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**L.N. 162 of 2013**

**Companies Ordinance (Amendment of Schedule 10)  
Notice 2013**

**Contents**

Section	Page
1. Commencement .....	B4003
2. Companies Ordinance amended .....	B4003
3. Schedule 10, Part 2 heading amended (amendment to Specification of Public Officers (Cap. 1 sub. leg. C)) .....	B4003
4. Schedule 10, section 2 amended (Schedule amended).....	B4003
5. Schedule 10, section 60 amended (section 28D amended (qualification for registration of company as corporate practice)) .....	B4005
6. Schedule 10, Part 22A added .....	B4007
7. Schedule 10, section 132 amended (Seventh Schedule amended (minimum criteria for authorization)).....	B4009
8. Schedule 10, sections 136 and 137 substituted .....	B4009
9. Schedule 10, sections 137A and 137B added .....	B4009
10. Schedule 10, section 138 repealed (section 48 amended (deductions from core capital and supplementary capital)) .....	B4011
11. Schedule 10, sections 138A, 138B and 138C added .....	B4011
12. Schedule 10, section 140 repealed (section 24 amended (capital structure and adequacy)).....	B4013

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Section	Page
13. Schedule 10, section 142 repealed (section 45 amended (capital structure and adequacy)).....	B4013
14. Schedule 10, Part 98A added .....	B4013
15. Schedule 10, section 258A added .....	B4017
16. Schedule 10, section 327 substituted .....	B4017
17. Schedule 10, sections 327A, 327B and 327C added .....	B4021
18. Schedule 10, section 328 substituted .....	B4029
19. Schedule 10, sections 328A to 328J added .....	B4041
20. Schedule 10, section 329A added .....	B4063
21. Schedule 10, section 330A added .....	B4067
22. Schedule 10, section 333 amended (section 336 amended (register of interests in shares and short positions)) .....	B4067
23. Schedule 10, section 333A added .....	B4067
24. Schedule 10, section 337A added .....	B4069
25. Schedule 10, section 338 amended (section 366 amended (power of Court of First Instance to impose restrictions on shares, etc. in case of failure to provide information required by listed corporation)) .....	B4071
26. Schedule 10, section 339A added .....	B4071
27. Schedule 10, Part 132A added .....	B4071
28. Schedule 10, section 367 amended (section 2 amended (interpretation)).....	B4075
29. Schedule 10, sections 367A and 367B added .....	B4075

---

Section	Page
30. Schedule 10, Parts 154A and 154B added.....	B4077
31. Schedule 10, section 476 amended (section 2 amended (Part added)).....	B4085
32. Schedule 10, section 477 amended (section 5 amended (sections added)).....	B4087
33. Schedule 10, Part 202 repealed (amendments to Air Transport (Licensing of Air Services) (Amendment) Regulation 2011 (L.N. 158 of 2011)) .....	B4089

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## **Companies Ordinance (Amendment of Schedule 10) Notice 2013**

(Made by the Financial Secretary under section 912(2) of the  
Companies Ordinance (Cap. 622))

### **1. Commencement**

This Notice comes into operation on the day on which section 912(2) of the Companies Ordinance (Cap. 622) comes into operation.

### **2. Companies Ordinance amended**

The Companies Ordinance (Cap. 622) is amended as set out in sections 3 to 33.

### **3. Schedule 10, Part 2 heading amended (amendment to Specification of Public Officers (Cap. 1 sub. leg. C))**

Schedule 10, English text, Part 2, heading—

#### **Repeal**

“Public Officers”

#### **Substitute**

“Public Offices”.

### **4. Schedule 10, section 2 amended (Schedule amended)**

(1) Schedule 10—

**Renumber section 2 as section 2(2).**

(2) Schedule 10, before section 2(2)—

#### **Add**

“(1) The Schedule, the second entry relating to the Chief Justice—

**Repeal**

“Companies Ordinance”

**Substitute**

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

(3) Schedule 10, after section 2(2)—

**Add**

“(3) The Schedule, the first entry relating to the Registrar of Companies—

**Repeal**

“Companies Ordinance”

**Substitute**

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

(4) The Schedule, before the first entry relating to the Registrar of Companies—

**Add**

“Registrar of Companies Companies Ordinance (Cap. 622).”.

