

**《公司條例草案》委員會
《公司條例草案》第 16 部－非香港公司
委員會審議階段修正案**

下表載述政府當局就《公司條例草案》第 16 部(“非香港公司”)(第 762 至 793 條)擬議提出的委員會審議階段修正案。政府當局在擬訂這些修正案時，考慮了議員、各團體／代表及立法會法律顧問的意見。該等修正案的標示文本按數序排列，現載於**附件**以供參閱。在附件內的中文標示文本，只載有僅適用於中文版的修正案。有關附表 10(“過渡性條文及保留條文”)的修正案，我們稍後會一次過向法案委員會匯報。

本列表所採用的縮寫如下：

法案委員會：《公司條例草案》委員會
 草案：《公司條例草案》
 《公司條例》：《公司條例》(第 32 章)
 修正案：委員會審議階段修正案
 處長：公司註冊處處長

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
草案各部的一般修訂			
1	把向處長交付文件的時限由“14 日”修訂	如須在“14 日”內向處長交付文件，時限應修訂為“15 日”。	<ul style="list-style-type: none"> 部分法案委員會委員關注到，公司向處長交付某些文件作登記或通知之用，14 日的期限可能並不足夠，因為就一些文件而言，《公司條例》所訂

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
	為“15日”		<p>的交付期限為 15 日。</p> <ul style="list-style-type: none"> 經檢討後，政府當局同意把草案相關條文所述的 14 日期限劃一延長至 15 日。請參閱立法會 CB(1)357/11-12(01)號文件“政府當局對委員在二零一一年十一月四日及十一日會議上提出有關第 4 及 5 部的事宜所作的回應”第 31 至 32 段。 就第 16 部而言，我們建議據此修訂第 781 及 783 條。
第 16 部的其他修訂			
2	第 762 條 釋義	<p>(I) 在 "authorized representative(獲授權代表)" 的定義中，刪去對《法律執業者條例》(第 159 章) 的提述。</p> <p>(II) 刪除 “responsible person (負責人員)” 的定義。</p>	<ul style="list-style-type: none"> 由於《法律執業者條例》的相關條文沒有付諸實施，故有必要刪去對該條例的提述。我們認為，不必對“律師法團”一詞加以闡釋，一如《公司條例》第 333(5)(a)條。 正如立法會 CB(1)943/11-12(01)號文件“第 16 部(非香港公司)對照表”的附件所述，草案中所有對“responsible officer(負責人員)”的提述，會以草案第 3 條所界定的“responsible person (責任人)”代替。因此，“responsible officer (負責人

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
			員)”的定義無須保留。
3	第 764 條 某些非香港公司須申請註冊	在第(6)款中，以“person”一字取代“officer”。	<ul style="list-style-type: none"> 參閱上文第 2(II)項。
4	第 766 條 公司須就增加、更改或停用名稱或譯名通知處長	(I) 加入第(3)(b)及(7)(b)款，以處理註冊非香港公司不再使用本土名稱或其譯名後便沒有法團名稱的情況。	<ul style="list-style-type: none"> 我們的原意是，註冊非香港公司最少須有一個法團名稱。提出這項修正案，旨在處理註冊非香港公司不再使用本土名稱或其譯名後便沒有法團名稱的情況。
		(II) 在第(10)款中，以“person”一字取代“officer”。	<ul style="list-style-type: none"> 參閱上文第 2(II)項。
5	第 767 條 法團名稱的註冊	加入第(4A)款，訂明如公司根據新訂的第 766(3)(b)及(7)(b)條交付申報表，處長便須把該公司的法團名稱註冊。	<ul style="list-style-type: none"> 這項修正案是因應擬加入第 766(3)(b)及(7)(b)條而提出的，旨在訂明如註冊非香港公司根據該等新條文交付申報表，便須把該公司的法團名稱註冊。

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
6	第 769 條 通知的效力	在第(2)款中，以“person”一字取代“officer”。	<ul style="list-style-type: none"> 參閱上文第 2(II)項。
7	第 774 條 公司須將獲授 權代表的所需 細節維持登記 在公司登記冊 內	(I) 刪除第(1)(b)款中的“such”一字，在句末加入“of the non-Hong Kong company”。	<ul style="list-style-type: none"> 提出這項草擬方式的修改，旨在使條文的意思更為清晰。
		(II) 在第 1(c) 款中的“company”一字前加入“non-Hong Kong”。	<ul style="list-style-type: none"> 提出這項草擬方式的修改，旨在使條文的意思更為清晰。
		(III) 加入第(1A)款，訂明即使某公司因第 782(2A)或 786(3)條而不再是非香港公司，第(2)款也適用。	<ul style="list-style-type: none"> 提出這項技術性修訂，旨在釐清我們的原意。擬加入的第(1A)款述明，即使某公司不再是註冊非香港公司(在公司送交關於在香港不再設有營業地點的通知或其名稱被剔除後)，第 774(2)條所訂的責任也繼續適用於該公司。
		(IV) 刪除第(2)、(3)及(4)款中的“non-Hong Kong company”一詞前的“registered”一字。	<ul style="list-style-type: none"> 即使某公司不再是註冊非香港公司，條文也適用於該公司。提出這些修正案，旨在釐清我們的原意。

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
		(V) 在第(4)款中，以“person”一字取代“officer”。	<ul style="list-style-type: none"> 參閱上文第 2(II)項。
8	第 775 條 終止授權	(I) 加入第(3A)款，與第 774(3)條一致。	<ul style="list-style-type: none"> 第 775(3)條所訂的送交通知者責任，與第 774(2)條所訂的公司責任類似。提出這項修正案，旨在把有關規定劃一。
		(II) 加入第(7)款，訂明提述註冊非香港公司，不再是註冊非香港公司的非香港公司也包括在內。	<ul style="list-style-type: none"> 即使某公司不再是註冊非香港公司，條文也適用於該公司。提出這項修正案，旨在釐清我們的原意。
9	第 776 條 公司須將周年申報表交付登記	在第(3)款中，以“person”一字取代“officer”。	<ul style="list-style-type: none"> 參閱上文第 2(II)項。
10	第 777 條 公司須將帳目交付登記	在第(3)款中，以“person”一字取代“officer”。	<ul style="list-style-type: none"> 參閱上文第 2(II)項。

