance (Cap. 493)</u>			
61	Section 263(1)	Align the indentation with section 263(2) of Schedule 9A.	<ul style="list-style-type: none"> This amendment is proposed in response to the LegCo Legal Adviser’s suggestion.
<u>Part 120 – Amendments to Copyright Ordinance (Cap. 528)</u>			
62	Section 272	<p>Amend section 272 to the following:</p> <p>Repeal</p> <p>“<u>assigned to it by section 2 of the Companies Ordinance (Cap. 32)</u>”</p> <p>Substitute</p> <p>“<u>given by section 2(1) of the Companies Ordinance (</u> of 2011)”.</p>	<ul style="list-style-type: none"> These amendments are proposed in response to the LegCo Legal Adviser’s suggestion to align with similar amendments in Schedule 9A (e.g. section 171(4)).
<u>Part 122 – Amendments to Merchant Shipping (Local Vessels) (Certification and Licensing) Regulation (Cap. 548 sub. leg. D)</u>			
63	Section 274	Amend paragraph (c) of the “Substitute” part to “...the company was registered as a <u>registered</u>	<ul style="list-style-type: none"> This amendment is proposed to clarify that the certificate of registration refers to the certificate for registering the relevant company as a “registered

Item	Relevant provision in Schedule	Proposed amendment to Schedule	Remarks
		non-Hong Kong company;”.	non-Hong Kong company” (instead of a “non-Hong Kong company”).
<u>Part 123 – Amendment to Merchant Shipping (Local Vessels) (General) Regulation (Cap. 548 sub. leg. F)</u>			
64	Section 277	Amend paragraph (c) of the “Substitute” part to “...the company was registered as a <u>registered</u> non-Hong Kong company.”.	<ul style="list-style-type: none"> • Please see the remarks under Item 63.
<u>Part 124 – Amendments to Merchant Shipping (Local Vessels) (Safety and Survey) Regulation (Cap. 548 sub. leg. G)</u>			
65	Section 278	Amend paragraph (c) of the “Substitute” part to “...the company was registered as a <u>registered</u> non-Hong Kong company.”.	<ul style="list-style-type: none"> • Please see the remarks under Item 63.
<u>Part 131 – Amendments to Securities and Futures Ordinance (Cap. 571)</u>			
66	Section 306	Amend the heading of section 68 of Cap. 571 to “Transfer and resumption of functions of <u>the</u> Commission”.	<ul style="list-style-type: none"> • This amendment is proposed in response to the LegCo Legal Adviser’s suggestion to align with the heading of section 68 of Cap. 571.
67	Section 324	Amend “而他擁有” in the “Repeal” part to “而他所擁有” in the Chinese text.	<ul style="list-style-type: none"> • This amendment is proposed in response to the LegCo Legal Adviser’s suggestion to align with the wording of the repealed provision.
68	Section 350(10)	(I) Amend “Part 5” in the “Add” part to “PART 5”.	<ul style="list-style-type: none"> • This amendment is proposed to align with other Parts of Schedule 10 to Cap. 571.
		(II) Amend “...Schedule 10 of the Companies Ordinance...” in the three sections under the new Part 5 in section 350(10) of Schedule 9A to “Schedule 10 of <u>to</u> the Companies	<ul style="list-style-type: none"> • This amendment is proposed in response to the LegCo Legal Adviser’s suggestion to align with common usage.

Item	Relevant provision in Schedule	Proposed amendment to Schedule	Remarks
		Ordinance”.	
<u>Part 136 – Amendments to Securities and Futures (Levy) Rules (Cap. 571 sub. leg. AA)</u>			
69	Heading of Part 136	Amend the heading to “Amendments to Securities and Futures (Levy) Rules (Cap. 571 sub. leg. AA)”.	<ul style="list-style-type: none"> This amendment is proposed in response to the LegCo Legal Adviser’s observation that section 356 of Schedule 9A involves more than one consequential amendment.
<u>Part 141 – Amendments to Securities and Futures (Disclosure of Interests-Exclusions) Regulation (Cap. 571 sub. leg. AG)</u>			
70	Heading of Part 141	Amend the heading to “Amendments to Securities and Futures (Disclosure of Interests-Exclusions) Regulation (Cap. 571 sub. leg. AG)”.	<ul style="list-style-type: none"> This amendment is proposed in response to the LegCo Legal Adviser’s observation that Part 141 of Schedule 9A involves only one consequential amendment.
<u>Part 146 – Amendments to Land Titles Ordinance (Cap. 585)</u>			
71	Section 380(1)	Amend section 380(1) of Schedule 9A to “...definition of <i>company</i> , <u>paragraph (a)</u> –”.	<ul style="list-style-type: none"> This amendment is proposed in response to the LegCo Legal Adviser’s observation that without “paragraph (a)”, section 380(1) of Schedule 9A may have the unintended effect of amending the other “(Cap. 32)” in the latter part of the definition.
<u>Part 148 – Amendments to Unsolicited Electronic Messages Ordinance (Cap. 593)</u>			
72	Section 391	Amend section 391 of Schedule 9A as follows: Repeal “(Cap. 32) shall be deemed to have its usual place of business at its registered office for the purposes of that Ordinance, <u>and any other organization shall be</u> ”.	<ul style="list-style-type: none"> This amendment is proposed in response to the LegCo Legal Adviser’s observation that the phrase “shall be deemed” appears twice in the relevant subsection but only the first one is proposed to be amended in section 391 of Schedule 9A.

Item	Relevant provision in Schedule	Proposed amendment to Schedule	Remarks
		<p>Substitute</p> <p>“(of 2011) is deemed to have its usual place of business at its registered office in Hong Kong, <u>and any other organization is</u>”.</p>	
<p><u>Part 149 – Amendment to Unsolicited Electronic Messages Regulation (Cap. 593 sub. leg. A)</u></p>			
73	Section 392	Amend in the same manner as section 391 of Cap. 593.	<ul style="list-style-type: none"> • Please see Item 72 above.
<p><u>New Part 155A – Amendments to Anti-Money Laundering and Counter-Terrorist Financing (Financial Institutions) Ordinance (Cap. 615)</u></p>			
74	New section 398A	<p>(I) Amend paragraphs (b) and (c) of the definition of “identification document” in section 1(1) of Part 1 of Schedule 2 to Cap. 615 as follows:</p> <p>“(b) in relation to a company as defined by section 2(1) of the Companies Ordinance (Cap. 32)–(of 2011), means its<u>the</u> certificate of incorporation issued under that Ordinance <u>in respect of the company under the Ordinance under which the company was formed and registered</u>; or</p> <p>(c) in relation to a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (Cap. 32) (of 2011), means its<u>the</u> certificate of registration issued under that Ordinance <u>in respect of the company under the Ordinance under which the company was registered as a registered</u></p>	<ul style="list-style-type: none"> • This amendment is proposed to align with the wording of similar amendments in section 274 of Schedule 9A.

Item	Relevant provision in Schedule	Proposed amendment to Schedule	Remarks
		<p><u>non-Hong Kong company;</u>”.</p> <p>(II) Amend the definition of “subsidiary” in section 17(4) of Schedule 2 to Cap. 615 as follows:</p> <p>“<i>subsidiary</i> (附屬公司) has the same meaning as in the Companies Ordinance (Cap. 32) (of 2011)”.</p> <p>(III) Amend the definition of “subsidiary undertaking” in section 22(3) of Part 4 of Schedule 2 to Cap. 615 as follow:</p> <p>“<i>subsidiary undertaking</i> (附屬企業) is to be construed in accordance with the Twenty-third Schedule to the Companies Ordinance (Cap. 32) <u>Schedule 1 to the Companies Ordinance (of 2011)</u>”.</p>	<ul style="list-style-type: none"> • This amendment is proposed to change the reference to the current CO to CB. • The Twenty-third Schedule of CO is restated in Schedule 1 of CB.
<u>Part 157 – Amendments to Hong Kong and China Gas Company (Transfer of Incorporation) Ordinance (Cap. 1022)</u>			
75	Section 403	Delete the footnote 5 attached to the heading of section 403 of Schedule 9A.	<ul style="list-style-type: none"> • The footnote is not to be incorporated in the law.
<u>Part 202 – Amendments to Legal Services Legislation (Miscellaneous Amendments) Ordinance 1997 (94 of 1997)</u>			
76	New section 473	(I) Amend the new section 7B under section 2 of Ord. 94 of 1997 as follows:	

Item	Relevant provision in Schedule	Proposed amendment to Schedule	Remarks
		(i) Definition of “company” ¹ : amend the reference to “Companies Ordinance (Cap. 32)” to “Companies Ordinance (of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011)”.	<ul style="list-style-type: none"> • Change of reference to the current CO to CB and former COs (including the current CO).
		(ii) Definition of “shares” ¹ : amend the reference to “Companies Ordinance (Cap. 32)” to “Companies Ordinance (of 2011)”.	<ul style="list-style-type: none"> • Change of reference to the current CO to CB.
		(II) Amend “Companies Ordinance (Cap. 32)” to “Companies Ordinance (of 2011)” in the new section 7C(4) ² .	<ul style="list-style-type: none"> • Change of reference to the current CO to CB.
		(III) Amend the reference to “memorandum or articles” to “ memorandum or articles ” in the heading of the new section 7E and section 7E(1)(a) ³ .	<ul style="list-style-type: none"> • Amendment due to abolition of the concept of memorandum of association in CB.

¹ **7B. Definitions (Part IIAA)**

In this Part –

“company” means a company formed and registered under the Companies Ordinance (Cap. 32);

“shares” has the same meaning as in the Companies Ordinance (Cap. 32).

² **7C. Society may approve companies as solicitor corporations**

(4) If the Society gives approval for a proposed company to be a solicitor corporation, the approval does not take effect until the company is formed and registered under the Companies Ordinance (Cap. 32).

