

LS/B/40/02-03
2869 9370
2877 5029

Secretary for Financial Services
and the Treasury
Financial Services and the Treasury Bureau
(Attn: Mrs Dorothy MA, PAS (FS) 1)
18/F, Tower 1
Admiralty Centre
18 Harcourt Road
Hong Kong

By Fax (2861 1494) and By Post

7 January 2004

Dear Mrs MA

Companies (Amendment) Bill 2003

I refer to the additional amendments proposed by the Administration in the Paper CA1-02/04 and enclose my comments on section 7 of Part 1 of the 17th Schedule.

It is appreciated that your reply in both Chinese and English could reach us as soon as possible.

Yours sincerely

(Monna LAI)
Assistant Legal Adviser

Encl

c.c. Mr John WILSON, Consultant Counsel, DoJ
Mr Allen LAI, SGC, DoJ
Ms Carmen CHU, SGC, DoJ

PART 1

LIST OF OFFERS, ETC. NOT FALLING
WITHIN DEFINITION7. An offer of shares in the company -(a) made -

(i) for no consideration, to any or all holders
of shares in the company: or

(ii) as an alternative to a dividend or other
distribution, to all holders of ^{issued} shares of a
particular class in the company, provided the
offer is of fully paid-up shares of the same
class: and

~~(a) of shares for no consideration to any or all
holders of shares in the company concerned, or an
offer of fully paid up shares of the company
concerned which are of the same class as any in
issue made as an alternative to a dividend or other
distribution, in cash to all holders of shares of
the same class in the company concerned, and²⁰~~

²⁰ Technical amendment for greater clarity in response to Ms Alice Chan's comments and the comment of the Assistant Legal Adviser to the Bills Committee via her letter dated 28 November 2003.

342CB(6) 在不符符合附表 21 第 2 簡易程序 第 6 級 —
 部規定的情況下由
 超過一份文件組成
 招股章程或³⁰修訂由
 超過一份文件組成
 的招股章程

27. 加入附表

現加入 —

“附表 17 [第 2、38、~~38AA~~、
 43、48A、342、
~~342AB~~及 360 條
 及附表 18]³¹

為施行本條例第 2(1)條中的“招股章程”定義
 的(b)(ii)段而指明的要約

第 1 部

不屬定義範圍內的要約等的列表

7. 符合以下說明的要約 —

~~(a) 向有關公司股份的任何或所有持有人
 作出無需代價的股份的要約，或向有~~

³⁰ 屬技術性修訂，以便與就第 342CA(5)條有關招股章程修訂的罪行所採用的字眼一致。

³¹ 二零零三年十一月二十九日發出第 CA1-07/03 號文件所建議作出的修訂。

~~關公司同一類別股份的所有持有人作出與任何已發行股份屬同一類別的該公司的繳足股款股份，以代替現金股息或其他現金分發的要約；及~~

(i) ~~向有關公司股份的任何或所有持有人作出無需代價而取得該公司的股份的要約；或~~

(ii) ~~向有關公司任何類別的已發行股份的所有持有人作出的該公司的股份的要約，作為股息或其他分發以外的選擇，但要約提供的股份須與該等持有人所持股份屬同一類別的繳足股款股份；及³²~~

(b) 該要約載有本條例附表 18 第 3 部指明的陳述。

³² 屬技術性修訂，使條文更清晰。這項修訂是因應陳雅麗女士及法案委員會助理法律顧問在二零零三年十一月二十八日致政府當局函件中提出的意見而作出的。