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
11	第 778 條 董事可修改不符合某些規定的帳目	(I) 把向處長交付預警陳述的期限，由 7 日延長至 15 日。	<ul style="list-style-type: none"> 議員認為，與本地公司比較，非香港公司或需更多時間向處長交付預警陳述，故建議給予非香港公司多於 7 日的期限，以交付該陳述。這項修正案是因應議員的建議而提出的。請參閱立法會 CB(1)1277/11-12(02)號文件“政府當局就二零一二年二月十日會議採取關於《公司條例草案》第 16 部的跟進行動”第 10 段。
		(II) 在第(5)款中，以“person”一字取代“officer”。	<ul style="list-style-type: none"> 參閱上文第 2(II)項。
12	第 779 條 如某些詳情有所更改則公司須將申報表交付登記	(I) 加入第(4A)款，把公司就第(2)(a)款所指明的更改違反第(1)款的最高罰款額修訂為第 3 級罰款，另加按日計算的失責罰款 300 元。	<ul style="list-style-type: none"> 提出這項修正案，旨在把有關罪行的最高罰款額劃一。請參閱立法會 CB(1)943/11-12(01)號文件“第 16 部(非香港公司)對照表”附件。
		(II) 加入第(4B)款，把公司就第(2)(b)或(c)款所指明的更改違反第(1)款的最高罰款額修訂為第 4 級罰款，另加按日計算的失責罰款 700 元。	<ul style="list-style-type: none"> 參閱上文第 12(I)項。

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
		(III) 在第 (5) 款中的 “contravenes subsection (1)” 一句後加入 “in respect of a change specified in subsection (2)(d)” 。	<ul style="list-style-type: none"> • 因應上文第 12(I)及(II)項的修訂而提出。
		(IV) 在第(5)款中，以 “person” 一字取代 “officer” 。	<ul style="list-style-type: none"> • 參閱上文第 2(II)項。
13	第 780 條 非香港公司須 述明名稱、成 立為法團所在 地方等	(I) 刪除第(1)款。	<ul style="list-style-type: none"> • 我們認為，不必訂立第(1)款，因為《公司條例》第 342(1)(a)(iv)及(b)條和附表 3 第 I 部第 3 及 29 段已訂明有關規定。
		(II) 在第 (7) 及 (8) 款中，以 “person” 一字取代 “officer” 。	<ul style="list-style-type: none"> • 參閱上文第 2(II)項。
		(III) 就第(7)款所訂的罪行訂定 按日計算的失責罰款。	<ul style="list-style-type: none"> • 提出這項修正案，旨在把有關罪行的罰款額劃一。請參閱立法會 CB(1)943/11-12(01)號文件 “第 16 部(非香港公司)對照表” 附件。

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
14	第 781 條 註冊非香港公司須將開始清盤一事等通知處長	(I) 在第(7)款中，以“person”一字取代“officer”。	<ul style="list-style-type: none"> 參閱上文第 2(II)項。
		(II) 修訂第(4)(b)款的中文版，改為“該人是單獨清盤人，抑或是共同清盤人中或共同及各別清盤人中的一人”。	<ul style="list-style-type: none"> 這項草擬方式的修改是因應立法會法律顧問的意見而提出的，旨在使文意更為清晰。
15	第 782 條 註冊非香港公司須將不再在香港設有營業地點一事通知處長	(I) 加入第(2A)款。	<ul style="list-style-type: none"> 提出這項技術性修訂，旨在釐清我們的原意。擬議的條文述明，在相關陳述根據第(2)(b)款記入公司登記冊後，有關公司不再是註冊非香港公司。
		(II) 在第(3)款中，以“person”一字取代“officer”。	<ul style="list-style-type: none"> 參閱上文第 2(II)項。
16	第 783 條 註冊非香港公司的獲授權代表須將解散一事通知處長	(I) 加入第(2A)款。	<ul style="list-style-type: none"> 提出這項技術性修訂，旨在釐清我們的原意。擬議的條文述明，在相關陳述根據第(2)(b)款記入公司登記冊後，有關公司不再是註冊非香港公司。
		(II) 在第(4)款中，以“did not know, and had no reason to	<ul style="list-style-type: none"> 這項修正案是因應議員的建議而提出的。修正案訂明，如能證明該人既不知道亦沒有理由相信公

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
		believe, that the registered non-Hong Kong company was dissolved” 一句取代 “took all reasonable steps to secure compliance with subsection (1)” 。	司已解散，即屬免責辯護。請參閱立法會 CB(1)1277/11-12(02)號文件“政府當局就二零一二年二月十日會議採取關於《公司條例草案》第 16 部的跟進行動”第 11 段。
17	第 785 條 處長須在某些情況下作出跟進	在第(1)(b)及(2)(a)(ii)(B)款中，以 “has ceased to have a place of business in Hong Kong” 一句取代 “is not in operation or carrying on business” 。	<ul style="list-style-type: none"> 提出這項技術性修訂，旨在把此條文和第 784(1) 條的用語劃一。
18	第 786 條 處長可剔除註冊非香港公司的名稱	(I) 加入第(4A)款。	<ul style="list-style-type: none"> 提出這項技術性修訂，旨在釐清我們的原意。我們無意完全禁止在登記冊中被除名的非香港公司在香港設有營業地點。擬議的但書訂明，有關公司只要遵守第 764 條的規定，日後可在香港設立新的營業地點。
		(II) 在第(5)款中，以 “person” 一字取代 “officer” 。	<ul style="list-style-type: none"> 參閱上文第 2(II)項。
19	第 788 條	在第(2)(a)款中的 “at the time”	<ul style="list-style-type: none"> 提出這項修正案，旨在釋除議員的疑慮。他們擔