**5. Schedule 10, section 60 amended (section 28D amended (qualification for registration of company as corporate practice))**

Schedule 10, after section 60(2)—

**Add**

“(2A) Section 28D(2)(a)—

**Repeal**

“subsection (1)”

**Substitute**

“subsection (1A).”.

**6. Schedule 10, Part 22A added**

Schedule 10, after Part 22—

**Add**

**“Part 22A**

**Amendments to Legal Aid Ordinance (Cap. 91)**

**81A. Schedule 3 amended (Proceedings for which legal aid may be given under section 5A)**

- (1) Schedule 3, Part 3, paragraph 1, definition of *company*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(Cap. 622)”.

- (2) Schedule 3, Part 3, paragraph 1, definition of *holding company*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(Cap. 622)”.

- (3) Schedule 3, Part 3, paragraph 1, definition of *subsidiary*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(Cap. 622)”.

**7. Schedule 10, section 132 amended (Seventh Schedule amended (minimum criteria for authorization))**

Schedule 10, section 132—

**Repeal subsection (3).**

**8. Schedule 10, sections 136 and 137 substituted**

Schedule 10—

**Repeal sections 136 and 137**

**Substitute**

**“136. Section 35 amended (Interpretation of Part 3)**

Section 35, Chinese text, definition of 有連繫公司, paragraph (a)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**137. Section 38 amended (CET1 capital)**

Section 38(1)(b), after “share premium account”—

**Add**

“(if any)”.

**9. Schedule 10, sections 137A and 137B added**

Schedule 10, after section 137—

**Add**

**“137A. Section 39 amended (Additional Tier 1 capital)**

Section 39(1)(b), after “share premium account”—

**Add**

“(if any)”.

**137B. Section 40 amended (Tier 2 capital)**

Section 40(1)(b), after “share premium account”—

**Add**

“(if any)”.

**10. Schedule 10, section 138 repealed (section 48 amended (deductions from core capital and supplementary capital))**

Schedule 10—

**Repeal section 138.**

**11. Schedule 10, sections 138A, 138B and 138C added**

Schedule 10, at the end of Part 40—

**Add**

**“138A. Section 157A amended (Provisions supplementary to section 156(2) and (5)—asset value correlation multiplier for exposures to certain financial institutions)**

Section 157A(3), Chinese text, definition of 大型受監管金融機構, paragraph (b)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.



**138B. Schedule 4B amended (Qualifying criteria to be met to be Additional Tier 1 capital)**

Schedule 4B, Chinese text, section 1(m) and (p)—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

**138C. Schedule 4C amended (Qualifying criteria to be met to be Tier 2 capital)**

Schedule 4C, Chinese text, section 1(h) and (j)—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

**12. Schedule 10, section 140 repealed (section 24 amended (capital structure and adequacy))**

Schedule 10—

**Repeal section 140.**

**13. Schedule 10, section 142 repealed (section 45 amended (capital structure and adequacy))**

Schedule 10—

**Repeal section 142.**

**14. Schedule 10, Part 98A added**

Schedule 10, after Part 98—

**Add**

## “Part 98A

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

#### **243A. Regulation 6 amended (Applications for licences)**

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 (Cap. 622)”.

#### **243B. Regulation 15A amended (Corporate licensees’ duties to provide audited financial statements and other information)**

(1) Regulation 15A(3)(a) and (b), (5)(a)(i) and (ii) and (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 13 of the Companies Ordinance (Cap. 622) for the purposes of that Ordinance.”.

**15. Schedule 10, section 258A added**

Schedule 10, after section 258—

**Add**

**“258A. Section 42AA amended (Authority or specified entity may disclose information obtained under Part 4A despite section 41)**

Section 42AA(3)(e)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**16. Schedule 10, section 327 substituted**

Schedule 10—

**Repeal section 327**

**Substitute**

**“327. Section 308 amended (Interpretation of Part XV)**

(1) Section 308(1), Chinese text, definition of *相聯法團*, paragraph (a)—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

(2) Section 308(1), definition of *associated corporation*, paragraph (b)—

**Repeal**

“nominal value” (wherever appearing)

**Substitute**

“number”.

- (3) Section 308(1), definition of *relevant event*, paragraph (a)(iii)—

**Repeal**

“share capital of a particular class becomes relevant share capital”

**Substitute**

“shares of a particular class become voting shares”.

