

《公司條例草案》委員會
《公司條例草案》第 3 部—公司組成及相關事宜，以及公司的重新註冊
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 3 部(“公司組成及相關事宜，以及公司的重新註冊”)(第 61 至 128 條及附表 2)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	刪除有關條文，以實施取消股本註	財政司司長在二零一二年二月一日發表的《二〇一二至一三年度政府財政預算案》演辭	<ul style="list-style-type: none"> • 就第 3 部而言，我們據此提出以下修正案： (a) <u>刪除第 62(1)(c)條</u>

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
	冊費的安排	中建議，取消向本地公司徵收股本註冊費。我們須提出修正案，以便在草案中實施這項建議。	<p>第 62(1)(c)條述明，公司組成時須繳付根據第 897 條訂立的規例所訂明的費用。</p> <p>(b) <u>刪除第 126(1)(b)條</u> 第 126(1)(b)條訂明，第 125(1)條所指的申請須隨附根據第 897 條訂立的規例所訂明的費用。</p> <ul style="list-style-type: none"> • 第 897(3)及(4)條賦權財政司司長可藉參照股本的款額訂明費用。 • 為供參考，我們亦會刪除第 4 部第 137(3)、144(2)及 166(3)條、第 5 部第 265 條、第 20 部第 897(3)及(4)條，以及附表 10 第 17(2)、27 及 28(2)條，以便在草案中取消徵收股本註冊費。
2	把向處長交付文件的時限由“14 日”修訂為“15 日”	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》所訂的交付期限為 15 日。 • 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 3 部而言，我們建議據此修訂第 69(1)、83(5)、

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
			84(6)(a)、(b)(ii)和(c)、85(5)(a)、(b)(ii)和(c)、89(2)、90(2)、91(1)、102(2)及 109(1)條。
第 3 部的其他修訂			
3	第 68 條 成立為法團 的效果	在第(1)款最後加入“or, if a change of name has effect under section 102, 105, 758 or 760, with the new name”。	<ul style="list-style-type: none"> 提出這項技術修訂是為了處理公司在成立為法團後名稱改變，使其名稱不再是公司註冊證明書所述明的名稱的情況。
4	第 78 條 成員的法律 責任	在第(2)款的“unlimited company”後加入“formed and registered under this Ordinance”。	<ul style="list-style-type: none"> 提出這項技術修訂是為了釐清我們的原意。現有的無限公司無須修改其章程細則以加入述明該公司的成員的法律責任是無限的陳述。
5	第 79 條 有限公司的 成員的法律 責任或分擔	加入第(3)款。	<ul style="list-style-type: none"> 這是技術修訂。《公司條例》第 4(3)條訂明，任何公司的章程大綱如載有按照附表 1 內的 B 表所列格式的第 4 段所述條件(該條訂明“成員的法律責任是有限的”)，該公司即當作符合《公司條例》第 4(2)(a)條的定義，屬股份有限公司。我們有需要提出這項修正案，否則這類公司不能符合草案第 79(1)條，並不會符合草案第 7 條中“股份有限公司”的定義。

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 80 條 股本及最初的股份持有情況	將第(1)(b)及(2)(a)至(d)款移至附表 2，並在“section 8”後加入“(except subsections (1)(d)(iv), (v), (vi) and (vii))”。	<ul style="list-style-type: none"> • 在《公司條例》下，唯一與擁有不同類別股份的公司相關的責任載於第 64A 條，有關條文規定凡股本分為不同類別股份的公司，須將任何將權利附於公司任何類別股份的文件或決議文本，而該文件或決議文本在其他情況下是並非《公司條例》規定須如此送交存檔的，送交處長存檔。現時並無規定公司須將股份類別權益的資料載於組織章程大綱或細則，公司可自行決定是否作此安排。 • 根據原本的第 80 條，有關股份類別權益的資料必須載於組織章程細則，未來任何更改均須修改章程細則。經重新考慮後，我們認為不應強制規定有關資料載於章程細則。就透明度而言，要求公司將相關資料載於法團成立表格，並以草案不同條文規定須提交處長的股本陳述更新有關資料，已經足夠。 • 提出本修正案是為了刪除有關股份類別權益的資料必須載於章程細則的規定。經修訂後，公司可自行決定是否將有關資料載於章程細則。這與現時《公司條例》的情況一致。
7	第 82 條 公司可修改章程細則	(I) 在第 (2) 款開首加入“Except as provided in Division 8.”。	<ul style="list-style-type: none"> • 這是技術修訂。第(2)款訂明公司不得在其章程細則中修改任何有關成員法律責任的條文。這應受第 3 部第 8 分部規限，該分部訂明在無限公司重新註冊為股份有限公司時須

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
		(II) 修訂中文版第(3)款為“… <u>如對有股本的公司不得對其的章程細則的修改，會作出與附於該公司某類別股份的股份的任何權利不相符，則該公司不得作出的該修改</u> ”。	<p>作有關修改。</p> <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，旨在使條文的意思更為清晰。
8	第 86 條 向原訟法庭 提出要求取消修改的申請	修訂中文版第(2)款為“第 84(5)條所指的申請，可由所有第(1)(a)或(b)款所述的全部有關人士為此提出該條所指的申請而以書面委任的他們當中的任何一人或多於一人代為表他們提出”	<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。就本條及第 177(3)條(將提出)建議的修正案會使條文的用詞一致。
9	第 92 條 將由條例作出的修改通知處長	刪除條文。	<ul style="list-style-type: none"> 這項修正案是因應立法會法律顧問的意見而提出的。我們不察覺有任何草案第 92 條會適用的情況，因此認為條文可予刪除。