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
	批准申請的條件	一句後加入 “of the application, and at any time within the period of 6 months before” 。	心，如某非香港公司暫時在香港沒有營業地點，而該公司那時又在公司登記冊中被除名，則該公司將不能根據第 788 條恢復註冊(因為不能符合第 788(2)(a)條的規定)。根據修正案，恢復註冊的條件是，非香港公司根據第 787 條提出申請時在香港設有營業地點，以及該公司在公司登記冊中被除名前的六個月內，曾在香港設有營業地點。請參閱立法會 CB(1)1277/11-12(02)號文件“政府當局就二零一二年二月十日會議採取關於《公司條例草案》第 16 部的跟進行動”第 12 段。
20	第 790 條 處長須備存董事索引	在第(2)(c)款中的“each”一字後加入“company or”。	<ul style="list-style-type: none"> 這項技術性修訂是因應立法會法律顧問的意見而提出的，旨在使文意更為清晰。提出修正案，用意是要釐清董事索引須載有可辨別出由有關董事擔任董事的每間香港及註冊非香港公司的名稱。

財經事務及庫務局
 公司註冊處
 二零一二年五月三日

762. Interpretation

(1) In this Part—

approved name (經批准名稱), in relation to a registered non-Hong Kong company, means—

- (a) the name entered in the Companies Register under section 770(5)(a) or 773(5)(a); or
- (b) the name by which the company was registered by virtue of section 337B(3) of the predecessor Ordinance;

authorized representative (獲授權代表), in relation to a registered non-Hong Kong company, means—

- (a) a natural person resident in Hong Kong;
- (b) a solicitor corporation ~~as defined by section 2(1) of the Legal Practitioners Ordinance (Cap. 159)~~¹;
- (c) a corporate practice as defined by section 2(1) of the Professional Accountants Ordinance (Cap. 50); or
- (d) a firm of solicitors or certified public accountants (practising),

that is authorized to accept on the company's behalf service of any process or notice required to be served on the company;

corporate name (法團名稱), in relation to a registered non-Hong Kong company, means a domestic name, or a translation of a domestic name, by which the company is registered in the Companies Register;

domestic name (本土名稱), in relation to a non-Hong Kong company, means the name or names by which the company is registered in its place of incorporation;

place of business (營業地點) includes a share transfer office and a share registration office but excludes an office specified in subsection (3);

procedural regulations (《程序規例》) means regulations made under section 793;

required details (所需細節), in relation to an authorized representative, means—

- (a) the name and address of the representative;
- (b) the date on which the representative was authorized; and
- (c) in the case of a natural person—
 - (i) the number of the representative's identity card; or
 - (ii) if the representative does not have an identity card, the number and issuing country of any passport held by the representative;

~~**responsible officer** (負責人員), in relation to a contravention by a non-Hong Kong company of a provision of this Ordinance, means an officer of the company who authorizes or permits, participates in, or fails to take all reasonable steps to prevent, the contravention;~~²

solicitor (律師) means a person who is qualified to act as a solicitor under the Legal Practitioners Ordinance (Cap. 159).

- (2) In this Part, a reference to a certified translation, in English or Chinese, of a domestic name is a reference to an English or Chinese translation of that name as shown in a certified translation, in English or Chinese (as the case may be), of the certificate of incorporation (or its equivalent) of the non-Hong Kong company.
- (3) The office specified for the purposes of the definition of **place of business** in subsection (1) is a local representative office established, or maintained, with the Monetary Authority's approval, under section 46 of the Banking Ordinance (Cap. 155) by a bank as defined by subsection (9) of that section.
- (4) The Financial Secretary may, by notice published in the Gazette, amend subsection (3).

¹ Item 2(I) / 第 2(I)項

² Item 2(II) / 第 2(II)項

764. Certain non-Hong Kong companies must apply for registration

- (1) This section applies to—
 - (a) a non-Hong Kong company that establishes a place of business in Hong Kong on or after the commencement date of this Part; and
 - (b) a non-Hong Kong company that—
 - (i) at that commencement date, has a place of business in Hong Kong established before the commencement date; and
 - (ii) had not complied with section 333 of the predecessor Ordinance as in force immediately before that commencement date.
- (2) A non-Hong Kong company falling within subsection (1)(a) must, within one month after the establishment of the place of business, apply to the Registrar for registration as a registered non-Hong Kong company.
- (3) A non-Hong Kong company falling within subsection (1)(b) must, within one month after the commencement date of this Part, apply to the Registrar for registration as a registered non-Hong Kong company.
- (4) An application under subsection (2) or (3)—
 - (a) must be in the specified form;
 - (b) must contain the particulars prescribed by procedural regulations;
 - (c) must contain the required details of at least one person who is proposed to be an authorized representative on registration of the non-Hong Kong company;
 - (d) must be accompanied by the documents prescribed by procedural regulations; and
 - (e) must be delivered to the Registrar.
- (5) If none of the non-Hong Kong company's domestic names is in Roman script or in Chinese, an application under subsection (2) or (3) must also contain—
 - (a) where the company has one domestic name, a certified translation of that name in English or Chinese, or both; or
 - (b) where the company has more than one domestic name, a certified translation of one of those names in English or Chinese, or both.
- (6) If a non-Hong Kong company contravenes subsection (2) or (3), the company, every responsible ~~person~~³ officer³ of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.