³ **7E. Requirements as to alteration of memorandum or articles and change of name**

Item	Relevant provision in Schedule	Proposed amendment to Schedule	Remarks
		(IV) Amend the reference to “Companies Ordinance (Cap 32)” to “Companies Ordinance (of 2011)” in the new section 7F(2) ⁴ .	<ul style="list-style-type: none"> • Change of reference to the current CO to CB.
		(V) Amend the reference to “Companies Ordinance (Cap. 32)” to “Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)” in the new section 7G(1) and (2) ⁵ .	<ul style="list-style-type: none"> • Change of reference to the current CO to C(WUMP)O.
		(VI) Amend the reference to “memorandum or articles of association” to “ memorandum or articles of association” in the new section 7H(1)(b) ⁶ .	<ul style="list-style-type: none"> • Amendment due to abolition of the concept of memorandum of association in CB.

-
- (1) The approval in writing of the Society is required before -
(a) the memorandum or articles of association of a solicitor corporation are amended; or

⁴ **7F. Offers to public of shares in solicitor corporation prohibited**

- (1) Any person who offers or invites the public to subscribe for or purchase, shares in, or debentures of. a solicitor corporation commits an offence and is liable on conviction to a fine at level 5.
(2) In this section, “debentures” has the same meaning as in the Companies Ordinance (Cap. 32).

⁵ **7G. Additional grounds for winding up solicitor corporation**

- (1) A solicitor corporation may be wound up under the Companies Ordinance (Cap. 32) on grounds specified in rules made by the Chief Justice under section 72.
(2) The grounds for winding up specified in rules referred to in subsection (1) are additional to those prescribed by the Companies Ordinance (Cap. 32).
(3) An application to wind up a solicitor corporation on a ground specified in subsection (1) can be made only by the Society.

⁶ **7H. Right of appeal against decisions of Society under this Part**

- (1) An applicant for approval by the Society of -
(a) a company or proposed company as a solicitor corporation; or
(b) an amendment to the memorandum or articles of association of a solicitor corporation; or

Item	Relevant provision in Schedule	Proposed amendment to Schedule	Remarks
		(VII) Amend the reference to “memorandum and articles” to “ memorandum and articles ” in the heading of and the new section 7K ⁷ .	
77	Section 474	Amend the reference to “Companies Ordinance (Cap. 32)” to “Companies Ordinance (of 2011)” in the new section 39BB(2) under section 5 of Ord. 94 of 1997 ⁸ .	<ul style="list-style-type: none"> • Change of reference to the current CO to CB.
<u>New Part 203 – Amendments to Air Transport (Licensing of Air Services) (Amendment) Regulation 2011 (L.N. 158 of 2011)</u>			
78	New section 475	Amend the reference to “the Twenty-third Schedule to the Companies Ordinance (Cap 32)” in the definition of “related undertaking” in the new regulation 6(6) amended pursuant to section 7 of L.N. 158 of 2011 to “Schedule 1 to the Companies Ordinance (of 2011)”.	<ul style="list-style-type: none"> • The Regulations was gazetted on 18 November 2011 but the commencement date has yet to be appointed. For the purpose of Schedule 9A, we assume that the Amendment Regulations will come into force before the commencement of CB. • The Twenty-third Schedule to the current CO will be restated in Schedule 1 to CB.
79	New section 476	(I) Amend “ 控股公司 ” to “ 控權公司 ” in	<ul style="list-style-type: none"> • To reinstate section 241(1) of Schedule 9A deleted pursuant to Item 59

(c) a change in the name of a solicitor corporation.
may appeal to the Court against a decision of the Society refusing approval.

⁷ **7K. This Part to prevail over inconsistent provisions of memorandum and articles**

This Part, and rules made under sections 72 and 73 for the purposes of this Part, prevail over inconsistent provisions of the memorandum and articles of association of a solicitor corporation.

⁸ **39BB. Offer of shares in foreign lawyer corporation prohibited**

- (1) Any person who offers or invites the public to subscribe for or purchase, shares in, or debentures of, a foreign lawyer corporation commits an offence and is liable on conviction to a fine at level 5.
- (2) In this section, “debentures” has the same meaning as in the Companies Ordinance (Cap. 32).

Item	Relevant provision in Schedule	Proposed amendment to Schedule	Remarks
		the new regulations 15A(3)(a) and (b), (5)(a) and (b), (6) and (7) added pursuant to section 17 of L.N. 158 of 2011.	above.
		(II) Reinstate section 241(2) of Schedule 9A deleted pursuant to Item 59 above and further amend the definition of “holding company” in the “Substitute” part to “ <i>holding company</i> (控權公司) has the meaning given by section 12 of the Companies Ordinance (of 2011) <u>for the purposes of that ordinance.</u> ”.	<ul style="list-style-type: none"> • The further amendment is proposed in response to the LegCo Legal Adviser’s observation. • The Legal Adviser noted that “for the purposes of that Ordinance” is added to the definition of “subsidiary” in some provisions in Schedule 9A (e.g. section 66). The same should be adopted for the definition of “holding company”.
<u>Part 204 – Amendments to Lifts and Escalators Ordinance (8 of 2012)</u>			
80	New section 477	Amend “(Cap. 32)” in section 149 (1)(c) of Ord. 8 of 2012 to “(of 2011)”. ⁹	<ul style="list-style-type: none"> • Change of reference to the current CO to CB.

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

⁹ **149. Service of notices etc.**

(1) A notice or other document (however described), other than an order referred to in subsection (2), permitted or required to be served or sent (however described) under this Ordinance is served or sent if—

(c) for a company as defined by section 2(1) of the Companies Ordinance (Cap. 32)—

- (i) it is addressed to the company and delivered to any officer of the company by hand;
- (ii) it is left at or sent by post to the registered office of the company within the meaning of that Ordinance; or
- (iii) it is sent by post addressed to the company at the company’s last known address;

Companies Bill
Proposed amendments to the Revised Schedule 9

<u>Clause</u>	<u>Amendment Proposed</u>
Schedule 9	In the heading, by adding “and Related” after “Consequential” , <u>repealing “Amendments” and substituting “and Related Amendments to Companies Ordinance (Cap. 32) and its Subsidiary Legislation”¹</u>
Schedule 9	By deleting Parts 1, 2, 3, 4 and 5 and substituting—

“Part 1

Amendments to Companies Ordinance (Cap. 32)

3. Section 2 amended (Interpretation)

(14A) Section 2(1), Chinese text, definition of *group of companies*—

Repeal

“控股公司”

Substitute

“控權公司”²

(16) Section 2(1)—

Add in alphabetical order

pre-amended Ordinance (《修訂前的本條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~21~~³ of Schedule 9 to the Companies Ordinance (of 2011);

(18A) Section 2(7), Chinese text—

¹ Item 4 / 第4項

² Item 1 / 第1項

³ Item 5 / 第5項

Repeal

“控股公司”

Substitute

“控權公司”.⁴

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

(1) Section 2B(2)(a), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.⁵

(2) Section 2B(3)—

Repeal

everything after “subsection (2) are”

Substitute

“the Third Schedule and the Fourth Schedule.”.

6A. Section 38C amended (Expert’s consent to issue of prospectus containing statement by him)

Section 38C(1)(a), Chinese text—

Repeal

“註冊”

Substitute

“登記”.⁶

⁴ Item 1 / 第 1 項

⁵ Item 1 / 第 1 項

7. **Section 38D amended (Registration of prospectus)**

(1) Section 38D, Chinese text, heading—

Repeal

“註冊”

Substitute

“登記”⁷

(+2) Section 38D(2)(c)—

Repeal

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

Substitute

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

(67) After section 38D(7)—

Add

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

- (a) any requirement that the Registrar may specify, by notice in the Gazette, in relation to font size of prospectuses for the purposes of this section;
- (b) any other requirements that the Registrar may specify, ~~by any means that the Registrar thinks fit,~~⁸ for the purpose of—

- (i) ensuring that documents of the

⁶ Item 2 / 第 2 項

⁷ Item 2 / 第 2 項

⁸ Item 6 / 第 6 項

same kind are of a standard form;
and

- (ii) enabling the Registrar to make copies or image records of documents and to make and keep records of the information contained in them.

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

(8) Section 38D(1), (2)(a) and (b), (3), (5)(a) and (b), (6), (7)(a) and (b), (8) and (9), Chinese text—

Repeal

“註冊” (wherever appearing)

Substitute

“登記”⁹

8A. Section 40 amended (Civil liability for misstatements in prospectus)

(1) Section 40(2)(c) and (d)(i) and (ii) and (3)(b) and (c), Chinese text—

Repeal

“分配”

Substitute

“配發”¹⁰

(2) Section 40(2)(d)(ii) and (3)(a) and (b), Chinese text—

Repeal

“註冊”

Substitute

⁹ Item 2 / 第2項

¹⁰ Item 3 / 第3項

“登記”¹¹

8B. Section 41 amended (Document containing offer of shares or debentures for sale to be deemed prospectus)

Section 41(1), (2) and (3)(b), Chinese text—

Repeal

“分配” (wherever appearing)

Substitute

“配發”¹²

8C. Cross-heading before section 42 amended

Cross-heading before section 42, Chinese text—

Repeal

“分配”

Substitute

“配發”¹³

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

(1) Section 42, Chinese text, heading—

Repeal

“分配”

Substitute

“配發”¹⁴

(2) Section 42(1), Chinese text—

¹¹ Item 2 / 第 2 項

¹² Item 3 / 第 3 項

¹³ Item 3 / 第 3 項

¹⁴ Item 3 / 第 3 項

Repeal

“分配”

Substitute

“配發”.¹⁵

(3) Section 42(3)—

Repeal

“nominal amount”

Substitute

“issue price”.