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
10	第 94 條 擔保有限公司 的章程細則	加入(1)(b)款。	<ul style="list-style-type: none"> 這是技術修訂，旨在釐清我們的原意。本條適用於根據草案註冊的擔保有限公司。
11	第 95 條 公司不得以 某些名稱註冊	(I) 在第(2)(c)(i)款加入對第 759 條的提述。	<ul style="list-style-type: none"> 根據第 759 條，在公司恢復列入登記冊的情況，如其名稱在恢復註冊時與出現於或應已出現於公司名稱索引內的另一名稱相同，或處長認為該名稱與該另一名稱太過相似，則處長可藉通知指示公司更改其名稱。本條對使用處長曾指示更改的名稱施加限制，在本條中明確提述第 759 條是適當的。
		(II) 在第(2)(c)(ii)款中，以“10 December 2010”取代“the commencement date of the Companies (Amendment) Ordinance 2010 (12 of 2010)”。	<ul style="list-style-type: none"> 這是草擬方式的修改，旨在使條文的意思更為清晰。
12	第 100 條 特許證的效	在第(1)(b)款中以“use of the word “Limited” as part of its English name or use of the	<ul style="list-style-type: none"> 提出這項修正案旨在釐清我們的原意。我們的原意並非讓獲批草案第 98 條的許可證的公司可就所有根據草案第 650 條制訂的規例獲得豁免。有關公司只會就有關在名稱

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
	力	characters “有限公司” as part of its Chinese name” 取代 “publication of a company name”。	須有“Limited”或“有限公司”的適用規例獲得豁免。
13	第 103 條 處長可指示公司更改相同或類似的名稱等	修訂第 (2)(b) 款為 “ the Registrar receives from a person in whose favour the order is made an office copy of the order, and a notice in the specified form, <u>are delivered to the Registrar for registration by a person in whose favour the order is made.</u> ”。	<ul style="list-style-type: none"> 這是草擬方式的修改，旨在使條文的意思更為清晰。處長會登記法院命令的正式文本及符合指明格式的通知。
14	第 105 條 處長可在公司沒有遵從指示時更改公司名稱	在第 (1)(a) 款中，以 “10 December 2010” 取代 “the commencement date of the Companies (Amendment) Ordinance 2010 (12 of 2010)”。	<ul style="list-style-type: none"> 這是草擬方式的修改，旨在使條文的意思更為清晰。

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
15	第 108 條 控權公司的 成員	刪除第(5)款中的逗號。	<ul style="list-style-type: none"> 修正文書錯誤。
16	第 112 條 即使章程細 則等有限制 交易或作為 仍對公司具 約束力	在中文版本的第(2)(c)款，以“不會”取代“並不”。	<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對類似條文(第 207(2)條)的意見而提出的，旨在使條文的意思更為清晰。
17	第 113 條 涉及董事或 董事的有聯 繫者的交易 或作為屬可 致使無效	在第(9)款中刪除對第 11 部的提述。	<ul style="list-style-type: none"> 這是草擬方式的修改，旨在使該款的用詞與第 464(5)(d)條一致。
18	第 114 條 第 112 條不 適用於某些	加入第(4)(b)款。	<ul style="list-style-type: none"> 這項修正案是因應委員的建議而提出的。委員認為第 114 條的適用範圍應限於根據第 98 條發出的許可證所關乎，並根據《稅務條例》第 88 條獲稅務轄免的公司。請參閱

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
	情況		立法會 CB(1)744/11-12(03)號文件“就二零一一年十一月四、十一及十八日會議採取有關第 3、4 及 7 部的跟進行動”第 2 及 3 段。
19	第 120 條 供在外地使用的正式印章	在第(5)款中以“The person”取代“An executing agent”。	<ul style="list-style-type: none"> 這是技術修訂。在某些情況下，會由簽立代理人以外的人蓋上印章。
20	第 122 條 公司簽立文件	加入第(1A)款。	<ul style="list-style-type: none"> 這項修正案訂明，如公司選擇備有法團印章並以印章簽立文件，印章應按公司章程細則的條文蓋上。這是為了與章程細則範本中處理蓋上法團印章的條文一致，並清楚表示不按章程細則訂明程序的方式蓋上印章並非恰當的簽立。
21	第 128 條 重新註冊為股份有限公司的公司的清盤	刪除對《公司(清盤及雜項條文)條例》第 170(1)(e)條的提述。	<ul style="list-style-type: none"> 《公司(清盤及雜項條文)條例》第 170(1)(e)條有關擔保有限公司。在草案中不會有無限公司重新註冊為擔保有限公司的情況，因此無需提述第 170(1)(e)條。
22	附表 2 第 3 條	在第(2)款中刪除“must be a place in Hong Kong and”。	<ul style="list-style-type: none"> 提出這項修正案旨在釐清我們的原意。通訊地址不必是在香港的地方。我們會就第 47(9)及 634(5)條提出類似的修

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
	董事的詳情		正案。
23	附表 2 第 4 條 關於董事的 陳述	在(b)(i)款中以“the person”取代“he or she”。	<ul style="list-style-type: none"> 這是技術修訂。“The person”涵蓋法人，“he or she”則不會。
24	附表 2 第 8 條 股本及最初的 股份持有 情況的陳述	加入第(1)(d)(iv)至(vii)款。	<ul style="list-style-type: none"> 見上列第 6 項。

財經事務及庫務局
 公司註冊處
 二零一二年五月十日

62. Formation of company

- (1) Any one or more persons may form a company by—
- (a) signing the articles of the company intended to be formed; and
 - (b) delivering to the Registrar for registration—
 - (i) an incorporation form in the specified form; and
 - (ii) a copy of the articles; ~~and~~
 - ~~(c) paying the Registrar a fee prescribed by regulations made under section 897.¹~~
- (2) A company may only be formed for a lawful purpose.

¹ Item 1 / 第 1 項

68. Effect of incorporation

- (1) On and after the date of incorporation stated in the certificate of incorporation, the founder members, and any other persons who may from time to time become the company's members, are a body corporate with the name stated in the certificate or, if a change of name has effect under section 102, 105, 758 or 760, with the new name².
- (2) On and after the date of incorporation, the body corporate is capable of exercising all the functions of an incorporated company, and has perpetual succession.
- (3) On and after the date of incorporation, the founder members, and any other persons who may from time to time become the company's members, are liable to contribute to the assets of the company in the event of the company being wound up as is mentioned in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).

² Item 3 / 第 3 項

69. Delivery of director's written consent

- (1) Each consent given for the purposes of section 4(b)(ii) of Schedule 2 in relation to a company intended to be formed must be delivered in the specified form to the Registrar for registration not later than 15³ days after the date of incorporation of the company.
- (2) If subsection (1) is contravened, the company, every responsible person of the company, and the founder member who signs the incorporation form for the purposes of section 64, 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.
- (3) In any proceedings against a founder member for an offence under this section, it is a defence to establish that the founder member took all reasonable steps to secure compliance with subsection (1).