³ Item 3 / 第 3 項

766. Company must notify Registrar of addition, change or cessation of name or translation of name

- (1) If, as a result of an addition of domestic name, a registered non-Hong Kong company has a new domestic name in Roman script or in Chinese, the company must, within one month after the date of the addition, deliver to the Registrar for registration a return containing the particulars of the addition.
- (2) If, as a result of a change to a domestic name, a registered non-Hong Kong company has a new domestic name, the company must, within one month after the date of the change, deliver to the Registrar for registration a return containing the particulars of the change.
- (3) If a name of a registered non-Hong Kong company ceases to be a domestic name, the company must, within one month after the date of the cessation, deliver to the Registrar for registration a return—
 - (a) ~~containing the particulars of the cessation; and~~
 - (b) ~~where, after the cessation, the company no longer has a name entered on the Companies Register as a corporate name, also containing the following particulars—~~
 - (i) ~~at least one new domestic name in Roman script or in Chinese; or~~
 - (ii) ~~the certified translation, in English or Chinese, of at least one domestic name.~~⁴
- (4) Subsection (2) or (3) does not apply unless the registered non-Hong Kong company is registered in the Companies Register by the domestic name or a translation of it.
- (5) If—
 - (a) a registered non-Hong Kong company does not have a corporate name in Roman script, and the company adopts a certified translation, in English, of a domestic name, under which it is to carry on business in Hong Kong; or
 - (b) a registered non-Hong Kong company does not have a corporate name in Chinese, and the company adopts a certified translation, in Chinese, of a domestic name, under which it is to carry on business in Hong Kong,the company must, within one month after the date of the adoption, deliver to the Registrar for registration a return containing the particulars of the adoption and the certified translation of the domestic name.
- (6) If a translation of a domestic name of a registered non-Hong Kong company is entered in the Companies Register as a corporate name, and the company replaces the translation with another translation of the domestic name, under which it is to carry on business in Hong Kong, the company must, within one month after the date of the replacement, deliver to the Registrar for registration a return containing the particulars of the replacement and the certified translation of the domestic name.
- (7) If a translation of a domestic name of a registered non-Hong Kong company is entered in the Companies Register as a corporate name, and the translation ceases to be a name under which it is to carry on business in Hong Kong, the company must, within one month after the date of the cessation, deliver to the Registrar for registration a return—
 - (a) ~~containing the particulars of the cessation; and~~
 - (b) ~~where, after the cessation, the company no longer has a name entered on the Companies Register as a corporate name, also containing the following particulars—~~
 - (i) ~~at least one new domestic name in Roman script or Chinese; or~~
 - (ii) ~~the certified translation, English or Chinese, of at least one domestic name.~~⁴
- (8) A return under subsection (1), (2), (3), (5), (6) or (7)—
 - (a) must be in the specified form; and
 - (b) must be accompanied by the documents specified by the Registrar.
- (9) A return under subsection (2) must also contain a certified translation of the new domestic name in English or Chinese, or both, if the new domestic name is neither in Roman script nor in Chinese.

⁴ Item 4(I) / 第4(I)項

- (10) If a registered non-Hong Kong company contravenes subsection (1), (2), (3), (5), (6) or (7), the company, every responsible ~~person~~⁵ ~~officer~~ of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 3 and, in the case of a continuing offence, to a further fine of \$300 for each day during which the offence continues.

⁵ Item 4(II) / 第4(II)項

767. Registration of corporate name

- (1) If the Registrar receives a return under section 766(1), (2), (3), (5), (6) or (7), the Registrar—
 - (a) must make a note in the Companies Register to the effect that there is a change of corporate name;
 - (b) must issue to the registered non-Hong Kong company a fresh certificate of registration containing the current corporate name; and
 - (c) must register the return and accompanying documents.
- (2) If the Registrar receives a return under section 766(1), the Registrar must also enter in the Companies Register, as a corporate name, the registered non-Hong Kong company's new domestic name.
- (3) If the Registrar receives a return under section 766(2), and the return is not required by section 766(9) to contain a certified translation of a new domestic name, the Registrar must also enter in the Companies Register, as a corporate name—
 - (a) the registered non-Hong Kong company's new domestic name; and
 - (b) the certified translation, in English or Chinese, of that domestic name (if any) contained in the return pursuant to procedural regulations.
- (4) If the Registrar receives a return under section 766(2), and the return contains a certified translation of a new domestic name for the purposes of section 766(9), the Registrar must also enter that translation in the Companies Register as a corporate name.
- (4A) If the Registrar receives a return under section 766(3) or (7), and the return contains the particulars required by section 766(3)(b) or (7)(b), the Registrar must also enter in the Companies Register as a corporate name the new domestic name, or the certified translation of a domestic name, contained in the return.⁶
- (5) If the Registrar receives a return under section 766(5) or (6), the Registrar must also enter in the Companies Register, as a corporate name, the certified translation of the domestic name contained in the return.
- (6) On a note being made under subsection (1)(a), a name entered in the Companies Register as an approved name in relation to the old corporate name is no longer an approved name, and the Registrar must make another note in the Companies Register to that effect.
- (7) On an entry being made under subsection (2) or (3), a translation of a domestic name of the registered non-Hong Kong company that is entered in the Companies Register as a corporate name of the company is no longer a corporate name if it is in the same language as the new domestic name, and the Registrar must make a note in the Companies Register to that effect.

⁶ Item 5 / 第 5 項

769. Effect of notice

- (1) If a registered non-Hong Kong company is served with a notice under section 768(1) for a corporate name or approved name, the company must not, after the end of 2 months after the date of service, carry on business in Hong Kong under that name.
- (2) If a registered non-Hong Kong company contravenes subsection (1), the company, every responsible ~~person~~⁷ ~~officer~~ of the company, and every agent of the company who authorizes or permits the contravention, commit an offence.
- (3) A person who commits an offence under subsection (2) is liable to a fine at level 6 and, in the case of a continuing offence, to a further fine of \$2,000 for each day during which the offence continues.
- (4) This section does not invalidate any transaction entered into by the registered non-Hong Kong company.

⁷ Item 6 / 第 6 項

774. Company must keep authorized representative's required details registered in Companies Register

- (1) This section applies if—
- (a) a person is registered in the Companies Register as an authorized representative of a registered non-Hong Kong company;
 - (b) the person ceases to be ~~such~~ a representative of the non-Hong Kong company⁸; and
 - (c) after the cessation, no person is registered in the Companies Register as an authorized representative of the non-Hong Kong⁹ company.