(4) Section 42(6), Chinese text—

Repeal

“分配” (wherever appearing)

Substitute

“配發”.¹⁶

9A. Section 43 amended (Prohibition of allotment in certain cases unless statement in lieu of prospectus delivered to Registrar)

(1) Section 43, Chinese text, heading—

Repeal

“分配”

Substitute

“配發”.¹⁷

(2) Section 43(1), Chinese text—

¹⁵ Item 3 / 第3項

¹⁶ Item 3 / 第3項

¹⁷ Item 3 / 第3項

Repeal

“分配” (wherever appearing)

Substitute

“配發”¹⁸

(3) Section 43(1), Chinese text—

Repeal

“註冊”

Substitute

“登記”¹⁹

(4) Section 43(3), Chinese text—

Repeal

“分配”

Substitute

“配發”²⁰

(5) Section 43(5), Chinese text—

Repeal

“註冊” (wherever appearing)

Substitute

“登記”²¹

9B. Section 44 amended (Effect of irregular allotment)

(1) Section 44, Chinese text, heading—

¹⁸ Item 3 / 第 3 項

¹⁹ Item 2 / 第 2 項

²⁰ Item 3 / 第 3 項

²¹ Item 2 / 第 2 項

Repeal

“分配”

Substitute

“配發”.²²

(2) Section 44(1) and (2), Chinese text—

Repeal

“分配” (wherever appearing)

Substitute

“配發”.²³

9C. Section 44A amended (Applications for, and allotment of, shares and debentures)

(1) Section 44A, Chinese text, heading—

Repeal

“分配”

Substitute

“配發”.²⁴

(2) Section 44A(1), (2), (4) and (5), Chinese text—

Repeal

“分配”

Substitute

“配發”.²⁵

9D. Section 44B amended (Allotment of shares and

²² Item 3 / 第3項

²³ Item 3 / 第3項

²⁴ Item 3 / 第3項

²⁵ Item 3 / 第3項

debentures to be listed on stock exchange)

(1) Section 44B, Chinese text, heading—

Repeal

“分配”

Substitute

“配發”.²⁶

(2) Section 44B(1) and (6)(b)(i), Chinese text—

Repeal

“分配”

Substitute

“配發”.²⁷

41. Sections repealed

Sections 95, 95A, 96, 97, 98, 98A, 99, 100, ~~and 101~~ and 102.²⁸

Repeal the sections.

~~**42. Section 102 amended (Register to be proof)**~~

~~(1) Section 102—~~

~~**Repeal subsection (1).**~~

~~(2) Section 102—~~

~~**Repeal subsection (2)**~~

~~**Substitute**~~

~~“(2) If, in any proceedings to which this section applies, it is sought to challenge the accuracy of any entry in the register of members by~~

²⁶ Item 3 / 第3項

²⁷ Item 3 / 第3項

²⁸ Item 7 / 第7項

~~evidence of any transaction, the evidence is not admissible for that purpose unless the transaction occurred not more than the specified number of years prior to the proceedings.”.~~

~~(3) After section 102(2) —~~

Add

~~“(3) This section applies to —~~

~~(a) any proceedings under this Ordinance;
or~~

~~(b) any proceedings under the
pre-amended Ordinance —~~

~~(i) that were instituted before the
commencement date of section 1
of Schedule 9 to the Companies
Ordinance (— of 2011); and~~

~~(ii) that, immediately before that
commencement date, were
pending and had not been
disposed of.~~

~~(4) In this section —~~

~~*specified number* (指明數目) —~~

~~(a) in relation to any proceedings specified
in subsection (3)(a), means 20;~~

~~(b) in relation to any proceedings specified
in subsection (3)(b), means 30.”²⁹~~

49. Section 115 substituted

Section 115—

Repeal the section

Substitute

**“115. Representation of companies at meetings of
creditors**

(1) A corporation may, if it is a creditor (including

a holder of debentures) of a company, by resolution of its directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of any creditors of the company held in pursuance of this Ordinance or of any rules made thereunder.

(2) A person authorized under subsection (1) is entitled to exercise the same powers on behalf of the corporation which the person represents as that corporation could exercise if it were an individual creditor of the company.”.

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

~~(1) Section 115, heading~~

Repeal

~~“of other companies and”.~~

~~(2) Section 115(1)~~

~~Repeal paragraph (a).~~

~~(3) Section 115(1)(b)~~

Repeal

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

~~(4) Section 115~~

~~Repeal subsection (1A).~~

~~(5) Section 115(2)~~

~~Repeal~~

~~“shareholder, creditor, or holder of debentures,”~~

~~Substitute~~

~~“creditor”.~~

~~(6) Section 115~~

~~Repeal subsection (3).~~³⁰

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

Section 168J—

Repeal the section

Substitute

“168J. Disqualification after investigation of company

(1) The court may make a disqualification order against a person where, on an application under section 867(6) of the Companies Ordinance (_____ of 2011), it is satisfied that the person’s conduct in relation to the company makes the person unfit to be concerned in the management of a company.

(2) The maximum period of disqualification under this section is 15 years.”.

~~(1) Section 168J—~~

~~Repeal subsection (1).~~

~~(2) Section 168J(2)—~~

Repeal

~~“this section”~~

Substitute

~~“section 867(6) of the Companies Ordinance (_____ of 2011)”.~~³¹

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

(1) Section 179(1), Chinese text, proviso, paragraph (a)(ii)—

³⁰ Item 9 / 第9項

³¹ Item 10 / 第10項

Repeal

“分配”

Substitute

“配發”.³²

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

Repeal

“section 147(2)(a)”

Substitute

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

94A. Section 265 amended (Preferential payments)

Section 265(6), Chinese text, definition of *related company*, paragraphs (b) and (c)—

Repeal

“控股公司”

Substitute

“控權公司”.³³

95A. Section 285 amended (Unclaimed assets to be paid to companies liquidation account)

Section 285(1), Chinese text—

Repeal

“未予分發”

Substitute

“未派發”.³⁴

³² Item 3 / 第3項

³³ Item 1 / 第1項

100. Sections repealed

Sections 303, 303B, 304, [305](#)³⁵ and 305A—

Repeal the sections.

103. Section 308 [S](#)ubstituted³⁶

Section 308—

Repeal the section

Substitute

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

- (1) Subject to section 308A, this Ordinance applies to a company registered but not formed under the Companies Ordinance (of 2011) and its officers, members, contributories and creditors in the same manner in all respects as if the company had been formed under that Ordinance.
- (2) This Ordinance applies to a company registered but not formed under a former Companies Ordinance and its officers, members, contributories and creditors in the same manner as it applies to a company registered but not formed under the Companies Ordinance (of 2011).
- (3) For the purposes of applying this Ordinance to a company registered but not formed under a former Companies Ordinance or the Companies Ordinance (of 2011), a reference in this Ordinance to the date of registration is to be read as the date on which the company was registered under the former Companies Ordinance or the Companies Ordinance (of 2011), as the case may be.”.

³⁴ Item 11 / 第 11 項

³⁵ Item 12 / 第 12 項

³⁶ Item 13 / 第 13 項

104. Section 308A added

After section 308—

Add

“308A. Exceptions to section 308

(1) If a company registered but not formed under the Companies Ordinance (of 2011) is wound up, every person who has a relevant liability is a person specified in subsection (3) is a contributory—

(a) a contributory in respect of the company’s debts and liabilities contracted before registration; and liable to pay or contribute to the payment of—

~~—~~
~~(i) the company’s debts and liabilities contracted before the registration;~~

~~—~~
~~(ii) any sum for the adjustment of the rights of the members among themselves in respect of those debts and liabilities; and~~

~~—~~
~~(iii) the costs and expenses of winding up the company, so far as relating to those debts and liabilities; and~~

(b) a contributory who is liable to contribute to the assets of the company, in the course of the winding up, all sums due from the person in respect of the relevant liability. liable—to contribute to the company’s assets all sums due from the person in respect of the liability under paragraph (a).

(2) In subsection (1)—

relevant liability () means the liability to pay or contribute to the payment of—

- (a) the company's debts and liabilities contracted before the registration;
- (b) any sum for the adjustment of the rights of the members among themselves in respect of those debts and liabilities; or
- (c) the costs and expenses of winding up the company, so far as relating to those debts and liabilities.

(23) In the event of the death or bankruptcy of such a contributory, the provisions of this Ordinance with respect to the personal representatives of deceased contributories, and to the trustees of bankrupt contributories, apply.”.

~~(3)The person specified for the purposes of subsection (1) is a person who is liable to pay or contribute to the payment of that company's debts and liabilities contracted before the registration.”³⁷~~

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

~~(1) Section 309, heading—~~

~~Repeal~~

~~“former Companies Ordinance”~~

~~Substitute~~

~~“Companies Ordinances”.~~

105. Section 309 substituted

Section 309—

Repeal the section

Substitute

“309. Application of Ordinance to companies re-registered under Companies Ordinances

(1) This Ordinance as read with section 128 of the Companies Ordinance (of 2011) applies to an unlimited company registered as a limited company under—

(a) section 58 of the Companies Ordinance 1911 (58 of 1911);

(b) section 19 of the pre-amended Ordinance; and

(c) section 125 of the Companies Ordinance (of 2011).

(2) For the purposes of applying this Ordinance to an unlimited company registered as a limited company under the Companies Ordinance 1911 (58 of 1911), the pre-amended Ordinance or the Companies Ordinance (of 2011), a reference in this Ordinance to the date of registration is to be read as the date on which the unlimited company was registered as a limited company under the Companies Ordinance 1911 (58 of 1911), the pre-amended Ordinance or the Companies Ordinance (of 2011), as the case may be.”.

~~(2) Section 309~~

Repeal

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

Substitute

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

~~(3) Section 309, proviso~~

Repeal

~~“the said section of the Companies Ordinance 1911~~

(58 of 1911)”

Substitute

“~~section 58 of the Companies Ordinance 1911 (58 of 1911) or section 19 of the pre-amended Ordinance, as the case may be~~”.³⁸

105A. Part IX heading amended

Part IX, heading—

Repeal

“UNDER THIS ORDINANCE AUTHORIZED TO REGISTER UNDER THIS ORDINANCE”

Substitute

“, BUT REGISTERED, UNDER COMPANIES ORDINANCES”.³⁹

113A. Section 342B amended (Provisions as to expert's consent, and allotment)

(1) Section 342B, Chinese text, heading—

Repeal

“分配”

Substitute

“配發”.⁴⁰

(2) Section 342B(1)(a), Chinese text—

Repeal

“註冊”

³⁸ Item 15 / 第 15 項

³⁹ Item 16 / 第 16 項

⁴⁰ Item 3 / 第 3 項

Substitute

“登記”.⁴¹

114. Section 342C amended (Registration of prospectus)

(1) Section 342C, Chinese text, heading—

Repeal

“註冊”

Substitute

“登記”.⁴²

(12) Section 342C(2)(c)—

Repeal

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

Substitute

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

(67) After section 342C(7)—

Add

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

- (a) any requirement that the Registrar may specify, by notice in the Gazette, in relation to font size of prospectuses for the purposes of this section;
- (b) any other requirements that the Registrar may specify, ~~by any means~~

⁴¹ Item 2 / 第 2 項

⁴² Item 2 / 第 2 項

~~that the Registrar thinks fit,~~⁴³ for the purpose of—

- (i) ensuring that documents of the same kind are of a standard form; and
- (ii) enabling the Registrar to make copies or image records of documents and to make and keep records of the information contained in them.