³ Item 2 / 第 2 項

78. Members' liabilities

- (1) The articles of a limited company must state that the liability of its members is limited.
- (2) The articles of an unlimited company formed and registered under this Ordinance⁴ must state that the liability of its members is unlimited.

⁴ Item 4 / 第 4 項

79. Liabilities or contributions of members of limited company

- (1) The articles of a company limited by shares must state that the liability of its members is limited to any amount unpaid on the shares held by the members.
- (2) The articles of a company limited by guarantee must state that each person who is a member of the company undertakes that if the company is wound up while the person is a member of the company, or within one year after the person ceases to be such a member, the person will contribute an amount required of the person, not exceeding a specified amount, to the company's assets—
 - (a) for the payment of the company's debts and liabilities contracted before the person ceases to be such a member;
 - (b) for the payment of the costs, charges and expenses of winding up the company; and
 - (c) for the adjustment, among the contributories, of their rights.
- (3) Subsection (1) does not apply to the articles of an existing company that is deemed to be a company limited by shares under section 4(3) of the predecessor Ordinance.⁵

⁵ Item 5 / 第 5 項

80. Capital and initial shareholdings

(1) The articles of a company with a share capital—

- ~~(a) must state the information required under section 8 (except subsections (1)(d)(iv), (v), (vi) and (vii)) of Schedule 2 to be contained in the company's incorporation form; and~~
- ~~(b) if the share capital of the company is divided into different classes of shares, must also state for each class the particulars specified in subsection (2).~~
- ~~(2) The particulars are—~~
 - ~~(a) particulars of any voting rights attached to shares in the class, including rights that arise only in certain circumstances;~~
 - ~~(b) particulars of any rights attached to shares in the class, as respects dividends, to participate in a distribution;~~
 - ~~(c) particulars of any rights attached to shares in the class, as respects capital, to participate in a distribution (including on a winding up); and~~
 - ~~(d) whether or not shares in the class are redeemable shares.⁶~~

(3) The articles of a company with a share capital may state the maximum number of shares that the company may issue.

⁶ Item 6 / 第 6 項

82. Company may alter articles

- (1) Subject to this Ordinance, a company may alter its articles.
- (2) Except as provided in Division 8, a⁷A company must not alter in its articles any statement mentioned in section 78 or 79(1).
- (3) Subject to section 175, a company with a share capital must not make any alteration to its articles that is inconsistent with any rights attached to shares in a class of shares in the company.
- (4) Subject to section 183, a company without a share capital must not make any alteration to its articles that is inconsistent with any rights of a class of members of the company.
- (5) A company limited by guarantee must not alter in its articles the information required under section 79(2) other than to increase the specified amount.

⁷ Item 7(I) / 第 7(I)項

82. **公司可修改章程細則** (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) 在符合本條例的規定下，公司可修改其章程細則。
- (2) 公司不得在其章程細則中修改第 78 或 79(1)條所述的任何陳述。
- (3) 除第 175 條另有規定外，如對有股本的公司不得對其的章程細則的修改，會作出與附於該公司某類別股份的股份的任何權利不相符，則該公司不得作出的該修改。⁸
- (4) 除第 183 條另有規定外，無股本的公司不得對其章程細則作出與該公司某類別成員的任何權利不相符的修改。
- (5) 擔保有限公司不得在其章程細則中修改第 79(2)條所規定的資料，但該公司可增加有關指明款額。

⁸ Item 7(II) / 第 7(II)項

83. Alteration by special resolution or ordinary resolution

- (1) Subject to this Ordinance, this section applies to the alteration of a company's articles.
- (2) Subject to subsection (3) and any other provisions of this Ordinance, a company may only alter its articles by special resolution.
- (3) An alteration in articles to the maximum number of shares that the company may issue may be made by ordinary resolution.
- (4) Subject to this Ordinance, an alteration made in accordance with this section is as valid as if the alteration were originally contained in the articles.
- (5) Within 154⁹ days after the date on which an alteration takes effect, the company must deliver to the Registrar for registration—
 - (a) a notice of the alteration in the specified form; and
 - (b) a copy, certified by an officer of the company as correct, of the articles as altered.
- (6) If a company contravenes subsection (5), the company, and every responsible person of the company, 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 Item 2 / 第 2 項

84. Alteration of company's objects

- (1) This section applies to an alteration of the objects of a company as stated in the company's articles.
- (2) The company may, by special resolution of which notice has been given to all the members of the company (including members who are not entitled to such notice under the company's articles), alter the objects by—
 - (a) abandoning or restricting any of the objects; or
 - (b) adopting any new object that could lawfully have been contained—
 - (i) in the case of a company formed and registered under this Ordinance, in the company's articles when the articles were registered; or
 - (ii) in the case of an existing company, in the company's memorandum of association when the memorandum was registered.
- (3) If a relevant company passes such a resolution, a notice of the resolution must also be given to all holders of the relevant debentures of the company, and the notice must be the same as the notice mentioned in subsection (2).
- (4) For the purposes of subsection (3), if there is no provision regulating the giving of notice to the holders of the relevant debentures, the provisions of the company's articles regulating the giving of notice to members are to apply.
- (5) If a relevant company passes a special resolution altering its objects, an application to cancel the alteration may be made to the Court in accordance with section 86, and if an application is made, the alteration does not have effect except in so far as it is confirmed by the Court.
- (6) After passing a special resolution altering its objects—
 - (a) in the case of a relevant company, if no application is made under subsection (5), the company must, within 154¹⁰ days after the end of the application period, deliver to the Registrar for registration the documents specified in subsection (7);
 - (b) in the case of a relevant company, if an application is made under subsection (5), the company—
 - (i) must immediately give notice of that fact to the Registrar; and
 - (ii) within 154¹⁰ days after the date of any Court order cancelling or confirming the alteration or, if an extension of time is granted under subsection (8), within the extended period, must deliver to the Registrar for registration an office copy of the order and, in the case of an order confirming the alteration, the documents specified in subsection (7); or
 - (c) in the case of a company other than a relevant company, the company must, within 154¹⁰ days after the date of passing the resolution, deliver to the Registrar for registration the documents specified in subsection (7).
- (7) The documents are—
 - (a) a notice of the alteration in the specified form; and
 - (b) a copy, certified by an officer of the company as correct, of the company's articles as altered.
- (8) The Court may at any time by order extend the period for delivery of any documents under subsection (6)(b).
- (9) If a company contravenes subsection (6), the company, and every responsible person of the company, 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.
- (10) In this section—

relevant company (有關公司) means—

 - (a) a private company; or

¹⁰ Item 2 / 第 2 項

- (b) a company limited by guarantee that, immediately before the commencement date of this Division, was a private company as defined by section 2(1) of the predecessor Ordinance in force at that time;

relevant debentures (有關債權證) means any debentures, secured by a floating charge, that were issued or first issued before 15 February 1963 or that form part of the same series as any debentures so issued.