(1A) For the purposes of subsection (1)(b), it is irrelevant, that at the time of the cessation, the company is no longer a registered non-Hong Kong company by virtue of section 782(2A) or 786(3).¹⁰

- (2) Within one month after the person ceases to be an authorized representative of the ~~registered~~¹¹ non-Hong Kong company, that company must deliver to the Registrar for registration under section 779(1) a return in respect of another person as an authorized representative of the company.
- (3) Subsection (2) does not apply to the ~~registered~~¹¹ non-Hong Kong company if, when the person ceases to be an authorized representative of that company, it has ceased to have a place of business in Hong Kong for at least 11 months.
- (4) If a ~~registered~~¹¹ non-Hong Kong company contravenes subsection (2), the company, every responsible ~~person~~¹² officer of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.

⁸ Item 7(I) / 第 7(I)項

⁹ Item 7(II) / 第 7(II)項

¹⁰ Item 7(III) / 第 7(III)項

¹¹ Item 7(IV) / 第 7(IV)項

¹² Item 7(V) / 第 7(V)項

775. Termination of authorization

- (1) A person registered in the Companies Register as an authorized representative of a registered non-Hong Kong company may terminate the authorization by sending to the company's registered office (or the equivalent) in its place of incorporation a written notice of termination stating the date of termination.
- (2) A registered non-Hong Kong company may terminate the authorization of a person registered in the Companies Register as an authorized representative of the company by sending to the person's address shown in the Companies Register a written notice of termination stating the date of termination.
- (3) After sending a notice of termination under subsection (1) or (2), the sender must, within one month after the date of the notice, notify the Registrar, in writing, of the date of termination.

(3A) Subsection (3) does not apply to the sender if, at the time when the notice is sent, the registered non-Hong Kong company had ceased to have a place of business in Hong Kong for at least 11 months.¹³

- (4) A notification under subsection (3)—
 - (a) must be in the specified form; and
 - (b) must be accompanied by the documents prescribed by procedural regulations.
- (5) A notification under subsection (3)—
 - (a) if given by a person registered as an authorized representative of a registered non-Hong Kong company, must contain a statement by the person that the company has been notified of the termination under subsection (1); or
 - (b) if given by a registered non-Hong Kong company, must contain a statement by the company that the person registered as an authorized representative of the company has been notified of the termination under subsection (2).
- (6) If an authorization is terminated under subsection (1) or (2), the termination takes effect on whichever is the later of the following—
 - (a) the date of termination stated in the notice of termination;
 - (b) the expiration of 21 days after subsection (3) is complied with.

(7) In this section, a reference to a registered non-Hong Kong company includes a non-Hong Kong company that is no longer a registered non-Hong Kong company by virtue of section 782(2A) or 786(3).¹⁴

¹³ Item 8(I) / 第 8(I)項

¹⁴ Item 8(II) / 第 8(II)項

776. Company must deliver annual return for registration

- (1) Within 42 days after each anniversary of the date on which the certificate of registration was issued under section 765(4)(a) or the predecessor Ordinance, a registered non-Hong Kong company must deliver to the Registrar a return for registration.
- (2) A return—
 - (a) must be in the specified form;
 - (b) must contain the particulars prescribed by procedural regulations; and
 - (c) must be accompanied by the documents prescribed by procedural regulations.
- (3) If a registered non-Hong Kong company contravenes subsection (1), the company, every responsible ~~person~~¹⁵ officer of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.
- (4) If a registered non-Hong Kong company, or an officer or agent of a registered non-Hong Kong company, is convicted of an offence under subsection (3), the magistrate may, in addition to any penalty that may be imposed, order the company, or the officer or agent, to deliver to the Registrar a return for registration within a time specified in the order.
- (5) If a registered non-Hong Kong company, or an officer or agent of a registered non-Hong Kong company, fails to comply with an order under subsection (4), the company, or the officer or agent, commits an offence and is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.

¹⁵ Item 9 / 第 9 項

777. Company must deliver accounts for registration

- (1) This section applies if a registered non-Hong Kong company is required to publish its accounts, or to deliver copies of its accounts to any person in whose office the accounts may be inspected as of right by members of the public—
 - (a) by the law of its place of incorporation; or
 - (b) by either of the following, but not by the law of its place of incorporation—
 - (i) the law of any other jurisdiction where it is registered as a company;
 - (ii) the rules of any stock exchange or similar regulatory bodies in that jurisdiction.
- (2) When the registered non-Hong Kong company delivers to the Registrar a return for registration under section 776, it must also deliver to the Registrar for registration—
 - (a) in the case of subsection (1)(a), a certified copy of its latest published accounts for a period of at least 12 months that comply with the law of its place of incorporation; or
 - (b) in the case of subsection (1)(b), a certified copy of its latest published accounts for a period of at least 12 months that comply with any of the law or rules mentioned in subparagraphs (i) and (ii) of that subsection.
- (3) If a registered non-Hong Kong company contravenes subsection (2), the company, every responsible **personofficer**¹⁶ of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.
- (4) If a registered non-Hong Kong company, or an officer or agent of a registered non-Hong Kong company, is convicted of an offence under subsection (3), the magistrate may, in addition to any penalty that may be imposed, order the company, or the officer or agent, to deliver to the Registrar the certified copy of any accounts mentioned in subsection (2)(a) or (b) for registration within a time specified in the order.
- (5) If a registered non-Hong Kong company, or an officer or agent of a registered non-Hong Kong company, fails to comply with an order under subsection (4), the company, or the officer or agent, commits an offence and is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.
- (6) In this section, a reference to a certified copy of any accounts is, if the accounts are not in English or Chinese, a reference to a certified translation of the accounts in English or Chinese.

