

**Response to the submission from  
The Hong Kong Institute of Company Secretaries (“HKICS”)**

**(1) Schedule 5 – Consequential amendments Part 3 – Companies (Forms)  
Regulation**

**Para. 1.1.3 & 1.2.1**

We have no objection to the proposed inclusion of the words “professionally qualified” before “company secretary” in section 2 of Paragraph 3 and section 2 of Paragraph 6 of Companies (Forms) Regulation.

Separately, the Companies Registry (“CR”) intends to specify the standards of acceptable professional qualifications in the External Circular Memorandum to be issued by the Companies Registry (“CR”) upon the enactment of the Bill.

**Para. 1.1.4 & 1.1.5**

The policy intention, as endorsed by the Standing Committee on Company Law Reform (“SCCLR”), was to expand the category of persons who may certify documents to be delivered to the CR as true copies to make it easier for non-Hong Kong companies to comply with the filing requirements under Part XI of the Companies Ordinance (“CO”). We consider it reasonable for a non-Hong Kong company’s officers (i.e. directors and secretary) to be included in the expanded category as these individuals, as officers of the company, would be in charge of the day-to-day operation of the company and would have immediate access to the company’s documents. Further, as directors of locally incorporated companies are permitted to authenticate company documents pursuant to section 36 of the CO, it is reasonable that this facility be extended to non-Hong Kong companies.

Given that the “authorized representative” of a non-Hong Kong company appointed under section 333 is in most cases an accountant, solicitor or company secretary, it was considered reasonable for such a person to be included in the expanded category. We do not agree that opening up the category of persons to include directors, secretaries and authorized representative will “dilute” the value of the certification process, given the fact that directors are frequently required to travel overseas on business these days and would thus not always be

available to certify documents. The intention is that, the wider the category of persons who are authorized to certify documents, the easier and quicker it will be for non-Hong Kong companies to comply with the filing requirements which have hitherto been perceived as restrictive and complex.

(2) Schedule 4 – Amendments enhancing shareholders remedies

We note and welcome the endorsement of the HKICS on Schedule 4 – Amendments enhancing shareholders remedies.

(3) Schedule 3 – Amendments relating to overseas companies and incorporation procedure

We are glad to note that HKICS is in favour of the proposals relating to overseas companies and incorporation procedure.

(4) Schedule 1 – Amendments relating to the prospectus regime

We have replied to you separately.

**Financial Services Branch  
Financial Services and the Treasury Bureau  
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