85. Alteration of certain articles by existing company

- (1) Subject to subsection (2), this section applies to an alteration of any provision of the articles of an existing company if the provision—
 - (a) was, immediately before the commencement date of this Division, contained in the company's memorandum of association (whether registered before, on or after 31 August 1984); and
 - (b) could lawfully have been contained in the company's articles instead of in the memorandum of association when the memorandum was registered.
- (2) This section does not apply if any provision of the articles of an existing company—
 - (a) was, immediately before the commencement date of this Part, contained in the company's memorandum of association (whether registered before, on or after 31 August 1984); and
 - (b) provides for or prohibits the alteration of any provision mentioned in subsection (1).
- (3) An existing company may by special resolution alter any provision mentioned in subsection (1).
- (4) If a relevant company passes such a resolution, an application to cancel the alteration may be made to the Court in accordance with section 86, and if an application is made, the alteration does not have effect except in so far as it is confirmed by the Court.
- (5) After passing a resolution under subsection (3)—
 - (a) in the case of a relevant company, if no application is made under subsection (4), the company must, within 154¹¹ days after the end of the application period, deliver to the Registrar for registration the documents specified in subsection (6);
 - (b) in the case of a relevant company, if an application is made under subsection (4), the company—
 - (i) must immediately give notice of that fact to the Registrar; and
 - (ii) within 154¹¹ days after the date of any Court order cancelling or confirming the alteration or, if an extension of time is granted under subsection (7), within the extended period, must deliver to the Registrar for registration an office copy of the order and, in the case of an order confirming the alteration, the documents specified in subsection (6); or
 - (c) in the case of a company other than a relevant company, the company must, within 154¹¹ days after the date of passing the resolution, deliver to the Registrar for registration the documents specified in subsection (6).
- (6) The documents are—
 - (a) a notice of the alteration in the specified form; and
 - (b) a copy, certified by an officer of the company as correct, of the company's articles as altered.
- (7) The Court may at any time by order extend the period for delivery of any documents under subsection (5)(b).
- (8) If a company contravenes subsection (5), the company, and every responsible person of the company, 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) This section does not authorize any variation or abrogation of the special rights of any class of members.
- (10) In this section—

relevant company (有關公司) means—

 - (a) a private company; or
 - (b) a company limited by guarantee that, immediately before the commencement date of this Division, was a private company as defined by section 2(1) of the predecessor Ordinance in force at that time.

¹¹ Item 2 / 第 2 項

86. 向原訟法庭提出要求取消修改的申請

- (1) 第 84(5)條所指的要求取消對公司宗旨作出修改的申請，可由以下人士提出 —
 - (a) 持有該公司已發行股份數目或任何類別的已發行股本總數中最少 5% 的人，或(如該公司並非股份有限公司)該公司成員中最少 5% 的成員；或
 - (b) 持有第 84(10)條 **有關債權證**的定義所述的該公司債權證中價值最少 5% 的人。
- (2) 第 84(5)條所指的申請，可由**所有**第(1)(a)或(b)款所述的**全部有關人士**為此提出該條所指的申請而以書面委任的**他們當中的任何**一人或多於一人代**為表他們**提出。¹²
- (3) 第 85(4)條所指的要求取消對原有公司章程細則條文的修改的申請，可由持有該公司已發行股份數目或任何類別的已發行股本總數中最少 5% 的人提出，或(如該公司並非股份有限公司)由該公司成員中最少 5% 的成員提出。
- (4) 第 85(4)條所指的申請，可由所有第(3)款所述的人為此而以書面委任的一人或多於一人代為提出。
- (5) 第 84(5)或 85(4)條所指的申請，只可在有關特別決議通過的日期後的 28 日內提出。
- (6) 原訟法庭可應第 84(5)或 85(4)條所指的申請 —
 - (a) 按它認為合適的條款及條件，全盤或局部取消有關修改，或全盤或局部確認有關修改；
 - (b) 將法律程序押後，以作出令它滿意的安排，購買持異議的成員的權益；及
 - (c) 作出它認為合宜的任何指示及命令，以執行或利便作出任何該等安排。

¹² Item 8 / 第 8 項

89. Alteration affecting status of private company

- (1) If a private company alters its articles so that the articles no longer comply with section 10(1)(a), the company ceases to be a private company on the date on which the alteration takes effect.
- (2) In addition to the documents required under section 83(5), the company must, within 15¹³ days after the date on which the alteration takes effect, deliver to the Registrar for registration—
 - (a) a notice of the change of the company's status in the specified form; and
 - (b) a copy (certified by an officer of the company to be true) of the company's annual financial statements that are—
 - (i) prepared in accordance with section 375; and
 - (ii) prepared for the financial year immediately before the financial year in which the alteration takes effect.
- (3) If a company contravenes subsection (2)(a), the company, and every responsible person of the company, 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.
- (4) If a company contravenes subsection (2)(b), the company, and every responsible person of the company, 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.

¹³ Item 2 / 第 2 項

90. Alteration affecting status of public company

- (1) If a public company alters its articles so that the articles comply with section 10(1)(a), the company ceases to be a public company on the date on which the alteration takes effect.
- (2) In addition to the documents required under section 83(5), the company must, within 154¹⁴ days after the date on which the alteration takes effect, deliver to the Registrar for registration a notice of the change of the company's status in the specified form.
- (3) If a company contravenes subsection (2), the company, and every responsible person of the company, 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.