- (4) Section 308(1), definition of *underlying shares*, paragraph (a)(i) and (ii)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

- (5) Section 308(1), English text, definition of *underlying shares*, paragraph (b)—

**Repeal the full stop**

**Substitute a semicolon.**

- (6) Section 308(1)—  
(a) definition of *issued equity share capital*;  
(b) definition of *relevant share capital*—

**Repeal the definitions.**

- (7) Section 308(1)—

**Add in alphabetical order**

**“issued voting shares** (已發行的有投票權股份), in relation to a listed corporation, means the listed corporation’s issued shares of a class which carry rights to vote in all circumstances at general meetings of the corporation;

**voting shares** (有投票權股份), in relation to a listed corporation—

(a) means the listed corporation’s issued voting shares; and

(b) includes the listed corporation’s unissued shares of a class which, if issued, would carry rights to vote in all circumstances at general meetings of the corporation.”.

(8) Section 308(2)—

**Repeal**

“share capital of”

**Substitute**

“shares in”.

(9) Section 308(6)(a)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.”.

**17. Schedule 10, sections 327A, 327B and 327C added**

Schedule 10, after section 327—

**Add**

**“327A. Section 310 amended (Duty of disclosure: cases in which it may arise)**

- (1) Section 310(1)(a)—

**Repeal**

everything after “acquires an interest in”

**Substitute**

“, or ceases to be interested in, voting shares in a listed corporation (whether or not having or retaining an interest in other voting shares in the listed corporation); or”.

- (2) Section 310(1)(b)—

**Repeal**

“comprised in a listed corporation’s share capital of any description”

**Substitute**

“of any description in a listed corporation”.

- (3) Section 310(2)(a)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

- (4) Section 310(2)(b)—

**Repeal**

everything after “interested in”

**Substitute**

“a listed corporation’s shares of a particular class at the time when the listed corporation’s shares of that class become voting shares; or”.

- (5) Section 310(2)(c)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

- (6) Section 310(3)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

- (7) Section 310(4)(a)—

**Repeal**

everything after “, a short position in”

**Substitute**

“voting shares in a listed corporation (whether or not having or retaining a short position in other voting shares in the listed corporation); or”.

- (8) Section 310(4)(b)—

**Repeal**

“comprised in a listed corporation’s share capital of any description”

**Substitute**

“of any description in a listed corporation”.

(9) Section 310(5) and (6)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

**327B. Section 311 amended (Interests to be disclosed)**

(1) Section 311(1)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

(2) Section 311(2)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

(3) Section 311(2)—

**Repeal**

“shares so comprised”

**Substitute**

“such voting shares”.

(4) Section 311(3)—

**Repeal**

everything after “when”



**Substitute**

“the aggregate number of voting shares in the listed corporation concerned in which the person is interested, when expressed as a percentage of the number of issued voting shares in the listed corporation at that time, is equal to or more than the notifiable percentage level for the time being.”.

**327C. Section 312 amended (Short positions to be disclosed)**

Section 312—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

**18. Schedule 10, section 328 substituted**

Schedule 10—

**Repeal section 328**

**Substitute**

**“328. Section 313 amended (Circumstances in which duty of disclosure arises)**

(1) Section 313(4)(a)(i)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

- (2) Section 313(4)(a)—

**Repeal**

“shares so comprised” (wherever appearing)

**Substitute**

“such voting shares”.

- (3) Section 313(4)(b) and (c)—

**Repeal**

“shares so comprised” (wherever appearing)

**Substitute**

“such voting shares”.

- (4) Section 313(5)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

- (5) Section 313(6)(b)—

**Repeal**

“shares so comprised immediately before”

**Substitute**

“voting shares in the listed corporation concerned immediately before”.

- (6) Section 313(6)(b)—

**Repeal**

“shares so comprised immediately after”

**Substitute**

“such voting shares immediately after”.

- (7) Section 313(7)(a)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

- (8) Section 313(7)(a)—

**Repeal**

“shares so comprised”

**Substitute**

“such voting shares”.

- (9) Section 313(7)(b)(i) and (ii)—

**Repeal**

“shares so comprised”

**Substitute**

“such voting shares”.