¹⁶ Item 10 / 第 10 項

778. Directors may revise accounts not complying with certain requirement

- (1) If a certified copy of any accounts has been delivered to the Registrar for registration under section 336 of the predecessor Ordinance or section 777, and it appears to the directors of the registered non-Hong Kong company that the accounts did not comply with the regulatory requirement specified in subsection (2), those directors may revise the accounts.
- (2) The regulatory requirement is—
 - (a) in relation to the accounts of a registered non-Hong Kong company to which section 336(1) of the predecessor Ordinance or section 777(1)(a) applies, the law of its place of incorporation; or
 - (b) in relation to the accounts of a registered non-Hong Kong company to which section 336(2) of the predecessor Ordinance or section 777(1)(b) applies—
 - (i) the law of any other jurisdiction where it is registered as a company; or
 - (ii) the rules of any stock exchange or similar regulatory bodies in that jurisdiction.
- (3) A revision of the accounts must be confined to—
 - (a) those aspects in which the accounts did not comply with the regulatory requirement specified in subsection (2); and
 - (b) other necessary consequential revisions.
- (4) If the directors of a registered non-Hong Kong company decide to revise any accounts under subsection (1), the company must, within ~~715~~¹⁷ days after the decision, deliver to the Registrar for registration a warning statement, in the specified form, that the accounts will be so revised.
- (5) If a registered non-Hong Kong company contravenes subsection (4), the company, every responsible ~~officer-person~~¹⁸ of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.

¹⁷ Item 11(I) / 第 11(I)項

¹⁸ Item 11(II) / 第 11(II)項

779. Company must deliver return for registration in case of change of certain particulars

- (1) If there is, in relation to a registered non-Hong Kong company, a change specified in subsection (2), the company must, within one month after the date of the change, deliver to the Registrar for registration a return containing the particulars of the change.
- (2) The change is one made in—
 - (a) the charter, statutes or memorandum (including articles, if any) of the registered non-Hong Kong company, or other instruments defining the company's constitution;
 - (b) the directors, company secretary (or, where there are joint company secretaries, each of them) or authorized representatives of the company;
 - (c) the particulars of the directors, company secretary (or, where there are joint company secretaries, each of them) or authorized representatives of the company delivered to the Registrar under this Part; or
 - (d) the address of the company's principal place of business in Hong Kong or of its registered office (or the equivalent), or its principal place of business, in its place of incorporation.
- (3) A return—
 - (a) must be in the specified form;
 - (b) must contain the particulars prescribed by procedural regulations; and
 - (c) must be accompanied by the documents prescribed by procedural regulations.
- (4) If the registered non-Hong Kong company is not allowed under section 51(6)(b) to state in a return under this section that a director's correspondence address is changed to an address other than the address specified in section 51(6)(b)(i) or (ii), this section does not apply in relation to that change.

(4A) If a registered non-Hong Kong company contravenes subsection (1) in respect of a change specified in subsection (2)(a), the company, every responsible person of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 3 and, in the case of a continuing offence, to a further fine of \$300 for each day during which the offence continues.¹⁹

(4B) If a registered non-Hong Kong company contravenes subsection (1) in respect of a change specified in subsection (2)(b) or (c), the company, every responsible person of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.²⁰

- (5) If a registered non-Hong Kong company contravenes subsection (1) in respect of a change specified in subsection (2)(d)²¹, the company, every responsible ~~person~~²² ~~officer~~ of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.

¹⁹ Item 12(I) / 第12(I)項

²⁰ Item 12(II) / 第12(II)項

²¹ Item 12(III) / 第12(III)項

²² Item 12(IV) / 第12(IV)項

780. Non-Hong Kong company must state names, place of incorporation, etc.

- ~~(1) A non-Hong Kong company must, in every prospectus inviting subscriptions for its shares or debentures in Hong Kong—~~
- ~~(a) state its place of incorporation; and~~
- ~~(b) if applicable, state in legible characters that the liability of its members is limited.²³~~
- (2) A non-Hong Kong company must, on every place where it carries on business in Hong Kong—
- (a) conspicuously exhibit its name and its place of incorporation; and
- (b) if applicable, conspicuously exhibit a notice of the fact that the liability of its members is limited.
- (3) A non-Hong Kong company must, in every bill-head, letter paper, notice and other official publication of the company in Hong Kong—
- (a) state in legible characters its name and its place of incorporation; and
- (b) if applicable, state in legible characters that the liability of its members is limited.
- (4) If a non-Hong Kong company is in liquidation, it must, in every advertisement of the company in Hong Kong—
- (a) state in legible characters its name and its place of incorporation; and
- (b) if applicable, state in legible characters that the liability of its members is limited.
- (5) If a non-Hong Kong company is in liquidation, it must comply with subsection (6)—
- (a) when exhibiting its name under subsection (2); or
- (b) when stating its name under subsection (3) or (4).
- (6) The non-Hong Kong company must—
- (a) if its name is in a language other than Chinese, add “(in liquidation)” after the name;
- (b) if its name is in Chinese, add “(正進行清盤)” after the name; or
- (c) if its name is in Chinese and in a language other than Chinese—
- (i) add “(正進行清盤)” after the name in Chinese; and
- (ii) add “(in liquidation)” after the name in that other language.
- (7) If a non-Hong Kong company contravenes subsection ~~(1)~~,²³ (3), (4) or (5), the company, every responsible ~~officer-person~~²⁴ of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 3 and, in the case of a continuing offence, to a further fine of \$300 for each day during which the offence continues²⁵.
- (8) If a non-Hong Kong company contravenes subsection (2), the company, every responsible ~~person~~²⁴ of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 3 and, in the case of a continuing offence, to a further fine of \$300 for each day during which the offence continues.
- (9) In this section, a reference to a non-Hong Kong company’s name is—
- (a) in the case of a registered non-Hong Kong company, a reference to the company’s corporate name; or
- (b) in the case of a registered non-Hong Kong company with an approved name, in relation to a corporate name, shown in the Companies Register, a reference to the company’s approved name.