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

(8) Section 342C(1), (2)(a) and (b), (3), (5)(a) and (b), (6), (7)(a) and (b) and (8), Chinese text—

Repeal

“註冊” (wherever appearing)

Substitute

“登記”.⁴⁴

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

(2) Section 360—

Repeal subsections (1), (2), (3A), (4) ~~and,~~⁴⁵ (5) and (10).

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

(1A) Third Schedule, Chinese text, Part I, paragraph 9—

Repeal

⁴³ Item 17 / 第 17 項

⁴⁴ Item 2 / 第 2 項

⁴⁵ Item 18 / 第 18 項

“分配” (wherever appearing)

Substitute

“配發”.⁴⁶

(8) Third Schedule, Chinese text, Part III, paragraph 38—

Repeal

“分配” (wherever appearing)

Substitute

“配發”.⁴⁷

(89) Third Schedule, Part III, paragraph 40—

Repeal

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

Substitute

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

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

(1) Fourth Schedule, Chinese text, heading—

Repeal

“分配”

Substitute

“配發”.⁴⁸

⁴⁶ Item 3 / 第3項

⁴⁷ Item 3 / 第3項

⁴⁸ Item 3 / 第3項

(+2) Fourth Schedule, Part I—

Repeal

“THE COMPANY ORDINANCE

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

Pursuant to section 43 of the
Companies Ordinance”

Substitute

“COMPANIES (WINDING UP AND
MISCELLANEOUS PROVISIONS) ORDINANCE

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

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

(3) Fourth Schedule, Chinese text, Part I—

Repeal

“授權交付註冊”

Substitute

“授權交付登記”.⁴⁹

(24) Fourth Schedule, Part I—

Repeal

“nominal share capital”

Substitute

“amount of the issued share capital”.

(5) Fourth Schedule, Chinese text, Part I—

⁴⁹ Item 2 / 第 2 項

Repeal

“分配” (wherever appearing)

Substitute

“配發”⁵⁰.

(36) Fourth Schedule, Part II, paragraph 1(b)—

Repeal

“accounts of the business were made up”

Substitute

“financial statements of the business were prepared”.

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

- (1) Twelfth Schedule, entries relating to the following—
- (a) section 8(8);
 - (b) section 10(3);
 - (c) section 13(4);
 - (d) section 18A(2);
 - (e) section 21(9);
 - (f) section 22(1B);
 - (g) section 22(6);
 - (h) section 22A(4);
 - (i) section 26(2);
 - (j) section 27(2);
 - (k) section 30(2);

- (l) section 30(2A);
- (m) section 45(3);
- (n) section 46(5);
- (o) section 47A(3);
- (p) section 47F(4);
- (q) section 47F(5);
- (r) section 47G(10);
- (s) section 49G(6);
- (t) section 49G(7);
- (u) section 49K(6);
- (v) section 49M(6);
- (w) section 49N(4);
- (x) section 50(3);
- (y) section 54(2);
- (z) section 55(3);
- (za) section 57A(3);
- (zb) section 57B(6);
- (zc) section 58(1B);
- (zd) section 63;
- (ze) section 64(5);
- (zf) section 69(2);
- (zg) section 70(2);
- (zh) section 71A(9);
- (zi) section 74A(4);

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

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

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

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

(zzzzy) section 167(3);

(zzzzz) section 168A(4);

(zzzzzaa) section 168BAI(3);⁵¹

(zzzzza) section 291AA(14);

(zzzzzb) section 292(5);

(zzzzzc) section 337B(7);

(zzzzzd) section 340;

(zzzzze) section 348C(4);

(zzzzzf) section 349A(1);

(zzzzzg) section 349A(2);

(zzzzzh) section 350;

(zzzzzi) section 350A—

Repeal the provisions.

(1A) Twelfth Schedule, Chinese text, entry relating to section 43(4), under the column “General nature of offence”—

Repeal

“分配”

Substitute

“配發”.⁵²

(1B) Twelfth Schedule, Chinese text, entry relating to section 44A(4), under the column “General nature of offence”—

Repeal

“分配”

⁵¹ Item 19 / 第 19 項

⁵² Item 3 / 第 3 項

Substitute

“配發”.⁵³

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

(1) Seventeenth Schedule, Part 1, ~~paragraph section~~⁵⁴ 6—

Repeal

everything after “merger or a share”

Substitute

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

(2) Seventeenth Schedule, Chinese text, Part 1, section 7(a)(ii)—

Repeal

“分發”

Substitute

“分派”.⁵⁵

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

(1) Twenty-third Schedule, Chinese text, section 1(1), definition of *shares*, paragraph (a)—

Repeal

“分配”

Substitute

⁵³ Item 3 / 第3項

⁵⁴ Item 20(I) / 第20(I)項

⁵⁵ Item 20(II) / 第20(II)項

“配發”.⁵⁶

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

Repeal

“~~memorandum or articles~~the subsidiary undertaking's memorandum or articles or equivalent constitutional documents”

Substitute

“~~constitution~~any document constituting or regulating the subsidiary undertaking”.⁵⁷

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

Repeal

“~~the memorandum or articles, or equivalent constitutional documents, of the undertaking~~memorandum or articles”

Substitute

“~~any document constituting or regulating the undertaking~~constitution”.⁵⁸

Part 1A

**Amendment to Companies (Amendment)
Ordinance 2010 (12 of 2010)**

**147A. Part 7 repealed (Amendments Relating to Paperless
Holding and Transfer of Shares and Debentures)**

Part 7—

Repeal the Part.⁵⁹

⁵⁶ Item 3 / 第3項

⁵⁷ Item 21 / 第21項

⁵⁸ Item 22 / 第22項

⁵⁹ Item 23 / 第23項

Part 3

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

151. Schedule 1 ~~amended~~substituted

Schedule 1—

Repeal the schedule

Substitute

(1)—Schedule 1, before item 1—

“SCHEDULE 1 [paragraph 3]

<u>Item</u>	<u>Particular</u>	<u>Fee</u>	<u>Document to be stamped</u>
<u>1A.</u>	<u>On an application under section 290 of the Ordinance for a declaration that the dissolution of a company is void.</u>	<u>\$1,045.00</u>	<u>The notice of motion or summons.</u>
<u>1.</u>	<u>On presenting a petition—</u>		
	<u>(a) under section 84 of the Companies Ordinance (of 2011) to cancel an alteration of the objects in a company's articles; or</u>		
	<u>(b) under section 221 of the Companies</u>	<u>\$1,045.00</u>	<u>The petition.</u>

Ordinance
(_____ of
2011)_____ to
confirm _____ a
reduction of
share capital.

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

2. On _____ an
application—

(a) under section
177 of the
Companies
Ordinance
(_____ of
2011)_____ to
cancel _____ a
variation of
shareholders'
rights

(b) under section
753 of the
Companies
Ordinance
(_____ of
2011)_____ for
restoration of
a company to
the
Companies
Register;

(c) under section
345 of the

Companies Ordinance (of 2011) for extension of time for registration;

(d) under section 346 of the Companies Ordinance (of 2011) for rectification of register of charges; or

\$1,045.00 The notice of motion or summons.

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

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

~~(2) Schedule 1, item 1~~

~~Repeal~~

~~everything after “On presenting a petition”~~

~~Substitute~~

~~“(a) under section 84 of the Companies Ordinance (of 2011) to cancel an alteration of the objects in a company’s articles; or~~

~~(b) under section 221 of the Companies Ordinance (of 2011) to confirm a reduction of share capital.~~

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

~~(3) Schedule 1, item 2, paragraph (a)~~

Repeal

~~“section 64”~~

Substitute

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

~~(4) Schedule 1, item 2~~

Repeal paragraph (b).

~~(5) Schedule 1, item 2, paragraph (c)~~

Repeal

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

Substitute

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

~~(6) Schedule 1, item 2~~

Repeal paragraph (ca).

~~(7) Schedule 1, item 2, paragraph (d)~~

Repeal

~~everything after “under”~~

Substitute

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

~~(8) Schedule 1, item 2, after paragraph (d)~~

Add

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

~~(9) Schedule 1, item 2, paragraph (e)~~

Repeal

~~“section 166 to sanction a compromise or arrangement”~~

Substitute

~~“section 664 of the Companies Ordinance (of 2011) to sanction an arrangement or compromise”.⁶⁰~~

151A. Schedule 3 amended

~~(1) Schedule 3, Chinese text, Table A, item 6(a) and (b)~~

Repeal

~~“分發”~~

Substitute

~~“派發”.~~

~~(2) Schedule 3, Chinese text, Table B, number IV(3)~~

Repeal

~~“分發”~~

Substitute

~~“派發”.⁶¹~~

Part 6

⁶⁰ Item 24 / 第 24 項

⁶¹ Item 25 / 第 25 項

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

159A. Rule 22 amended (Form of petition)

(1) Rule 22—

Repeal

“, 3 or 3A”

Substitute

“or 3”.