¹⁴ Item 2 / 第 2 項

91. Notifying Registrar of alteration by order of Court

- (1) If any provision of a company's articles, or the effect of any provision of a company's articles, is altered by an order of the Court, the company must, within 15¹⁵ days after the date on which the alteration takes effect, deliver to the Registrar for registration a notice of the alteration in the specified form.
- (2) A notice of alteration must be accompanied by—
 - (a) an office copy of the order; and
 - (b) a copy of the articles as altered by the order.
- (3) Subsection (2)(a) does not apply if the company is required to deliver an office copy of the order to the Registrar under another provision of this Ordinance.
- (4) If a company contravenes subsection (1) or (2), the company, and every responsible person of the company, 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.

¹⁵ Item 2 / 第 2 項

92. ~~Notifying Registrar of alteration by Ordinance~~

- ~~(1) If any provision of a company's articles, or the effect of any provision of a company's articles, is altered by any other Ordinance, the company must, within 14 days after the date on which the alteration takes effect, deliver to the Registrar for registration a notice of the alteration in the specified form.~~
- ~~(2) A notice of alteration must be accompanied by a copy of the articles as altered by that other Ordinance.~~
- ~~(3) If a company contravenes subsection (1) or (2), the company, and every responsible person of the company, 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.¹⁶~~

¹⁶ Item9 / 第 9 項

94. Articles of company limited by guarantee

(1) This section applies to

(a) -a company limited by guarantee registered under a former Companies Ordinance on or after 1 January 1912 that does not have a share capital; and

(b) a company registered as a company limited by guarantee under this Ordinance.¹⁷

(2) A provision in the company's articles, or in any resolution of the company, purporting to give a person a right to participate in the company's divisible profits otherwise than as a member is void.

(3) For the purposes of a provision of this Ordinance relating to the articles of a company limited by guarantee, a provision in the company's articles, or in any resolution of the company, purporting to divide the company's undertaking into shares or interests, is to be regarded as a provision for a share capital.

¹⁷ Item 10 / 第 10 項

95. Company must not be registered by certain names

- (1) A company must not be registered by—
 - (a) a name that is the same as a name appearing in the Index of Company Names;
 - (b) a name that is the same as a name of a body corporate incorporated or established under an Ordinance;
 - (c) a name the use of which by the company would, in the Registrar's opinion, constitute a criminal offence; or
 - (d) a name that, in the Registrar's opinion, is offensive or otherwise contrary to the public interest.
- (2) Except with the Registrar's prior approval, a company must not be registered by—
 - (a) a name that, in the Registrar's opinion, would be likely to give the impression that the company is connected in any way with—
 - (i) the Central People's Government;
 - (ii) the Government; or
 - (iii) any department or agency of the Central People's Government or the Government;
 - (b) a name that contains any word or expression for the time being specified in an order under section 96; or
 - (c) a name that is the same as a name for which a direction has been given under—
 - (i) section 103, ~~or~~ 104 or 759¹⁸; or
 - (ii) section 22 or 22A of the predecessor Ordinance on or after 10 December 2010~~the commencement date of the Companies (Amendment) Ordinance 2010 (12 of 2010)~~¹⁹.

¹⁸ Item 11(I) / 第 11(I)項

¹⁹ Item 11(II) / 第 11(II)項

100. Effect of licence

- (1) The company to which a licence under section 98 relates is exempt from—
 - (a) section 97;
 - (b) regulations made under section 650 in relation to the use of the word “Limited” as part of its English name or use of the characters “有限公司” as part of its Chinese name ~~publication of a company name~~²⁰; and
 - (c) section 653 in relation to the delivery of particulars relating to members to the Registrar.
- (2) While a licence under section 98 remains in force, the company must not alter its articles except under a direction given under this section or section 99(2)(b) or with the Registrar’s prior written approval.
- (3) On granting an approval under subsection (2), the Registrar may vary the licence by making it subject to any terms and conditions he or she thinks fit, in addition to or in place of the terms or conditions to which the licence was subject immediately before the variation.
- (4) The terms and conditions imposed under subsection (3)—
 - (a) are binding on the company; and
 - (b) are to be incorporated in the articles of the company if the Registrar so directs.

²⁰ Item 12 / 第 12 項

102. Company may change name by special resolution

- (1) A company may change a company name by special resolution.
- (2) Within 154²¹ days after the date of passing the special resolution, the company must deliver to the Registrar for registration a notice in the specified form of the change of company name.
- (3) After receipt of a notice under subsection (2), the Registrar must, unless the new name is a name by which the company must not be registered under section 95—
 - (a) enter the new name in the Companies Register in place of the former name; and
 - (b) issue to the company a certificate of change of name.
- (4) The change of the name has effect from the date on which the certificate of change of name is issued.
- (5) A change of name under this section does not affect any rights or obligations of the company or render defective any legal proceedings by or against it. Any legal proceedings that could have been commenced or continued by or against it by its former name may be commenced or continued by or against it by its new name.
- (6) If a company contravenes subsection (2), the company, and every responsible person of the company, 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.

²¹ Item 2 / 第 2 項

103. Registrar may direct company to change same or similar name etc.

- (1) The Registrar may by notice in writing direct a company to change, within the period specified in the notice, a name by which the company is registered under this Ordinance or the predecessor Ordinance if—
 - (a) the name is, as at the time of the registration, the same as or in the Registrar's opinion too like a name that appeared or should have appeared in the index of names kept under section 22C of the predecessor Ordinance or in the Index of Company Names;
 - (b) the name is, as at the time of the registration, the same as or in the Registrar's opinion too like a name of a body corporate incorporated or established under an Ordinance;
 - (c) it appears to the Registrar that misleading information has been given for the company's registration by the name;
 - (d) it appears to the Registrar that any undertaking or assurance given for the registration by the name has not been fulfilled; or
 - (e) the name is a name by which, as at the time of the registration, the company must not be registered because of section 95(2)(a) or (b).
- (2) The Registrar may by notice in writing direct a company to change, within the period specified in the notice, a name by which the company is registered under this Ordinance or any former Companies Ordinance if, after the company is registered by the name—
 - (a) a court makes an order restraining the company from using the name or any part of the name; and
 - (b) ~~the Registrar receives from a person in whose favour the order is made~~ an office copy of the order, and a notice in the specified form, are delivered to the Registrar for registration by a person in whose favour the order is made.²²
- (3) A direction may only be given—
 - (a) in the case of subsection (1)(a) or (b), within 12 months after the date of registration by the name;
 - (b) in the case of subsection (1)(c) or (d), within 5 years after the date of registration by the name; and
 - (c) in the case of subsection (1)(e), within 3 months after the date of registration by the name.
- (4) The Registrar may, before the end of the period specified in a notice given under subsection (1) or (2), by notice in writing extend the period.
- (5) If a company fails to comply with a direction within the period specified in the notice or, if the period is extended under subsection (4), within the extended period, the company, and every responsible person of the company, commit an offence, and each 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.