²³ Item 13(I) / 第 13(I)項

²⁴ Item 13(II) / 第 13(II)項

²⁵ Item 13(III) / 第 13(III)項

781. Registered non-Hong Kong company must notify Registrar of commencement of liquidation etc.

- (1) Within ~~1514~~²⁶ days after the later of the dates specified in subsection (2), a registered non-Hong Kong company must deliver to the Registrar for registration a notice, in the specified form, containing—
- (a) the particulars specified in subsection (3); and
 - (b) if a person is appointed as liquidator or provisional liquidator, the further particulars specified in subsection (4).
- (2) The dates are—
- (a) the date of commencement of any proceedings for the liquidation of the registered non-Hong Kong company; and
 - (b) the date on which the notice of commencement of such proceedings was served on the company according to the law of the place in which those proceedings are commenced.
- (3) The particulars are—
- (a) the date of commencement of the proceedings for the liquidation of the registered non-Hong Kong company;
 - (b) the country where the proceedings are commenced; and
 - (c) whether the liquidation is a voluntary or compulsory liquidation, or is in another mode of liquidation as specified in the notice under subsection (1).
- (4) The further particulars are—
- (a) whether the person is appointed as liquidator or provisional liquidator;
 - (b) whether the person is a sole liquidator, or one of the joint, or joint and several, liquidators;
 - (c) the date of the appointment; and
 - (d) the following details of the person—
 - (i) in the case of a natural person, the present forename and surname, the address, and the number of the identity card or, if the person does not have an identity card, the number and issuing country of any passport held by the person; or
 - (ii) in any other case, the name and the address.
- (5) Subsection (6) applies if—
- (a) any change occurs in the particulars contained in a notice under subsection (1);
 - (b) a liquidator or provisional liquidator is appointed after such a notice is delivered to the Registrar for registration; or
 - (c) the liquidator or provisional liquidator whose name is contained in such a notice has ceased to hold office as such.
- (6) Within ~~1514~~²⁶ days after the change, appointment or cessation, the registered non-Hong Kong company must deliver to the Registrar for registration a notice, in the specified form, containing the particulars of the change, the further particulars specified in subsection (4) of the liquidator or provisional liquidator appointed, or the date of the cessation to hold office as liquidator or provisional liquidator.
- (7) If a registered non-Hong Kong company contravenes subsection (1) or (6), the company, every responsible ~~officer-person~~²⁷ of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 3 and, in the case of a continuing offence, to a further fine of \$300 for each day during which the offence continues.
- (8) In this section—
- forename* (名字) includes a Christian or given name;

²⁶ Item 1 / 第 1 項

²⁷ Item 14(I) / 第 14(I) 項

surname (姓氏), in the case of a person usually known by a title different from the person's surname, means the title.

781. 註冊非香港公司須將開始清盤一事等通知處長 (Note: CSAs to this provision in the Chinese text do not include the CSA(s) in the English text. / 這條條文中文本的修正案並不包括英文本中的修正案。)

- (1) 註冊非香港公司須在第(2)款指明的兩個日期中的較遲日期後的 14 日內，將符合指明格式的通知交付處長登記，該通知須載有 —
 - (a) 第(3)款指明的詳情；及
 - (b) (如有人獲委任為清盤人或臨時清盤人)第(4)款指明的進一步詳情。
- (2) 上述日期是 —
 - (a) 有關註冊非香港公司的清盤法律程序展開的日期；及
 - (b) 關於該法律程序展開的通知按照展開該法律程序所在地方的法律送達該公司的日期。
- (3) 上述詳情是 —
 - (a) 有關註冊非香港公司的清盤法律程序展開的日期；
 - (b) 展開該法律程序所在國家；及
 - (c) 該清盤是自發清盤抑或是強制清盤，還是以第(1)款所指的通知指明的另一方式清盤。
- (4) 上述進一步詳情是 —
 - (a) 有關的人是獲委任為清盤人，抑或是獲委任為臨時清盤人；
 - (b) 該人是單獨清盤人，抑或是共同清盤人中²⁸或共同及各別清盤人中的一人；
 - (c) 作出該項委任的日期；及
 - (d) 關於該人的以下細節 —
 - (i) (如屬自然人)現時的名字及姓氏、地址及身分證號碼或(如該人沒有身分證)該人所持有的任何護照的號碼及簽發國家；或
 - (ii) (如不屬自然人)名稱及地址。
- (5) 如有以下情況，第(6)款適用 —
 - (a) 第(1)款所指的通知所載的詳情有所更改；
 - (b) 在該通知交付處長登記後，有清盤人或臨時清盤人獲委任；或
 - (c) 姓名或名稱載於該通知的清盤人或臨時清盤人已停任該職。
- (6) 註冊非香港公司須在有關更改、委任或停任的日期後的 14 日內，將符合指明格式的通知交付處長登記，該通知須載有該項更改的詳情、第(4)款指明的關於獲委任的清盤人或臨時清盤人的進一步詳情或有關清盤人或臨時清盤人停任的日期。
- (7) 如註冊非香港公司違反第(1)或(6)款，該公司、其每名負責人員及其每名授權或准許該公司違反該款的代理人，均屬犯罪，可各處第 3 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款\$300。
- (8) 在本條中 —

名字 (forename)包括教名或取名；

姓氏 (surname)就通常以有別於其姓氏的名銜為人所認識的人而言，指該名銜。

²⁸ Item 14(II) / 第 14(II)項

782. Registered non-Hong Kong company must notify Registrar of cessation of place of business in Hong Kong

- (1) If a registered non-Hong Kong company ceases to have a place of business in Hong Kong, the company must, within 7 days after the cessation, deliver to the Registrar a notice, in the specified form, of that fact.
- (2) On receiving a notice, the Registrar—
 - (a) must register the notice in relation to the registered non-Hong Kong company; and
 - (b) must enter in the Companies Register a statement that the company has ceased to have a place of business in Hong Kong.