(2) Rule 22—

Repeal

“, 3 & 3A”

Substitute

“ and 3”.⁶²

166A. Rule 125 amended (Cases in which creditors may not vote)

Rule 125—

Repeal

“Receiving Order in bankruptcy”

Substitute

“bankruptcy order”.⁶³

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

~~Rule 209(1)~~

⁶² Item 26 / 第 26 項

⁶³ Item 27 / 第 27 項

Repeal

~~“the Ordinance or the rules”~~

Substitute

~~“the Ordinance, the pre-amended Ordinance or the rules”.~~⁶⁴

171. Appendix amended (Forms)

(4A) Appendix, Forms 3A and 4A—

Repeal the forms.⁶⁵

(11A) Appendix, Chinese text, Form 23, Statement of Affairs—

Repeal

~~“分配”~~

Substitute

~~“配發”.~~⁶⁶

(14A) Appendix, Chinese text, Form 23, List I—

Repeal

~~“分配”~~

Substitute

~~“配發”.~~⁶⁷

(21A) Appendix, Chinese text, Form 73—

Repeal

~~“股票” (wherever appearing)~~

⁶⁴ Item 28 / 第 28 項

⁶⁵ Item 29 / 第 29 項

⁶⁶ Item 3 / 第 3 項

⁶⁷ Item 3 / 第 3 項

Substitute

“股份證明書”.⁶⁸

Part 10

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

182. Section 6 amended (~~Exemptions from valuation of operating leases~~ requirement to set out valuation report)⁶⁹

(1) Section 6(1)(a)—

Repeal

“under”⁷⁰ the Ordinance”

Substitute

“under”⁷¹ a former Companies Ordinance or the Companies Ordinance (of 2011)”.

(2) Section 6(7), definition of *group*—

Repeal

“the Ordinance”

Substitute

“a former Companies Ordinance or the Companies Ordinance (of 2011)”.⁷²

(3) Section 6(8)—

⁶⁸ Item 30 / 第 30 項

⁶⁹ Item 31(I) / 第 31(I)項

⁷⁰ Item 31(II) / 第 31(II)項

⁷¹ Item 31(II) / 第 31(II)項

⁷² Item 31(III) / 第 31(III)項

Repeal

“under the Ordinance”

Substitute

“under a former Companies Ordinance or the Companies Ordinance (of 2011)”.⁷³

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

(3) Section 9A(9), Chinese text, definition of *printed form prospectus*, paragraphs (c)(i) and (c)(ii)—

Repeal

“註冊”

Substitute

“登記”⁷⁴

⁷³ Item 31(III) / 第 31(III)項

⁷⁴ Item 2 / 第 2 項

Companies Bill
Proposed amendments to the new Schedule 9A

New By adding—

“Schedule 9A [ss. 900 & 908]

Consequential and Related Amendments to Other Ordinances and Subsidiary Legislation

Part 4

Amendments to The⁷⁵ Rules of the High Court (Cap. 4 sub. leg. A)

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

(1) Order 1, rule 2(2)⁷⁶, Table, item 2, under “Enactments”—

Repeal

“Companies Ordinance”

Substitute

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

⁷⁵ Item 33 / 第 33 項

⁷⁶ Item 34(I) / 第 34(I)項

(2) Order 1, rule 2(2), Table, after item 2—

Add

“2A. Proceedings relating to remedies for unfair prejudice to members’ interests. Companies Ordinance (_____ of 2011), Section 716.”⁷⁷

Part 5

Amendments to Bankruptcy Ordinance (Cap. 6)

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

Section 30B(2)(g)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 24⁷⁸ of Schedule 9 to the Companies Ordinance (_____ of 2011) or to section 471 of the Companies Ordinance (_____ of 2011)”.

Part 6

Amendment to Evidence Ordinance (Cap. 8)

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

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

Add

⁷⁷ Item 34(II) / 第 34(II)項

⁷⁸ Item 32 / 第 32 項

“as in force from time to time before the commencement date of section 24⁷⁹ of Schedule 9 to the Companies Ordinance (of 2011) or under Part 3 or 17 of the Companies Ordinance (of 2011)”.

Part 13

Amendments to Insurance Companies Ordinance (Cap. 41)

23. Section 2 amended (Interpretation)

(3) Section 2(1)—

Repeal the definition of *holding company*

Substitute

“*holding company* (控權公司) has the meaning given by section 12 of the Companies Ordinance (of 2011) for the purposes of that Ordinance⁸⁰”.

51. Second Schedule amended (Directors and Controllers)

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

Repeal

“registration under Part XI of the Companies Ordinance”

Substitute

“the certificate of registration issued under Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 42 of Schedule 9 to the Companies Ordinance (of 2011) or under section 765 of the Companies Ordinance (of 2011)”.

52. Third Schedule amended (Accounts and statements)

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

⁷⁹ Item 32 / 第 32 項

⁸⁰ Item 35 / 第 35 項

Repeal

everything after “parent in accordance with”⁸¹,

Substitute

“undertaking or subsidiary undertaking is construed in accordance with”⁸² Schedule 1 to the Companies Ordinance (of 2011).”.

(3A) Third Schedule, Part 1, paragraph 1A(2)(a), after “parent” —

Add

“undertaking that is a”.⁸³

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

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

Repeal

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

Substitute

“the certificate of registration issued under Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 21”⁸⁴ of Schedule 9 to the Companies Ordinance (of 2011) or under section 765 of the Companies Ordinance (of 2011)”.

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

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

Repeal

⁸¹ Item 36(I) / 第 36(I)項

⁸² Item 36(I) / 第 36(I)項

⁸³ Item 36(II) / 第 36(II)項

⁸⁴ Item 32 / 第 32 項

“registration under Part XI of the Companies Ordinance (Cap. 32)”⁸⁵

Substitute

“the certificate of registration issued under Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section [12](#)⁸⁶ of Schedule 9 to the Companies Ordinance (of 2011) or under section 765 of the Companies Ordinance (of 2011)”.

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

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

Repeal

“registration under Part XI of the Companies Ordinance”

Substitute

“the certificate of registration issued under Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section [12](#)⁸⁷ of Schedule 9 to the Companies Ordinance (of 2011) or under section 765 of the Companies Ordinance (of 2011)”.

Part 15

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

59. Section 2 amended (Interpretation)

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

Repeal

everything after “a charge”

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

⁸⁵ Item 37 / 第 37 項

⁸⁶ Item 32 / 第 32 項

⁸⁷ Item 32 / 第 32 項

Substitute

“which—

- (a) is registered under—
 - (i) the Land Registration Ordinance (Cap. 128);
 - (ii) the Companies Ordinance (of 2011);
 - (iii) the Bills of Sale Ordinance (Cap. 20); or
 - (iv) any other enactment; or
- (b) was registered under the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~21~~⁸⁸ of Schedule 9 to the Companies Ordinance (of 2011).”.

Part 16**Amendments to Professional Accountants Ordinance (Cap. 50)****60. Section 28D amended (Qualification for registration of company as corporate practice)**

- (1) Section 28D(1)—

Repeal

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

Substitute

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

- (a) the Companies Ordinance (of 2011); or

- (b) the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~21~~⁸⁹ of Schedule 9 to the Companies Ordinance (of 2011).”.

Part 17

Amendment to Gas Safety Ordinance (Cap. 51)

65. Section 2 amended (Interpretation)

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

Add

- “(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);”~~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);~~⁹⁰”.

Part 21

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

73. Section 2 amended (Interpretation)

- (2) Section 2—

Add in alphabetical order

- “*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~21~~⁹¹ of Schedule 9 to the Companies Ordinance (of 2011).”.

⁸⁹ Item 32 / 第 32 項

⁹⁰ Item 38 / 第 38 項

⁹¹ Item 32 / 第 32 項

Part 22

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

78. Section 2 amended (Interpretation)

(2) Section 2(1)—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~24~~⁹² of Schedule 9 to the Companies Ordinance (of 2011);”.

81. Section 12 amended (Miscellaneous savings)

(1) Section 12(d)—

Repeal

everything after “to affect”

Substitute

“—

- (i) the application of the relevant Ordinance to the bank with effect on and from 6 October 1989 until immediately before the commencement date of section ~~24~~⁹³ 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

⁹² Item 32 / 第 32 項

⁹³ Item 32 / 第 32 項

~~21~~ of Schedule 9 to the Companies Ordinance (of 2011).”.

~~Part 23~~

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

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

~~Section 16—~~

~~Repeal the section.~~⁹⁴

Part 24

Amendments to Ferry Services Ordinance (Cap. 104)

83. Section 6 amended (Grant of franchises)

Section 6(1)—

Repeal

everything after “may grant”

Substitute

“to—

- (a) any company within the meaning of the Companies Ordinance (of 2011);
- (b) a registered non-Hong Kong company as defined by section 2(1) of that Ordinance;
- (c) a company registered under Part 17 of that Ordinance; or
- (d) a company registered under Part IX of the Companies Ordinance (Cap. 32) as

in force from time to time before the commencement date of section ~~42~~⁹⁵ 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.”.

Part 30

Amendments to Inland Revenue Ordinance (Cap. 112)

93A. Section 14A amended (Qualifying debt instruments)

Section 14A, definition of *wholly owned subsidiary*—

Repeal

“section 124 of the Companies Ordinance (Cap. 32) by subsection (4) of that section”

Substitute

“Part 9 of the Companies Ordinance (of 2011) by section 356(3) of that Ordinance”⁹⁶.

Part 33

Amendments to Stamp Duty Ordinance (Cap. 117)

99. Section 2 amended (Interpretation)

Section 2(1)—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~24~~⁹⁷ of Schedule 9 to the Companies Ordinance (of 2011);”.

⁹⁵ Item 32 / 第 32 項

⁹⁶ Item 40 / 第 40 項

⁹⁷ Item 32 / 第 32 項

101A. Section 29CA amended (Further provisions on special stamp duty chargeable on certain agreements for sale)

Section 29CA(11)(b)(v)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”⁹⁸.

101B. Section 29DA amended (Further provisions on special stamp duty chargeable on certain conveyances on sale)

Section 29DA(11)(b)(v)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”⁹⁹.

Part 37

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

108. First Schedule amended

(1) First Schedule, Form 7, item 4, after “Memorandum”—

Add

“of association (if any)”¹⁰⁰.

