

For information

**Subcommittee on Subsidiary Legislation Made
under the New Companies Ordinance**

Supplementary Information arising from the Meeting on 11 June 2013

Purpose

This paper provides supplementary information in response to the views expressed by members and the Legal Adviser of the subcommittee at its eighth meeting on 11 June 2013.

Company Records (Inspection and Provision of Copies) Regulation

2. Section 11(1) of this Regulation requires a company to provide copies of company records as requested by a requestor within five business days after the date of receipt of the request or payment of the prescribed fee (whichever is later). As explained at the subcommittee's meeting on 11 June 2013, the proposed period of five business days seeks to strike a balance between minimising the compliance burden to the company and facilitating the requestor to obtain copies of company records within a reasonable period.

3. We note the subcommittee's view that ten business days instead of five business days should be allowed for fulfillment of a request for provision of copies. At the request of the subcommittee, the Administration would seek to amend section 11(1) by repealing "5 business days" and substitute with "10 business days" in that subsection. Please refer to Annex A for the proposed amendments to this subsection.

Companies (Non-Hong Kong Companies) Regulation

4. We have considered the comments of the Legal Adviser and would propose amendments to the Chinese text of sections 4(4)(a), 9(1)(k), 9(1)(h)(i) and 14(2)(a) of this Regulation to improve the drafting of the provisions concerned and to maintain consistency with the English text. The changes are confined to the Chinese text only. Please refer to Annex B for the proposed amendments.

Way Forward

5. Subject to Members' agreement, the Administration would move two motions to seek approval of the proposed amendments to the two pieces of subsidiary legislation at the LegCo sitting of 17 July 2013.

Financial Services and the Treasury Bureau
19 June 2013

**Proposed amendment to
Company Records (Inspection and Provision of Copies) Regulation**

11. Provision of copy of company records

- (1) If by making a request and paying the fee prescribed in section 12, a person is entitled under a relevant provision to be provided with a copy of the whole or any part of any company records of a company, the company must, within 105 business days after the date of receipt of the request or payment (whichever is the later), provide the copy to the person.

11. 提供公司紀錄的文本

- (1) 如某人藉提出要求和繳付第 12 條訂明的費用，而根據相關條文有權獲提供某公司的公司紀錄的全部或任何部分的文本，該公司須在收到該要求或付款的日期(以較後者為準)後的 105 個辦公日內，向該人提供該文本。

**Proposed amendments to
Companies (Non-Hong Kong Companies) Regulation**

4. 註冊申請須隨附的文件

- (4) 為施行第(1)(c)及(d)款，如 —
- (a) 某非香港公司成立為法團的日期，是在根據本條例第 776(4)條規定須交付申請的日期前的 18 個月內；及
 - (b) 該公司須發表的帳目並未擬備，
則該公司須將指明該事實的陳述書，交付處長登記，以代替交付該公司最近期發表的帳目的經核證副本，而該陳述書須符合指明格式。

9. 周年申報表須載有的詳情

- (1) 為施行本條例第 788(2)(b)條，註冊非香港公司的周年申報表，須載有以下資料 —
- (h) 就每名在該申報表的日期當日屬該公司的獲授權代表的人而言，以下詳情 —
 - (i) 該代表的姓名或名稱及地址；及
 - (ii) 如該代表是自然人 —
 - (A) 該代表的身分證號碼；或
 - (B) (如該代表沒有身分證)該代表所持有的任何護照的號碼及簽發國家；
 - (k) (如該公司成立為法團的日期，是在根據本條例第 788(1)條規定須交付該申報表的日期前的 18 個月內，而該公司須發表的帳目並未擬備)一項符合指明格式的、指明該事實的陳述；

14. 本條例第 791 條所指的申報表須隨附的文件

- (2) 為施行本條例第 791(3)(c)條，以下文件須隨附根據本條例第 791(1)條交付的申報表 —
- (a) 有關公司的憲章、法規或章程大綱(包括章程細則(如有的話))在上述更改後的經核證副本，或對該公司在上述更改後的組織作出規定的其他文書在上述更改後的經核證副本；或
 - (b) (如有關公司的憲章、法規或章程大綱(包括章程細則(如有的話))或對該公司的組織作出規定的其他文書既非採用中文，亦非採用英文)該憲章、法規、章程大綱或文書的經核證中文或英文譯本。