(2A) On the entry of the statement in the Companies Register under subsection (2)(b), the company is no longer a registered non-Hong Kong company.²⁹

- (3) If a registered non-Hong Kong company contravenes subsection (1), the company, every responsible ~~officer~~ person³⁰ of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 3 and, in the case of a continuing offence, to a further fine of \$300 for each day during which the offence continues.

²⁹ Item 15(I) / 第 15(I)項

³⁰ Item 15(II) / 第 15(II)項

783. Authorized representative of registered non-Hong Kong company must notify Registrar of dissolution

- (1) If a registered non-Hong Kong company is dissolved, an authorized representative of the company must, within ~~1514~~³¹ days after the date of dissolution, deliver to the Registrar—
 - (a) a notice, in the specified form, of that fact; and
 - (b) a certified copy of the instrument effecting the dissolution or, in the case of an instrument not in English or Chinese, a certified translation of the instrument in English or Chinese.
 - (2) On receiving a notice and document under subsection (1), the Registrar—
 - (a) must register the notice and document in relation to the registered non-Hong Kong company; and
 - (b) must enter in the Companies Register a statement that the company has been dissolved.
- ~~(2A) On the entry of the statement in the Companies Register under subsection (2)(b), the company is no longer a registered non-Hong Kong company.~~³²
- (3) If an authorized representative of a registered non-Hong Kong company contravenes subsection (1), the authorized representative commits an offence and is liable to a fine at level 3 and, in the case of a continuing offence, to a further fine of \$300 for each day during which the offence continues.
 - (4) If a person is charged with an offence under subsection (3), it is a defence to establish that the person ~~did not know, and had no reason to believe, that the registered non-Hong Kong company was dissolved~~~~took all reasonable steps to secure compliance with subsection (1).~~³³

³¹ Item 1 / 第 1 項

³² Item 16(I) / 第 16(I)項

³³ Item 16(II) / 第 16(II)項

785. Registrar must follow up under certain circumstances

- (1) This section applies if, within one month after sending a letter under section 784(1)—
 - (a) the Registrar does not receive a reply to the letter; or
 - (b) the Registrar receives a reply to the letter to the effect that the registered non-Hong Kong company ~~has ceased to have a place of business in Hong Kong is not in operation or carrying on business.~~³⁴
- (2) The Registrar must, within 30 days after the end of that one month—
 - (a) subject to subsection (4), send to the registered non-Hong Kong company by registered post another letter—
 - (i) referring to the letter sent under section 784(1); and
 - (ii) stating that—
 - (A) no reply to it has been received; or
 - (B) the Registrar has received a reply to it to the effect that the company ~~has ceased to have a place of business in Hong Kong is not in operation or carrying on business~~³⁴; and
 - (b) publish in the Gazette a notice that, unless cause is shown to the contrary, the company's name will be struck off the Companies Register, and the company will no longer be a registered non-Hong Kong company, at the end of 3 months after the date of the notice.
- (3) A letter must be addressed—
 - (a) to an authorized representative of the registered non-Hong Kong company whose required details are shown in the Companies Register; or
 - (b) if no required details of authorized representatives of the company are shown in the Companies Register, to any place of business established by the company in Hong Kong.
- (4) The Registrar is not required to send a letter to the registered non-Hong Kong company under subsection (2)(a) if the Registrar is of the opinion that the letter is unlikely to be received by the company.

³⁴ Item 17 / 第 17 項

786. Registrar may strike off registered non-Hong Kong company's name

- (1) After publishing a notice under section 784(3) or 785(2)(b), the Registrar may, unless cause is shown to the contrary, strike the registered non-Hong Kong company's name off the Companies Register at the end of 3 months after the date of the notice.
- (2) The Registrar must publish in the Gazette a notice indicating that the non-Hong Kong company's name has been struck off the Companies Register.
- (3) On publication of the notice under subsection (2), the non-Hong Kong company is no longer a registered non-Hong Kong company.
- (4) The non-Hong Kong company must not have a place of business in Hong Kong as long as it is not a registered non-Hong Kong company.

(4A) Subsection (4) does not prohibit the non-Hong Kong company from having a place of business in Hong Kong that is established after the publication of the notice under subsection (2) if it applies for registration under section 764(2) within one month after establishing that place of business.³⁵

- (5) If a non-Hong Kong company contravenes subsection (4), the company, every responsible ~~person~~³⁶ of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.

³⁵ Item 18(I) / 第 18(I)項

³⁶ Item 18(II) / 第 18(II)項

788. Conditions for granting application

- (1) The Registrar must not grant an application made under section 787 unless all the conditions specified in subsection (2), and any other conditions that the Registrar thinks fit, are met.
- (2) The conditions are—
 - (a) that the non-Hong Kong company had, at the time of the application, and at any time within the period of 6 months before³⁷ its name was struck off the Companies Register, a place of business in Hong Kong; and
 - (b) that the applicant has delivered to the Registrar the documents relating to the non-Hong Kong company that are necessary to bring up to date the records kept by the Registrar.

³⁷ Item 19 / 第 19 項

790. Registrar to keep index of directors

- (1) The Registrar must keep an index of every person who is a director of a registered non-Hong Kong company.
- (2) The particulars contained in the index must, in respect of each director, include—
 - (a) the name and address of the director;
 - (b) the latest particulars sent to the Registrar in respect of the director;
 - (c) the name of each company or³⁸ registered non-Hong Kong company of which the director can be identified as a director.
- (3) The index kept under this section must be open to the inspection of any person on payment of a prescribed fee.
- (4) Despite subsection (3), the following particulars contained in the index must not be open for inspection under that subsection—
 - (a) the usual residential address of the director;
 - (b) the full number of the identity card or passport of the director.
- (5) Subsection (4) does not affect the inclusion in the index of a correspondence address of the director, nor does it affect the inspection of the correspondence address under subsection (3), even if the correspondence address is the same as the usual residential address of the director.

³⁸ Item 20 / 第 20 項