- (10) Section 313(8)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

- (11) Section 313(8)—  
**Repeal**  
“nominal value of all the shares”  
**Substitute**  
“number of all the voting shares”.
- (12) Section 313(8)—  
**Repeal**  
“nominal value of the shares”  
**Substitute**  
“number of the voting shares”.
- (13) Section 313(8)(a)—  
**Repeal**  
“shares so comprised”  
**Substitute**  
“such voting shares”.
- (14) Section 313(8)(b)—  
**Repeal**  
“shares so comprised at the time”  
**Substitute**  
“such voting shares at the time”.
- (15) Section 313(8)(b)(i) and (ii)—  
**Repeal**  
“shares so comprised”

**Substitute**

“such voting shares”.

- (16) Section 313(9)(a)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

- (17) Section 313(9)(a)—

**Repeal**

“shares so comprised”

**Substitute**

“such voting shares”.

- (18) Section 313(9)(b)(i) and (ii)—

**Repeal**

“shares so comprised”

**Substitute**

“such voting shares”.

- (19) Section 313(10), (11) and (12), Chinese text—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

(20) Section 313(13)(a)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

(21) Section 313(13)(b)—

**Repeal**

“shares so comprised”

**Substitute**

“such voting shares”.

(22) Section 313(13)(c)—

**Repeal**

“shares so comprised”

**Substitute**

“such voting shares”.

(23) Section 313(13)(d)—

**Repeal**

“shares so comprised”

**Substitute**

“such voting shares”.

(24) Section 313(13), English text—

**Repeal**

“shares so comprised—”

**Substitute**

“such voting shares—”.

- (25) Section 313(13)(i), (ii), (iii) and (iv), Chinese text—

**Repeal**

“該等股份” (wherever appearing)

**Substitute**

“上述有投票權股份”.

- (26) Section 313(13)(v), Chinese text—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

- (27) Section 313(13)(v), Chinese text—

**Repeal**

“該等” (wherever appearing)

**Substitute**

“上述有投票權”.

**19. Schedule 10, sections 328A to 328J added**

Schedule 10, after section 328—

**Add**

**“328A. Section 314 amended (Percentage level in relation to notifiable interests and short positions)**

- (1) Section 314(1)—

**Repeal**

“nominal value of all the shares comprised in the relevant share capital of”

**Substitute**

“number of all the voting shares in”.

- (2) Section 314(1)—

**Repeal**

“nominal value of the issued equity share capital of”

**Substitute**

“number of issued voting shares in”.

- (3) Section 314(2)—

**Repeal**

“shares comprised in its relevant share capital, the nominal value of the issued equity share capital of”

**Substitute**

“voting shares, the number of issued voting shares in”.

- (4) Section 314(2)(a)—

**Repeal**

“nominal value of the issued equity share capital of”

**Substitute**

“number of issued voting shares in”.

- (5) Section 314(2)(b)—

**Repeal**

“nominal value of the new shares”



**Substitute**

“number of new voting shares”.

- (6) Section 314(3)—

**Repeal**

“nominal value of shares comprised in the relevant share capital of”

**Substitute**

“number of voting shares in”.

- (7) Section 314(3)—

**Repeal**

everything after “has in”

**Substitute**

“such voting shares which, if included in the calculation of the aggregate number of such voting shares in which the person is interested, would reduce the aggregate number of such voting shares.”.

- (8) Section 314(4)—

**Repeal**

“nominal value of all the shares comprised in the relevant share capital of”

**Substitute**

“number of all the voting shares in”.

- (9) Section 314(4)—

**Repeal**

“nominal value of the issued equity share capital of”

**Substitute**

“number of issued voting shares in”.

- (10) Section 314(5)(a)—

**Repeal**

“nominal value of shares comprised in the relevant share capital of”

**Substitute**

“number of voting shares in”.

- (11) Section 314(5)(a)—

**Repeal**

“nominal value of the shares comprised”

**Substitute**

“number of the voting shares”.

- (12) Section 314(5)(b)—

**Repeal**

everything after “this section to” and before “in each”

**Substitute**

“a percentage of the number of the listed corporation’s issued voting shares is to be construed as a reference to a percentage of the number of the issued voting shares”.

- (13) Section 314(6)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

**328B. Section 317 amended (Agreement to acquire interests in particular listed corporation)**

Section 317(1), (2) and (3)—

**Repeal**

“shares comprised in the relevant share capital of”  
(wherever appearing)

**Substitute**

“voting shares in”.