⁹⁸ Item 41 / 第 41 項

⁹⁹ Item 42 / 第 42 項

¹⁰⁰ Item 43 / 第 43 項

_____ (1A) First Schedule, Form 7, item 5—

Repeal

“Nominal capital

Part 39

Amendments to Banking Ordinance (Cap. 155)

111. Section 3 amended (Application)

(1) Section 3(1)(c)—

Repeal

everything after “mortgage, or”

Substitute

“charge—

- (i) registered, or to be registered, under the Companies Ordinance (of 2011);
- (ii) registered, or to be registered, under a provision of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~21~~¹⁰¹ of Schedule 9 to the Companies Ordinance (of 2011), having a continuing effect under Schedule 10 ~~to~~¹⁰² the Companies Ordinance (of 2011); or
- (iii) registered under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);”.

(2) Section 3(5)—

Repeal

“under the Companies Ordinance (Cap. 32) shall be

¹⁰¹ Item 32 / 第 32 項

¹⁰² Item 44 / 第 44 項

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

Substitute

“under—

- (a) the Companies Ordinance (of 2011); or
- (b) the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~42~~¹⁰³ 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.”.

Part 47

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

146. Section 7 amended (Group practice management company)

- (1) Section 7(1)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“Companies Ordinance (of 2011), or under the Companies Ordinance (Cap. 32) as in force from time

to time before the commencement date of section ~~24~~¹⁰⁴ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 48

Amendments to Money Lenders Ordinance (Cap. 163)

150. Schedule 1 amended

(1) Schedule 1, Part 2, paragraph 2—

Repeal subparagraph (a)

Substitute

“(a) registered, or to be registered, under the Companies Ordinance (of 2011);

(ab) registered, or to be registered, under a provision of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~24~~¹⁰⁵ of Schedule 9 to the Companies Ordinance (of 2011), having a continuing effect under Schedule 10 ~~of~~¹⁰⁶ the Companies Ordinance (of 2011);

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

(2) Schedule 1, Part 2, paragraph 2(b)—

Repeal

everything after “section 2(1)”

Substitute

“—

(i) where the mortgage, charge, lien or encumbrance was created before the

¹⁰⁴ Item 32 / 第 32 項

¹⁰⁵ Item 32 / 第 32 項

¹⁰⁶ Item 45 / 第 45 項

commencement date of section ~~42~~¹⁰⁷ 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.”.

Part 49

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

152. Schedule 2 amended (Licensing and Exemption Forms)

- (4) Schedule 2, Form 3, question 7(a), Table, entry relating to particulars of share—holdings¹⁰⁸, after “nominal value”—

Add

“(if any)”.

Part 56

Amendments to Public Bus Services Ordinance (Cap. 230)

162. Section 5 amended (Grant of franchises)

Section 5(1)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

¹⁰⁷ Item 32 / 第 32 項

¹⁰⁸ Item 46 / 第 46 項

“Companies Ordinance (of 2011), or under the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section [24](#)¹⁰⁹ of Schedule 9 to the Companies Ordinance (of 2011).”.

Part 60

Amendments to Employees’ Compensation Ordinance (Cap. 282)

171. Section 38 amended (Interpretation)

(4) Section 38—

Add in alphabetical order

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

holding company (控權公司) has the meaning given by section 12 of the Companies Ordinance (of 2011) [for the purposes of that Ordinance](#)¹¹⁰;

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

Part 66

Amendments to Business Registration Ordinance (Cap. 310)

179. Section 2 amended (Interpretation)

(4) Section 2(1), definition of *non-Hong Kong company registration form*—

Repeal

¹⁰⁹ Item 32 / 第 32 項

¹¹⁰ Item 47 / 第 47 項

everything after “means”

Substitute

“a company registration application in the specified form referred to in section 764(4) of the Companies Ordinance (of 2011);”¹¹¹

182. Section 7A amended (Refund of prescribed business registration fees, prescribed branch registration fees or levies)

(2) After section 7A(3)(a)—

Add

“(ab) a company¹¹² incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);”.

(3) Section 7A(3)—

Repeal paragraph (b)

Substitute

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

(c) a company incorporated outside Hong Kong that has established a place of business in Hong Kong, but has ceased to have any such place of business before the repeal of Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 24¹¹³ of Schedule 9 to the Companies Ordinance (of 2011).”.

184. Section 9 amended (Exemption from payments of fees for small businesses)

Section 9(6)—

² ~~The English text is revised this way due to the wording in the Chinese text.~~

¹¹¹ Item 48 / 第 48 項

¹¹² Item 49 / 第 49 項

¹¹³ Item 32 / 第 32 項

Repeal

everything after “apply to”

Substitute

“—

- (a) any company which is incorporated in Hong Kong under—
 - (i) the Companies Ordinance (of 2011); or
 - (ii) a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);
- (b) any non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011); or
- (c) any company incorporated outside Hong Kong that has established a place of business in Hong Kong, but has ceased to have any such place of business before the repeal of Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 24¹¹⁴ of Schedule 9 to the Companies Ordinance (of 2011).”.

185. Section 16 amended (Exemptions)

Section 16(1)(c), proviso—

Repeal

everything after “apply to”

Substitute

“—

- (a) any company which is incorporated in

¹¹⁴ Item 32 / 第 32 項

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 24¹¹⁵ of Schedule 9 to the Companies Ordinance (of 2011);”.

187. Schedule 2 amended

- (2) Schedule 2, ~~item section~~¹¹⁶ 3(b)(i)—

Repeal

“application”

Substitute

“submission”.

Part 70

Amendments to Trade Unions Ordinance (Cap. 332)

194. Section 68 amended (Result of registration)

¹¹⁵ Item 32 / 第 32 項

¹¹⁶ Item 50 / 第 50 項

(2) Section 68(1)—

Repeal

“Companies Ordinance (Cap. 32) or the Co-operative Societies Ordinance (Cap. 33), as the case may be,”
[\(wherever appearing\)](#)¹¹⁷

Substitute

“relevant Ordinance”.

(3) After section 68(2)—

Add

“(3) For the purposes of this section—

relevant Ordinance (《有關條例》) means—

- (a) the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section [24](#)¹¹⁸ 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 74

Amendment to Trading with the Enemy Ordinance (Cap. 346)

200. Section 2 amended (Interpretation)

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

[Repeal](#)

¹¹⁷ Item 51 / 第 51 項

¹¹⁸ Item 32 / 第 32 項

“[section 2 of the Companies Ordinance](#)¹¹⁹ (Cap. 32)”

Substitute

“[section 2\(1\) of the Companies Ordinance](#)¹²⁰ (of 2011)”.

Part 80

Amendments to Protection of Wages on Insolvency Ordinance (Cap. 380)

207. Section 2 amended (Interpretation)

- f(3) Section 2, definition of *pay for untaken annual leave*, paragraph (a)—

Repeal

“Companies Ordinance”

Substitute

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

- (4) Section 2, definition of *pay for untaken statutory holidays*, paragraph (a)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.¹²¹

Part 81

¹¹⁹ Item 52 / 第 52 項

¹²⁰ Item 52 / 第 52 項

³ ~~The amendment is put in place based on the assumption that the Protection of Wages on Insolvency (Amendment) Bill gets passed and that Ordinance comes into force before this Bill gets passed, and is subject to the final form of that Amendment Ordinance.~~

¹²¹ Item 53 / 第 53 項

Amendments to Ocean Park Corporation Ordinance (Cap. 388)

210. Section 2 amended (Interpretation)

Section 2, definition of *company*—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name Ocean Park Limited, under the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 42¹²² of Schedule 9 to the Companies Ordinance (of 2011);”.

Part 83

Amendment to Broadcasting (Miscellaneous Provisions)¹²³ Authority Ordinance (Cap. 391)

213. Section 22 amended (Investigation of licensee’s business)

Section 22(8)—

Repeal

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

Substitute

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

Part 86

Amendments to Drug Trafficking (Recovery of

¹²² Item 32 / 第 32 項

¹²³ Item 54 / 第 54 項

Proceeds) Ordinance (Cap. 405)

216A. Section 17 amended (Winding up of company holding realisable property)

(1) Section 17(3)—

Repeal

“(Cap. 32)”

Substitute

“(_____ of 2011) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”¹²⁴

(2) Section 17(5), definition of *company*—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”¹²⁵

Part 87

Amendments to Drug Trafficking (Recovery of Proceeds) (Designated Countries and Territories) Order (Cap. 405 sub. leg. A)

218. Schedule 2 amended (Drug Trafficking (Recovery of Proceeds) Ordinance as modified)

(2) Schedule ~~2~~², section 17(5), definition of ~~*company*~~¹²⁶—

Repeal

“Companies Ordinance”

Substitute

¹²⁴ Item 55(I) / 第 55(I)項

¹²⁵ Item 55(II) / 第 55(II)項

¹²⁶ Item 56 / 第 56 項

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

Part 91

Amendments to Merchant Shipping (Registration) Ordinance (Cap. 415)

223. Section 20 amended (Declarations by and on behalf of owners and demise charterers)

Section 20(1)(c) and (2)(b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹²⁷ of Schedule 9 to the Companies Ordinance (of 2011) or under Part 16 of the Companies Ordinance (of 2011)”.

224. Section 21 amended (Evidence on first registration)

Section 21(1)(b) and (3)(c), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹²⁸ of Schedule 9 to the Companies Ordinance (of 2011) or under Part 16 of the Companies Ordinance (of 2011)”.

Part 94

Amendments to Toys and Children’s Products Safety Regulation (Cap. 424 sub. leg. B)

231. Section 3 amended (Identification marking for children’s products)

¹²⁷ Item 32 / 第 32 項

¹²⁸ Item 32 / 第 32 項

Section 3(3)—

Repeal

“(Cap. 32)”

Substitute

“(_____ of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (_____ ~~xx~~¹²⁹ of 2011)”.