²² Item 13/ 第 13 項

105. Registrar may change company name in case of failure to comply with direction

- (1) This section applies if—
 - (a) the Registrar directs a company to change a name under section 103(1) or (2) or 104(1) or, on or after ~~10 December 2010~~~~the commencement date of the Companies (Amendment) Ordinance 2010 (12 of 2010)~~²³ under section 22 or 22A of the predecessor Ordinance; and
 - (b) the company fails to comply with the direction—
 - (i) in the case of a direction under section 103(1) or (2), within the period specified in the notice or, if the period is extended under section 103(4), within the extended period;
 - (ii) in the case of a direction under section 104(1), within the relevant period specified in section 104(2);
 - (iii) in the case of a direction under section 22(2), (3A), (3B) or (4) of the predecessor Ordinance, within the period specified by the Registrar or, if the period is extended under section 22(5) of that Ordinance, within the extended period; or
 - (iv) in the case of a direction under section 22A(1) or (1A) of the predecessor Ordinance, within the period specified in section 22A(2) of that Ordinance or, if a period is specified by the court under section 22A(3) of that Ordinance for the direction, within the period specified by the court.
- (2) Without limiting section 103(5) or 104(5), or section 22(6) or 22A(4) of the predecessor Ordinance (as the case may be), the Registrar may change the name to—
 - (a) in the case of an English name, a name that consists of the words “Company Registration Number” as its prefix, followed by the registration number of the company as stated in the certificate of incorporation;
 - (b) in the case of a Chinese name, a name that consists of the characters “公司註冊編號” as its prefix, followed by the registration number of the company as stated in the certificate of incorporation; or
 - (c) in the case of a name consisting of both an English name and a Chinese name—
 - (i) an English name that consists of the words “Company Registration Number” as its prefix, followed by the registration number of the company as stated in the certificate of incorporation; and
 - (ii) a Chinese name that consists of the characters “公司註冊編號” as its prefix, followed by the registration number of the company as stated in the certificate of incorporation.
- (3) The Registrar must enter the new name in the Companies Register in place of the former name.
- (4) The change of name has effect from the date on which the new name is entered in the Companies Register.
- (5) Within 30 days after the date of entering the new name in the Companies Register, the Registrar—
 - (a) must by notice in writing notify the company of—
 - (i) the fact that a name of the company has been changed;
 - (ii) the new name; and
 - (iii) the date on which the change takes effect under subsection (4); and
 - (b) must by notice in the Gazette notify that fact, the new name and that date.
- (6) A change of name under this section does not affect any rights or obligations of the company or render defective any legal proceedings by or against it. Any legal proceedings that could have been commenced or continued by or against it by its former name may be commenced or continued by or against it by its new name.

²³ Item 14 / 第 14 項

108. Members of holding company

- (1) Subject to this section—
 - (a) a body corporate cannot be a member of a company of which the body corporate is a subsidiary; and
 - (b) any allotment or transfer of shares in a company to a body corporate that is a subsidiary of the company is void.
- (2) Subsection (1) does not apply if—
 - (a) the body corporate is a member of the company as a personal representative; or
 - (b) the body corporate is a member of the company as a trustee, and the holding company or any of its subsidiaries is not beneficially interested under the trust.
- (3) For the purposes of subsection (2)(b), a company or subsidiary is not beneficially interested under a trust if it is interested under the trust only by way of security for the purpose of a transaction entered into by it in the ordinary course of a business (including the lending of money).
- (4) Subsection (1) does not prevent a body corporate that was, on 31 August 1984, already a member of a holding company of the body corporate from continuing to be such a member.
- (5) Subsection (1) does not prevent a company that on the date it becomes a subsidiary of another company is a member of that other company²⁴ from continuing to be such a member.
- (6) Subsection (1) does not prevent a body corporate from becoming a member of a holding company of the body corporate, or prevent an allotment to a body corporate of shares in a holding company of the body corporate, by virtue of the exercise by the body corporate of any rights of conversion—
 - (a) attached to any shares in the holding company held by the body corporate on 31 August 1984; or
 - (b) under any debentures of the holding company held by the body corporate on 31 August 1984.
- (7) If a body corporate is a member of a holding company of the body corporate, subsection (1) does not prevent the body corporate from accepting or holding further shares in the holding company if those shares are allotted to the body corporate as fully paid up as a consequence of a capitalization of reserves or profits by the holding company.
- (8) If a company makes an offer of shares to its members, the company—
 - (a) may sell, on behalf of any of its subsidiaries, any such shares that the subsidiary could, but for this section, have taken by virtue of shares in the company that are already held by the subsidiary; and
 - (b) may pay to the subsidiary the proceeds of the sale.
- (9) Even though a body corporate is a member of a holding company of the body corporate, it has no right to vote at—
 - (a) meetings of the holding company; or
 - (b) meetings of any class of members of the holding company.
- (10) Subsection (9) does not apply if the body corporate is such a member in the circumstances described in subsection (2).
- (11) In this section, a reference to a body corporate includes a nominee for the body corporate.
- (12) In this section, a reference to shares, in relation to a holding company that is a company limited by guarantee or an unlimited company, includes the interest of the company's members, whatever the form of the interest and whether or not the company has a share capital.