**328C. Section 318 amended (Interests of parties to agreement)**

Section 318(1), (2) and (3)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

**328D. Section 319 amended (Duty of parties to agreement acting together to keep each other informed)**

(1) Section 319(1)(b)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

(2) Section 319(2)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

(3) Section 319(3)—

**Repeal**

“shares (if any) comprised in the relevant share capital of”

**Substitute**

“voting shares (if any) in”.

**328E. Section 320 amended (Circumstances in which persons have interests in shares or short positions by attribution)**

- (1) Section 320(1)(a)—

**Repeal**

everything after “interest in” and before “includes”

**Substitute**

“, or ceasing to be interested in, voting shares in a listed corporation”.

- (2) Section 320(1)(a), Chinese text, before “權益；” —

**Add**

“股份”.

- (3) Section 320(1)(b)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

- (4) Section 320(1)(c)—

**Repeal**

everything after “coming to have a short position in” and before “includes”

**Substitute**

“, or ceasing to have a short position in, voting shares in a listed corporation”.

- (5) Section 320(2)(a)—  
**Repeal**  
“shares comprised in the relevant share capital of”  
**Substitute**  
“voting shares in”.
- (6) Section 320(2)(b)—  
**Repeal**  
“shares so comprised”  
**Substitute**  
“such voting shares”.
- (7) Section 320(2)(c)—  
**Repeal**  
“shares so comprised”  
**Substitute**  
“such voting shares”.
- (8) Section 320(3)(a)—  
**Repeal**  
“shares comprised in the relevant share capital of”  
**Substitute**  
“voting shares in”.
- (9) Section 320(3)(b) and (c)—  
**Repeal**  
“shares so comprised”  
**Substitute**  
“such voting shares”.

(10) Section 320(4)(a), Chinese text—

**Repeal**

“有關股本中的”

**Substitute**

“的有投票權”.

(11) Section 320(5), Chinese text—

**Repeal**

“有關股本中的”

**Substitute**

“的有投票權”.

**328F. Section 321 amended (Notification by agents)**

(1) Section 321(a)—

**Repeal**

“shares comprised in relevant share capital of”

**Substitute**

“voting shares in”.

(2) Section 321(b)—

**Repeal**

“shares so comprised”

**Substitute**

“such voting shares”.

**328G. Section 322 amended (Interests and short positions to be taken into account for the purpose of notification)**

(1) Section 322(1)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

- (2) Section 322(9)—

**Repeal**

everything after “or absolute”

**Substitute a full stop.**

- (3) Section 322(11) and (12)—

**Repeal**

everything after “the stock futures contract”

**Substitute a full stop.**

- (4) Section 322(13)—

**Repeal**

everything after “or otherwise”

**Substitute a full stop.**

**328H. Section 323 amended (Interests and short positions to be disregarded for the purpose of notification)**

Section 323(1)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

**328I. Section 324 amended (Notification to be given)**

- (1) Section 324(1)(a)—

**Repeal**

“shares comprised in the relevant share capital of”



**Substitute**

“voting shares in”.

- (2) Section 324(1)(b)—

**Repeal**

“shares so comprised”

**Substitute**

“such voting shares”.

**328J. Section 326 amended (Particulars to be contained in notification)**

- (1) Section 326(1)(a)(ii)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

- (2) Section 326(1)(b)(i)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

- (3) Section 326(1)(b)(ii)—

**Repeal**

“shares so comprised”

**Substitute**

“such voting shares”.

(4) Section 326(1)(c)(i)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

(5) Section 326(1)(c)(ii)—

**Repeal**

“shares so comprised”

**Substitute**

“such voting shares”.

(6) Section 326(1)(e), (g), (h) and (i)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

**20. Schedule 10, section 329A added**

Schedule 10, after section 329—

**Add**

**“329A. Section 329 amended (Power of listed corporation to investigate ownership of interests in its shares, etc.)**

(1) Section 329(1)(a)—

**Repeal**

“shares comprised in its relevant share capital”

**Substitute**

“its voting shares”.

- (2) Section 329(1)(b)—  
**Repeal**  
“shares comprised in its relevant share capital”  
**Substitute**  
“its voting shares”.
- (3) Section 329(1)(c)—  
**Repeal**  
“shares comprised in its relevant share capital”  
**Substitute**  
“its voting shares”.
- (4) Section 329(8)—  
**Repeal**  
“comprised in the relevant share capital of”  
**Substitute**  
“voting shares in”.
- (5) Section 329(8)—  
**Repeal**  
“shares so comprised”  
**Substitute**  
“such voting shares”.
- (6) Section 329(8)—  
**Repeal**  
“be so comprised”  
**Substitute**  
“be such voting shares”.”.

