

**Bills Committee on Companies (Winding Up and Miscellaneous Provisions)
(Amendment) Bill 2015**

**List of follow-up actions arising from the discussion
at the meeting on 25 January 2016**

Clause 45 – section 207B on the meeting place of a committee of inspection ("COI") using remote attendance

1. Under the proposed section 206A(6) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) ("CWUMPO"), the liquidator may summon a COI meeting with remote attendance of members by giving notice of the date, time and place of the meeting to every member of the COI. The proposed section 207B(6) further provides that the liquidator may satisfy the requirement of specifying a place of the meeting under the proposed section 206A(6) by specifying the arrangements the liquidator proposes to enable the COI members to exercise their rights to speak and vote while they are not present together at the same place for the meeting. Nevertheless, the proposed section 207B(8) provides specified circumstances in which the liquidator must specify a place for meeting of COI (e.g. when a COI member requests the liquidator to specify a place for the meeting in accordance with the proposed section 207C). The Administration is requested to explain the purpose of the proposed section 207B(8), and its operation with the proposed sections 206A(6) and 207C, and re-consider the suggestion made by the Legal Adviser to the Bills Committee ("ALA7") that the Administration should consider subjecting section 207B(6) to section 207B(8).

Clause 98 – section 278A on exemption from liability in offering inducement to affect appointment as a provisional liquidator or liquidator

2. The proposed amended section 278A of CWUMPO expands the existing scope on the prohibition of offering inducements to affect the appointment as a provisional liquidator or liquidator. The carve-out provisions in subsection (2) of the proposed section 278A only apply to the accounting profession. The Administration is requested to explain the considerations for not applying the carve-out provisions to other relevant professions including the legal profession.

Clause 105 – section 296D on communication by liquidators by means of website

3. The proposed section 296D of CWUMPO provides for the circumstances in which a liquidator may communicate with another person via a website. Subsections (2)(f) and (3) of section 296D specifies a period throughout which the document or information must be made available on the website by the liquidator. Subsection (6) provides an exemption if: (a) the document or information is made available on the website for part of that period; and (b) the failure is wholly attributable to circumstances that it would not be reasonable to have expected the liquidator or provisional liquidator to prevent or avoid. The Administration is requested to consider members' suggestion that a minimum period should be specified for the document or information be made available on the website to provide clarity and ensure that the relevant parties will not overlook the document or information.

Issues raised by ALA7

4. The Administration is requested to provide written responses to the issues raised by ALA7 in her letter dated 21 January 2016 (LC Paper No. CB(1)481/15-16(05)).

Council Business Division 1
Legislative Council Secretariat
15 February 2016