²⁴ Item 15 / 第 15 項

109. Notifying Registrar of increase in number of members of company limited by guarantee

- (1) If a company limited by guarantee increases the number of its members beyond the registered number, the company must, within 154²⁵ days after the increase is resolved by the company or takes place (whichever is the earlier), deliver to the Registrar for registration a notice of the increase in the specified form.
- (2) If a company contravenes subsection (1), the company, and every responsible person of the company, 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.
- (3) In this section—

registered number (註冊人數) means—

- (a) the number of members with which the company proposes to register, whether contained in the incorporation form for the purposes of section 1(e) of Schedule 2 or stated in the articles under section 10(2) of the predecessor Ordinance; or
- (b) the increased number of the company's members last notified to the Registrar under subsection (1).

²⁵ Item 2 / 第 2 項

112. 即使章程細則等有限制交易或作為仍對公司具約束力

- (1) 除第 114 條另有規定外，為惠及真誠地與公司交易的人，如該公司的董事有權使該公司受約束，或有權授權其他人使該公司受約束，該權力須視為不受該公司的任何有關文件下的任何限制所規限。
- (2) 就第(1)款而言 —
 - (a) 如某人屬某項交易或任何其他作為的其中一方，而某公司亦屬該項交易或作為的其中一方，則該人即屬與該公司交易；
 - (b) 除非相反證明成立，否則與公司交易的人須推定為真誠地行事；
 - (c) 與公司交易的人，**並不會**²⁶僅因該人知道有關董事作出有關作為屬超越該等董事在該公司的任何有關文件下的權力，而被視為不真誠地行事；及
 - (d) 與公司交易的人，無須查究對該公司董事使該公司受約束的權力的限制，或對授權其他人使該公司受約束的權力的限制。
- (3) 凡有關公司的成員有權利提起法律程序，以禁制有關董事作出超越其權力範圍的作為，本條並不影響該權利。
- (4) 如有關公司的任何以前的作為，產生某項法律義務，則任何人不得就將會為履行該項義務而作出的作為，根據第(3)款提起法律程序。
- (5) 有關董事或任何其他因該等董事越權行事而招致的任何法律責任，不受本條影響。
- (6) 在本條中 —

有關文件 (relevant document)就公司而言，指 —

- (a) 該公司的章程細則；
- (b) 該公司的任何決議，或該公司的任何成員類別的任何決議；或
- (c) 該公司成員之間的協議，或該公司的任何成員類別的成員之間的協議。

²⁶ Item 16 / 第 16 項

113. Transaction or act involving directors or their associates is voidable

- (1) This section applies if—
 - (a) a company enters into a transaction; and
 - (b) the transaction binds the company because the power of the directors to bind the company, or authorize others to do so, is to be regarded under section 112 as free of any limitation under any relevant document of the company.
- (2) The transaction is voidable at the instance of the company if the parties to the transaction include—
 - (a) a director of the company or of a holding company of the company; or
 - (b) an entity connected with such a director.
- (3) The transaction ceases to be voidable if—
 - (a) restitution of any money or other asset that was the subject matter of the transaction is no longer possible;
 - (b) the company is indemnified for any loss or damage resulting from the transaction;
 - (c) a person who is not a party to the transaction has acquired rights in good faith and for value, and without actual notice of the directors' exceeding their powers, and those rights would be affected by the avoidance of the transaction; or
 - (d) the transaction is affirmed by the company.
- (4) Whether or not the transaction is avoided under subsection (2), any party to the transaction falling within subsection (2)(a) or (b) is liable, and any director of the company who has authorized the transaction is liable, to—
 - (a) account to the company for any gain that the party or director has directly or indirectly made from the transaction; and
 - (b) indemnify the company against any loss or damage resulting from the transaction.
- (5) A person who is not a director of the company is not liable under subsection (4) if the person shows that, at the time of the transaction, the person did not know that the directors were exceeding their powers.
- (6) Subject to subsection (7), this section does not affect the rights of any party to the transaction not falling within subsection (2)(a) or (b).
- (7) The Court may, on application by the company or a party covered by subsection (6), affirm, sever or set aside the transaction on any terms it thinks just.
- (8) This section does not exclude the operation of any other Ordinance or rule of law by which the transaction may be called in question or any liability to the company may arise.
- (9) In subsection (2)(b), the reference to an entity connected with a director has the meaning given by ~~Part 11~~ (see section 477)²⁷.
- (10) In this section—

transaction (交易) includes any act.

²⁷ Item 17 / 第 17 項

114. Section 112 not to apply to certain cases

- (1) Section 112 does not apply to any act of an exempted company except in favour of a person who—
- (a) does not know at the time of the act that the company is an exempted company; or
 - (b) gives full consideration for the act and does not know—
 - (i) that the act is not permitted by any relevant document of the company; or
 - (ii) that the act is beyond the powers of the directors.
- (2) If an exempted company purports to transfer or grant an interest in property, the fact that—
- (a) the act was not permitted by any relevant document of the company; or
 - (b) the directors exceeded any limitation on their powers under any relevant document of the company,
- does not affect the title of a person who subsequently acquires the property or any interest in it for full consideration without actual notice of any of the circumstances set out in paragraph (a) or (b).
- (3) In any civil proceedings arising out of subsection (1) or (2), the burden of proving that—
- (a) a person knew that the company was an exempted company;
 - (b) a person knew that the act was not permitted by any relevant document of the company; or
 - (c) a person knew that the act was beyond the powers of the directors,
- lies on the person who asserts that fact.
- (4) In this section—

exempted company (獲豁免公司) means a company—

(a) ~~the company~~ to which a licence under section 98 relates; and

(b) that is exempt from tax under section 88 of the Inland Revenue Ordinance (Cap. 112);²⁸

relevant document (有關文件), in relation to a company, means—

- (a) the company's articles;
- (b) any resolutions of the company or of any class of members of the company; or
- (c) any agreements between the members, or members of any class of members, of the company.

²⁸ Item 18 / 第 18 項

120. Official seal for use abroad

- (1) A company with a common seal may have an official seal for use outside Hong Kong.
- (2) Such an official seal must be a replica of the company's common seal, but have engraved on it in legible form the name of every place where it is to be used.
- (3) A company with an official seal for use in a place may, by writing under its common seal, authorize any person appointed for the purpose to affix, in that place, the official seal to any deed or any other document to which the company is a party.
- (4) As between a company and any person dealing with an executing agent of the company, the authority of the agent continues—
 - (a) if the authorization mentions a period during which the authority is to continue, until the end of the period; or
 - (b) if the authorization does not mention such a period, until a notice of revocation or termination of the agent's authority has been given to the person.
- (5) ~~An executing agent~~**The person**²⁹ affixing an official seal must, on the deed or other document to which the seal is affixed, certify in writing the date on which, and the place at which, the seal is so affixed.
- (6) A deed or other document to which an official seal is affixed binds the company as if it had been executed under the company's common seal.
- (7) In this section—
executing agent (簽立代理人), in relation to a company, means a person authorized by the company under subsection (3).