Part 95

Amendments to Occupational Retirement Schemes Ordinance (Cap. 426)

232. Section 2 amended (Interpretation)

(5) Section 2(1), definition of *subsidiary*, paragraph (b)—

Repeal

“so deemed to be a subsidiary of the employer were the employer a company within the meaning of the Companies Ordinance¹³⁰ (Cap. 32)”

Substitute

“by virtue of section 14 of the Companies Ordinance (_____ of 2011) a subsidiary of the employer were the employer a company as defined by section 2(1) of that Ordinance(_____ of 2011)¹³¹”.

~~[Part 100~~

~~Amendments to Air Transport (Licensing of Air Services) Regulations (Cap. 448 sub. leg. A)~~

¹²⁹ Item 57 / 第 57 項

¹³⁰ Item 58 / 第 58 項

¹³¹ Item 58 / 第 58 項

~~241. Regulation 15A amended (Corporate licensees' duties to provide audited financial statements and other information)~~

~~(1) Regulation 15A(3)(a) and (b), (5)(b), (6) and (7), Chinese text~~

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

~~(2) Regulation 15A(8)~~

Repeal the definition of *holding company*

Substitute

~~“*holding company* (控權公司) has the meaning given by section 12 of the Companies Ordinance (of 2011).”⁴¹³²~~

Part 111

Amendments to Mandatory Provident Fund Schemes (General) Regulation (Cap. 485 sub. leg. A)

261. Section 109 amended (Approved trustee to lodge trustee's return with Authority)

Section 109(7)(a)—

Repeal

everything after “not a non-Hong Kong company,”

Substitute

⁴The amendment is put in place based on the assumption that the Air Transport (Licensing of Air Services) (Amendment) Regulation 2011 comes into force before this Bill gets passed.

“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 24¹³³ of Schedule 9 to the Companies Ordinance (of 2011), as the case may be;”.

Part 112

Amendments¹³⁴ to Mandatory Provident Fund Schemes (Exemption) Regulation (Cap. 485 sub. leg. B)

262. Section 17 amended (Effect of exemption certificate and mandatory conditions)

Section 17(3)(c)—

Repeal

everything after “articles”

Substitute

“of association; or”.

Part 113

Amendments to Non-local Higher and Professional Education (Regulation) Ordinance (Cap. 493)

263. Section 38 amended (Notices)

(1) Section 38(1)(c)—

¹³³ Item 32 / 第 32 項

¹³⁴ Item 60 / 第 60 項

Repeal

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

Substitute

“as defined by section 2(1) of the Companies Ordinance (of 2011)”.¹³⁵

(2) Section 38(3)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

Part 120

Amendment to Copyright Ordinance (Cap. 528)

272. Section 145 amended (Licensing schemes and licensing bodies)

Section 145(3)—

Repeal

“assigned to it by section 2 of the Companies Ordinance”¹³⁶ (Cap. 32)”

Substitute

“given by section 2(1) of the Companies Ordinance”¹³⁷ (of 2011)”.

Part 122

¹³⁵ Item 61 / 第 61 項

¹³⁶ Item 62 / 第 62 項

¹³⁷ Item 62 / 第 62 項

Amendments to Merchant Shipping (Local Vessels) (Certification and Licensing) Regulation (Cap. 548 sub. leg. D)

274. Section 2 amended (Interpretation)

Section 2(1), definition of *document of identification*—

Repeal paragraphs (b) and (c)

Substitute

- “(b) in relation to a company as defined by section 2(1) of the Companies Ordinance (of 2011), the certificate of incorporation issued in respect of the company under the Ordinance under which the company was formed and registered; or
- (c) in relation to a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011), the certificate of registration issued in respect of the company under the Ordinance under which the company was registered as a [registered](#)¹³⁸ non-Hong Kong company;”.

Part 123

Amendment to Merchant Shipping (Local Vessels) (General) Regulation (Cap. 548 sub. leg. F)

277. Section 51 amended (Notice of appointment of agent)

Section 51(5)—

Repeal paragraphs (b) and (c)

Substitute

- “(b) in relation to a company as defined by section 2(1) of the Companies Ordinance (of 2011), the certificate of incorporation issued in respect of the company under the Ordinance under which the company was formed and

registered; or

- (c) in relation to a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011), the certificate of registration issued in respect of the company under the Ordinance under which the company was registered as a registered¹³⁹ non-Hong Kong company.”.

Part 124

Amendment to Merchant Shipping (Local Vessels) (Safety and Survey) Regulation (Cap. 548 sub. leg. G)

278. Section 4 amended (Appointment of agent)

Section 4(4)—

Repeal paragraphs (b) and (c)

Substitute

- “(b) in relation to a company as defined by section 2(1) of the Companies Ordinance (of 2011), the certificate of incorporation issued in respect of the company under the Ordinance under which the company was formed and registered; or
- (c) in relation to a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011), the certificate of registration issued in respect of the company under the Ordinance under which the company was registered as a registered¹⁴⁰ non-Hong Kong company.”.

Part 125

Amendments to Mass Transit Railway Ordinance (Cap. 556)

¹³⁹ Item 64 / 第 64 項

¹⁴⁰ Item 65 / 第 65 項

280. Section 2 amended (Interpretation)

(2) Section 2(1)—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~12~~¹⁴¹ of Schedule 9 to the Companies Ordinance (of 2011);”.

Part 129

**Amendments to Hong Kong Science and
Technology Parks Corporation Ordinance (Cap.
565)**

294. Section 2 amended (Interpretation)

(2) Section 2—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~24~~¹⁴² of Schedule 9 to the Companies Ordinance (of 2011);”.

Part 131

**Amendments to Securities and Futures
Ordinance (Cap. 571)**

**306. Section 68 amended (Transfer and resumption of
functions of ~~the~~¹⁴³ Commission)**

¹⁴¹ Item 32 / 第 32 項

¹⁴² Item 32 / 第 32 項

¹⁴³ Item 66 / 第 66 項

(1) Section 68(2)(b)—

Repeal

“and”.

(2) Section 68(2)—

Repeal paragraph (c)

Substitute

“(c) Parts II and XII of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); and

(d) Part 5 of the Companies Ordinance (of 2011).”.

324. 修訂第 287 條(與法團有關連(內幕交易罪))

第 287(3)條 —

廢除

“的權益的人，而他 [所](#)¹⁴⁴擁有的權益的面值不少於該法團的有關股本的面值的 5%”

代以

“中股份總數的 5%或以上權益的人”。

346. Schedule 1 amended (Interpretation and general provisions)

(17) Schedule 1, Part 1, section 1—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section [24](#)¹⁴⁵ of Schedule 9 to the Companies Ordinance (of 2011);”.

¹⁴⁴ Item 67 / 第 67 項

¹⁴⁵ Item 32 / 第 32 項

350. Schedule 10 amended (Savings, transitional, consequential and related provisions, etc.)

(10) Schedule 10, after Part 4—

Add

“PART 5Part 5¹⁴⁶

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 ~~toef~~¹⁴⁷ 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 ~~toef~~¹⁴⁸ 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 ~~toef~~¹⁴⁹ the Companies Ordinance (of 2011) in relation to accounts of a corporation, section 352(12), despite its

¹⁴⁶ Item 68(I) / 第 68(I)項

¹⁴⁷ Item 68(II) / 第 68(II)項

¹⁴⁸ Item 68(II) / 第 68(II)項

¹⁴⁹ Item 68(II) / 第 68(II)項

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 136

Amendments¹⁵⁰ to Securities and Futures (Levy) Rules (Cap. 571 sub. leg. AA)

356. Section 10 amended (Report)

(1) Section 10(2)(b)(i)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or the relevant Ordinance”.

Part 141

Amendments¹⁵¹ to Securities and Futures (Disclosure of Interests-Exclusions) Regulation (Cap. 571 sub. leg. AG)

365. Section 2 amended (Interpretation)

Section 2, Chinese text, definition of *有條件要約*, paragraph (b)—

Repeal

“控股公司” (wherever appearing)

Substitute

¹⁵⁰ Item 69 / 第 69 項

¹⁵¹ Item 70 / 第 70 項

“控權公司”。

Part 146

Amendments to Land Titles Ordinance (Cap. 585)

380. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *company*, [paragraph \(a\)](#)¹⁵²—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

Part 147

Amendments to Financial Reporting Council Ordinance (Cap. 588)

385. Section 2 amended (Interpretation)

- (11) Section 2(1)—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section [24](#)¹⁵³ of Schedule 9 to the Companies Ordinance (of 2011);”.

Part 148

Amendments to Unsolicited Electronic Messages Ordinance (Cap. 593)

391. Section 44 amended (Service of notices for purposes of sections 34, 35, 36 and 38)

¹⁵² Item 71 / 第 71 項

¹⁵³ Item 32 / 第 32 項

Section 44(2)—

Repeal

“(Cap. 32) shall be deemed to have its usual place of business at its registered office for the purposes of that Ordinance, and any other organization shall be¹⁵⁴,”

Substitute

“(of 2011) is deemed to have its usual place of business at its registered office in Hong Kong, and any other organization is¹⁵⁵”.

Part 149

Amendment to Unsolicited Electronic Messages Regulation (Cap. 593 sub. leg. A)

392. Section 3 amended (Interpretation)

Section 3(2)—

Repeal

“(Cap. 32) shall be deemed to have its usual place of business at its registered office for the purposes of that Ordinance, and any other organization shall be¹⁵⁶,”

Substitute

“(of 2011) is deemed to have its usual place of business at its registered office in Hong Kong, and any other organization is¹⁵⁷”.

Part 155A

¹⁵⁴ Item 72 / 第 72 項

¹⁵⁵ Item 72 / 第 72 項

¹⁵⁶ Item 73 / 第 73 項

¹⁵⁷ Item 73 / 第 73 項

**Amendments to Anti-Money Laundering and
Counter-Terrorist Financing (Financial
Institutions) Ordinance (Cap. 615)**

**398A. Schedule 2 amended (Requirements Relating to Customer
Due Diligence and Record-keeping)**

(1) Schedule 2, section 1(1), definition of *identification document*—

Repeal paragraphs (b) and (c)

Substitute

“(b) in relation to a company as defined by section 2(1) of the Companies Ordinance (_____ of 2011), means 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), means the certificate of registration issued in respect of the company under the Ordinance under which the company was registered, as a registered non-Hong Kong company;”¹⁵⁸.