**21. Schedule 10, section 330A added**

Schedule 10, after section 330—

**Add**

**“330A. Section 331 amended (Listed corporation to investigate ownership of interests in its shares, etc. on requisition by members)**

Section 331(1)—

**Repeal**

everything after “requisition,”

**Substitute**

“in aggregate not less than 10% of the total number of issued voting shares in the corporation.”.”.

**22. Schedule 10, section 333 amended (section 336 amended (register of interests in shares and short positions))**

Schedule 10, after section 333(1)—

**Add**

“(1A) Section 336(10)(b)(i)(A)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.”.

**23. Schedule 10, section 333A added**

Schedule 10, after section 333—

**Add**

**“333A. Section 338 amended (Removal of entries from register)**

(1) Section 338(1)(a)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

(2) Section 338(2)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

(3) Section 338(2)—

**Repeal**

“shares so comprised”

**Substitute**

“such voting shares”.

**24. Schedule 10, section 337A added**

Schedule 10, after section 337—

**Add**

**“337A. Section 363 amended (Expenses of investigation of affairs of corporation)**

Section 363(1)(d)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

**25. Schedule 10, section 338 amended (section 366 amended (power of Court of First Instance to impose restrictions on shares, etc. in case of failure to provide information required by listed corporation))**

(1) Schedule 10—

**Renumber section 338 as section 338(2).**

(2) Schedule 10, before section 338(2)—

**Add**

“(1) Section 366(1)(a)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.”.

**26. Schedule 10, section 339A added**

Schedule 10, after section 339—

**Add**

**“339A. Section 377 amended (Rules by Commission)**

Section 377(a) and (c)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.”.

**27. Schedule 10, Part 132A added**

Schedule 10, after Part 132—

**Add**

## “Part 132A

### **Amendments to Securities and Futures (Disclosure of Interests—Securities Borrowing and Lending) Rules (Cap. 571 sub. leg. X)**

#### **356A. Section 2 amended (Interpretation)**

- (1) Section 2(1), definition of *equivalent shares*, after “nominal value”—

**Add**

“(if any)”.

- (2) Section 2(1), definition of *shares*—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

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

**Repeal**

“the shares so comprised”

**Substitute**

“such voting shares”.

- (4) Section 2(1), English text, definition of *short position*—

**Repeal the full stop**

**Substitute a semicolon.**

- (5) Section 2(1)—

**Repeal the definition of *relevant share capital*.**

- (6) Section 2(1)—

**Add in alphabetical order**

“*voting shares* (有投票權股份) has the meaning given by section 308 of the Ordinance.”.”.

**28. Schedule 10, section 367 amended (section 2 amended (interpretation))**

(1) Schedule 10—

**ReNUMBER section 367 as section 367(2).**

(2) Schedule 10, before section 367(2)—

**Add**

“(1) Section 2, English text, definition of *trading day*, paragraph (d)—

**Repeal the full stop**

**Substitute a semicolon.”.**

(3) Schedule 10, after section 367(2)—

**Add**

“(3) Section 2—

**Repeal the definition of *relevant share capital*.**

(4) Section 2—

**Add in alphabetical order**

“*voting shares* (有投票權股份) has the meaning given by section 308 of the Ordinance.”.”.

**29. Schedule 10, sections 367A and 367B added**

Schedule 10, Part 139, after section 367—

**Add**



**“367A. Section 3 amended (Prescribed interests and short positions to be disregarded for the purpose of notification)**

Section 3(1)—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

**367B. Section 5 amended (Exclusion from requirements for notification in certain circumstances of change in nature of interest)**

(1) Section 5—

**Repeal**

“shares comprised in the relevant share capital of”

**Substitute**

“voting shares in”.

(2) Section 5—

**Repeal**

“the shares so comprised”

**Substitute**

“such voting shares”.

**30. Schedule 10, Parts 154A and 154B added**

Schedule 10, after Part 154—

**Add**

## **“Part 154A**

### **Amendments to Competition Ordinance (Cap. 619)**

#### **401A. Section 2 amended (Interpretation)**

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

**Repeal**

“(Cap. 32)”

**Substitute**

“(Cap. 622)”.