²⁹ Item 19 / 第 19 項

122. Execution of documents by company

(1) A company may execute a document under its common seal.

(1A) If a company executes a document under its common seal, the seal must be affixed in accordance with the provisions of its articles.³⁰

(2) A company may also execute a document—

(a) in the case of a company with only one director, by having it signed by the director on the company's behalf; or

(b) in the case of a company with 2 or more directors, by having it signed on the company's behalf by—

(i) the 2 directors or any 2 of the directors; or

(ii) any of the directors and the company secretary of the company.

(3) For the purposes of subsection (2), if a person is to sign a document on behalf of 2 or more companies, the person must sign the document separately in each capacity.

(4) A document signed in accordance with subsection (2) and expressed (in whatever words) to be executed by the company has effect as if the document had been executed under the company's common seal.

(5) In favour of a person specified in subsection (6), a document is to be regarded as having been executed by a company if the document purports to have been signed in accordance with subsection (2).

(6) The person is a purchaser in good faith for valuable consideration and includes—

(a) a lessee;

(b) a mortgagee; or

(c) any other person who for valuable consideration acquires the property.

(7) This section also applies to a document that is executed, or purports to be executed, by a company in the name of or on behalf of another person whether or not that other person is also a company.

³⁰ Item 20 / 第 20 項

126. Application for re-registration

- (1) An application under section 125(1)—
 - (a) must be in the specified form; and
 - ~~(b) — must be accompanied by a fee prescribed by regulations made under section 897; and~~³¹
 - (c) must be accompanied by a copy of the company's articles as proposed to be altered by the special resolution.
- (2) Such an application may only be delivered to the Registrar on or after the date on which the Registrar receives a copy of the special resolution delivered under section 612.

³¹ Item 1 / 第 1 項

128. Winding up of company re-registered as company limited by shares

- (1) This section applies if—
 - (a) a company is re-registered as a company limited by shares under this Division or section 19 of the predecessor Ordinance; and
 - (b) the company is wound up.
- (2) Despite section 170(1)(a) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), a person who is not a member of the company but was a member at the time of the re-registration is liable to contribute to the assets of the company in respect of debts and liabilities of the company contracted before the re-registration if the winding up commences within 3 years beginning on the day of the re-registration.
- (3) Despite section 170(1)(c) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), a person who was a member or a past member of the company at the time of the re-registration is liable to contribute to the assets of the company in respect of debts and liabilities of the company contracted before the re-registration if every person who was a member of the company at that time is no longer a member of the company.
- (4) Subsection (3) applies even though the existing members of the company have satisfied the contribution required to be made by them under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).
- (5) Despite section 170(1)(d) ~~and (e)~~³² of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), there is no limit on the amount that a person is liable to contribute under subsection (2) or (3).

³² Item 21 / 第 21 項

Schedule 2 / 附表 2

3. Particulars of director

- (1) The particulars specified for the purposes of section 63(1)(c)(i) are—
- (a) if the person is a natural person—
 - (i) the present forename and surname, former forename or surname (if any), and aliases (if any);
 - (ii) the usual residential address;
 - (iii) the correspondence address; and
 - (iv) 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
 - (b) if the person is a body corporate, the corporate name and the address of its registered or principal office.
- (2) For the purposes of subsection (1)(a)(iii), a correspondence address ~~must be a place in Hong Kong and~~³³ must not be a post office box number.

³³ Item 22 / 第 22 項

4. Statement relating to director

The statement specified for the purposes of section 63(1)(c)(ii) is—

- (a) if the person is the signatory to the incorporation form, a statement by the person—
 - (i) that the person has consented to be a director of the company; and
 - (ii) if the person is a natural person, that he or she has attained the age of 18 years; or
- (b) if the person is not the signatory to the incorporation form—
 - (i) a statement by the person that ~~he or she~~ the person³⁴ has consented to be a director of the company and, if the person is a natural person, that he or she has attained the age of 18 years; or
 - (ii) a statement by the signatory that the person has consented to be a director of the company and, if the person is a natural person, that he or she has attained the age of 18 years.

³⁴ Item 23 / 第 23 項

8. Statement of capital and initial shareholdings

- (1) The statement specified for the purposes of section 63(2) is a statement that—
- (a) states the total number of shares that the company proposes to issue on the company's formation;
 - (b) states the total amount of share capital to be subscribed by the company's founder members on that formation;
 - (c) states the amount to be paid up or to be regarded as paid up, and the amount to remain unpaid or to be regarded as remaining unpaid, on the total number of shares that the company proposes to issue on that formation;
 - (d) if the share capital is to be divided into different classes of shares on that formation, also states the classes and, for each class—
 - (i) the total number of shares in that class that the company proposes to issue on that formation;
 - (ii) the total amount of share capital in that class to be subscribed by the company's founder members on that formation;~~and~~
 - (iii) the amount to be paid up or to be regarded as paid up, and the amount to remain unpaid or to be regarded as remaining unpaid, on the total number of shares in that class that the company proposes to issue on that formation;~~and~~
 - (iv) the particulars of any voting rights attached to shares in that class, including rights that arise only in certain circumstances;
 - (v) the particulars of any rights attached to shares in that class, as respects dividends, to participate in a distribution;
 - (vi) the particulars of any rights attached to shares in that class, as respects capital, to participate in a distribution (including on a winding up); and
 - (vii) whether or not shares in that class are redeemable shares.³⁵
 - (e) in respect of each founder member, states the number of shares that the company proposes to issue to the member and the total amount of share capital to be subscribed by the member on that formation.
- (2) If the shares proposed to be issued to a founder member on the formation belong to 2 or more classes, the information required under subsection (1)(e) must be stated in respect of each class.

³⁵ Item 24 / 第 24 項