(2) Schedule 2, section 17(4), definition of *subsidiary*—

Repeal

“(Cap. 32)”

Substitute

“(_____ of 2011)”¹⁵⁹.

(3) Schedule 2, section 22(3), definition of *subsidiary undertaking*—

Repeal

“the Twenty-third Schedule to the Companies Ordinance (Cap. 32)”

¹⁵⁸ Item 74(I) / 第 74(I)項

¹⁵⁹ Item 74(II) / 第 74(II)項

Substitute

“Schedule 1 to the Companies Ordinance (_____ of 2011)”.¹⁶⁰

Part 157

Amendments to Hong Kong and China Gas Company (Transfer of Incorporation) Ordinance (Cap. 1022)

401. Section 2 amended (Interpretation)

(2) Section 2(2)—

Add in alphabetical order

“relevant Ordinance (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 24¹⁶¹ of Schedule 9 to the Companies Ordinance (_____ of 2011);”.

403. Section 4 amended (Deemed incorporation under Companies Ordinance)⁵¹⁶²

(1) Section 4, heading—

Repeal

“Companies Ordinance”

Substitute

“the relevant Ordinance”.

Part 177

Amendments to Standard Chartered Asia Limited Ordinance (Cap. 1136)

¹⁶⁰ Item 74(III) / 第 74(III)項

¹⁶¹ Item 32 / 第 32 項

⁵ ~~In the English text, “(Cap. 32)” is not in the loose leaf edition.~~

¹⁶² Item 75 / 第 75 項

427. Section 2 amended (Interpretation)

Section 2(1), definition of *excluded items*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 24¹⁶³ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 178

Amendments to Royal Bank of Scotland Ordinance (Cap. 1138)

430. Section 2 amended (Interpretation)

(2) Section 2(1), definition of *property*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 24¹⁶⁴ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 179

Amendments to The Spiritual Assembly of the Baha’is of Hong Kong Incorporation Ordinance (Cap. 1143)

432. Section 2 amended (Interpretation)

(3) Section 2—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 24¹⁶⁵ of Schedule 9 to the

¹⁶³ Item 32 / 第 32 項

¹⁶⁴ Item 32 / 第 32 項

¹⁶⁵ Item 32 / 第 32 項

Companies Ordinance (of 2011).”.

Part 180

Amendment to Rainier International Bank (Transfer of Hong Kong Undertaking) Ordinance (Cap. 1144)

434. Section 2 amended (Interpretation)

Section 2(1), definition of *Hong Kong undertaking*, paragraph (iv), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 24¹⁶⁶ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 181

Amendments to First Pacific Bank Limited Ordinance (Cap. 1146)

435. Section 2 amended (Interpretation)

Section 2(1), definition of *excluded property*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 24¹⁶⁷ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 184

Amendments to Dao Heng Bank Limited Ordinance (Cap. 1152)

439. Section 2 amended (Interpretation)

¹⁶⁶ Item 32 / 第 32 項

¹⁶⁷ Item 32 / 第 32 項

Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁶⁸ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 186

Amendment to Middle East Finance International Limited (Transfer of Undertaking) Ordinance (Cap. 1154)

442. Section 2 amended (Interpretation)

Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁶⁹ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 187

Amendments to The Bank of Tokyo-Mitsubishi (Merger of Subsidiaries) Ordinance (Cap. 1161)

443. Section 2 amended (Interpretation)

Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁷⁰ of Schedule 9 to the Companies Ordinance (of 2011)”.

¹⁶⁸ Item 32 / 第 32 項

¹⁶⁹ Item 32 / 第 32 項

¹⁷⁰ Item 32 / 第 32 項

Part 189

Amendment to Lingnan University Ordinance (Cap. 1165)

446. Section 2 amended (Interpretation)

Section 2, definitions of *Lingnan Education Organization Limited* and *Lingnan University Alumni Association (Hong Kong) Limited*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁷¹ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 191

Amendments to Bank of China (Hong Kong) Limited (Merger) Ordinance (Cap. 1167)

448. Section 2 amended (Interpretation)

(1) Section 2(1), definition of *excluded property and liabilities*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁷² of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 192

Amendments to The Bank of East Asia, Limited Ordinance (Cap. 1168)

450. Section 2 amended (Interpretation)

¹⁷¹ Item 32 / 第 32 項

¹⁷² Item 32 / 第 32 項

Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁷³ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 194

**Amendments to The Bank of East Asia, Limited
(Merger) Ordinance (Cap. 1170)**

454. Section 2 amended (Interpretation)

Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁷⁴ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 195

**Amendments to CITIC Ka Wah Bank Limited
(Merger) Ordinance (Cap. 1171)**

456. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property and liabilities*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁷⁵ of Schedule 9 to the Companies Ordinance (of 2011)”.

¹⁷³ Item 32 / 第 32 項

¹⁷⁴ Item 32 / 第 32 項

¹⁷⁵ Item 32 / 第 32 項

- (2) Section 2(1), definition of *Registrar of Companies*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force on the day of the appointment”.

Part 196

Amendments to Dao Heng Bank Limited (Merger) Ordinance (Cap. 1172)

458. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁷⁶ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 197

Amendments to The Bank of East Asia, Limited (Merger of Subsidiaries) Ordinance (Cap. 1173)

460. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁷⁷ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 198

¹⁷⁶ Item 32 / 第 32 項

¹⁷⁷ Item 32 / 第 32 項

Amendments to Standard Chartered Bank (Hong Kong) Limited (Merger) Ordinance (Cap. 1174)

463. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property and liabilities*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁷⁸ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 199

Amendments to Wing Hang Bank, Limited (Merger) Ordinance (Cap. 1176)

465. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁷⁹ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 200

Amendments to Citibank (Hong Kong) Limited (Merger) Ordinance (Cap. 1177)

468. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property and liabilities*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

¹⁷⁸ Item 32 / 第 32 項

¹⁷⁹ Item 32 / 第 32 項

“as in force from time to time before the commencement date of section 24¹⁸⁰ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 201

Amendments to Industrial and Commercial Bank of China (Asia) Limited (Merger) Ordinance (Cap. 1178)

471. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)” —

Add

“as in force from time to time before the commencement date of section 24¹⁸¹ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 202

Amendments to Legal Services Legislation (Miscellaneous Amendments) Ordinance 1997 (94 of 1997)

473. Section 2 amended (Part added)

- (1) Section 2, the new section 7B, definition of *company* —

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011)”.¹⁸²

¹⁸⁰ Item 32 / 第 32 項

¹⁸¹ Item 32 / 第 32 項

¹⁸² Item 76(I)(i) / 第 76(I)(i)項

(2) Section 2, the new section 7B, definition of *shares*—

Repeal

“(Cap. 32)”

Substitute

“(_____ of 2011)”.¹⁸³

(3) Section 2, the new section 7C(4)—

Repeal

“(Cap. 32)”

Substitute

“(_____ of 2011)”.¹⁸⁴

(4) Section 2, the new section 7E, heading—

Repeal

“**memorandum or**”.¹⁸⁵

(5) Section 2, the new section 7E(1)(a)—

Repeal

“**memorandum or**”.¹⁸⁶

(6) Section 2, the new section 7F(2)—

Repeal

“(Cap. 32)”

Substitute

“(_____ of 2011)”.¹⁸⁷

¹⁸³ Item 76(I)(ii) / 第 76(I)(ii)項

¹⁸⁴ Item 76(II) / 第 76(II)項

¹⁸⁵ Item 76(III) / 第 76(III)項

¹⁸⁶ Item 76(III) / 第 76(III)項

¹⁸⁷ Item 76(IV) / 第 76(IV)項

(7) Section 2, the new section 7G(1)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”¹⁸⁸

(8) Section 2, the new section 7G(2)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”¹⁸⁹

(9) Section 2, the new section 7H(1)(b)—

Repeal

“memorandum or”¹⁹⁰

(10) Section 2, the new section 7K, heading—

Repeal

“**memorandum and**”¹⁹¹

(11) Section 2, the new section 7K—

Repeal

“**memorandum and**”¹⁹²

474. Section 5 amended (Sections added)

¹⁸⁸ Item 76(V) / 第 76(V)項

¹⁸⁹ Item 76(V) / 第 76(V)項

¹⁹⁰ Item 76(VI) / 第 76(VI)項

¹⁹¹ Item 76(VII) / 第 76(VII)項

¹⁹² Item 76(VII) / 第 76(VII)項

Section 5, the new section 39BB(2), definition of *debentures*—

Repeal

“(Cap. 32)”

Substitute

“(_____ of 2011)”.¹⁹³

Part 203

Amendments to Air Transport (Licensing of Air Services) (Amendment) Regulation 2011 (L.N. 158 of 2011)

475. Section 7 amended (Regulations 6 and 7 substituted)

Section 7, the new regulation 6(6), definition of *related undertaking*, paragraph (a)—

Repeal

“the Twenty-third Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“Schedule 1 to the Companies Ordinance (_____ of 2011)”.¹⁹⁴ —

476. Section 17 amended (Regulations 15A to 15F added)

(1) Section 17, Chinese text, the new regulation 15A(3)(a) and (b), (5)(a) and (b), (6) and (7)—

Repeal

“控股公司” (wherever appearing)

Substitute

¹⁹³ Item 77 / 第 77 項

¹⁹⁴ Item 78 / 第 78 項

“控權公司”.¹⁹⁵

(2) Section 17, the new regulation 15A(8)—

Repeal the definition of *holding company*

Substitute

“*holding company* (控權公司) has the meaning given by section 12 of the Companies Ordinance (_____ of 2011) for the purposes of that Ordinance.”¹⁹⁶

Part 204

Amendments to Lifts and Escalators Ordinance (8 of 2012)

477. Section 149 amended (Service of notices etc.)

Section 149(1)(c)—

Repeal

“(Cap. 32)”

Substitute

“(_____ of 2011)”.¹⁹⁷

¹⁹⁵ Item 79(I) / 第 79(I)項

¹⁹⁶ Item 79(II) / 第 79(II)項

¹⁹⁷ Item 80 / 第 80 項