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

**Repeal**

“Part IX of that Ordinance”

**Substitute**

“Part IX of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (Cap. 622) or under Part 17 of the Companies Ordinance (Cap. 622)”.

#### **401B. Schedule 8 amended (Consequential and related amendments)**

- (1) Schedule 8, Part 1, heading—

**Repeal**

“COMPANIES ORDINANCE”

**Substitute**

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

- (2) Schedule 8, section 1(1)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (3) Schedule 8, section 3—

**Repeal**

“Companies Ordinance (“CO”)”

**Substitute**

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

- (4) Schedule 8, English text, section 3—

**Repeal**

“CO” (wherever appearing)

**Substitute**

“C(WUMP)O”.

## **Part 154B**

### **Amendments to Residential Properties (First-hand Sales) Ordinance (Cap. 621)**

#### **401C. Section 2 amended (Interpretation)**

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

**Repeal**

“(Cap. 32)”

**Substitute**

“(Cap. 622)”.

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

**Repeal**

“(Cap. 32)”

**Substitute**

“(Cap. 622)”.

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

**Repeal**

“(Cap. 32)”

**Substitute**

“(Cap. 622)”.

**401D. Section 59 amended (Contents of, and entries in, Register of Transactions)**

- (1) Section 59(8), definition of *manager*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(Cap. 622)”.

- (2) Section 59(8), definition of *private company*—

**Repeal**

“section 29(1) of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 11 of the Companies Ordinance (Cap. 622)”.

**401E. Section 84 amended (Liability of officers etc. for offence committed by corporation or specified body)**

Section 84(3), definition of *officer*, paragraph (a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(Cap. 622)”.

**401F. Schedule 1 amended (Information in sales brochure)**

(1) Schedule 1, section 3(6), definition of *listed company*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(Cap. 622)”.

(2) Schedule 1, section 3(6), definition of *private company*—

**Repeal**

“section 29(1) of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 11 of the Companies Ordinance (Cap. 622)”.

**31. Schedule 10, section 476 amended (section 2 amended (Part added))**

Schedule 10, after section 476(11)—

**Add**

“(12) Section 2, new section 7L, heading—

**Repeal**

“applies”

**Substitute**

“etc. apply”.

- (13) Section 2, new section 7L(1)—

**Repeal**

everything after “subsection (2),”

**Substitute**

“the following Ordinances apply in relation to a company that is a solicitor corporation—

- (a) the Companies Ordinance (Cap. 622);
- (b) the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).”.

- (14) Section 2, new section 7L(2)—

**Repeal**

“114C(1) of the Companies Ordinance (Cap. 32)”

**Substitute**

“596(1) of the Companies Ordinance (Cap. 622).”.

**32. Schedule 10, section 477 amended (section 5 amended (sections added))**

- (1) Schedule 10—

**Renumber section 477 as section 477(3).**

- (2) Schedule 10, before section 477(3)—

**Add**

- “(1) Section 5, new section 39BA(3)—

**Repeal**

“register of non-Hong Kong companies”

**Substitute**

“Companies Register”.

- (2) Section 5, new section 39BA—

**Repeal subsection (8)**

**Substitute**

“(8) In this section—

*Companies Register* (公司登記冊) has the meaning given by section 2(1) of the Companies Ordinance (Cap. 622);

*company* (公司) means a company formed and registered under the Companies Ordinance (Cap. 622) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (Cap. 622);

*constitution* (章程), in relation to a foreign lawyer corporation that is a company, means the articles of association of the company;

*non-Hong Kong company* (非香港公司) has the meaning given by section 2(1) of the Companies Ordinance (Cap. 622).”.

33. **Schedule 10, Part 202 repealed (amendments to Air Transport (Licensing of Air Services) (Amendment) Regulation 2011 (L.N. 158 of 2011))**

Schedule 10—

**Repeal Part 202.**

John TSANG  
Financial Secretary

21 October 2013

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### **Explanatory Note**

Schedule 10 to the new Companies Ordinance (Cap. 622) contains consequential and related amendments to Ordinances and subsidiary legislation other than the existing Companies Ordinance (Cap. 32) and its subsidiary legislation.

2. This Notice amends that Schedule by incorporating additional consequential and related amendments, including those necessitated by legislative changes since the enactment of that Schedule. It also repeals obsolete provisions in that Schedule and makes miscellaneous amendments.