

《公司條例草案》委員會
《公司條例草案》第 2 部—公司註冊處處長及公司登記冊
委員會審議階段修正案

(修訂本)
CB(1)1866/11-12(03)

下表載述政府當局就《公司條例草案》第 2 部(“公司註冊處處長及公司登記冊”)(第 19 至 60 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
第 2 部的修訂			
1	第 19 條 釋義	在“company (公司)”的定義中以 “at any time”取代“immediately”。	提出此修正案是為了釐清註冊非香港公司的紀錄即使在以下情況仍會載於公司登記冊上：(i)該公司已被除名；(ii)該公司已不再在香港設有營業地點；或(iii)該公司已解散。非香港公司可以是在任何時間根據現時的《公司條例》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
2	第 23 條 處長可發出指引	刪除第(5)款。	委員對第 23(5)條的目的，以及對違反指引不會引起法律責任和指引可在法律程序中接納為證據兩者之間可能出現的衝突，表示關注。因應委員的關注，我們建議刪除第(5)款。請參閱立法會 CB(1)34/11-12(04)號文件“二零一一年七月二十六日及八月三十一日會議的跟進行動”第 3 及 4 段。
3	第 26 條 處長須備存關於公司的紀錄	(I) 在 第 (1)(b) 款 中 刪 除 “, excluding a certificate issued under section 56(1)”。	第 56 條會被刪除。見下列第 20 項。
		(II) 加入新的第(1)(c)款。	在《公司(清盤及雜項條文)條例》第 38D 及 342C 條中就招股書的登記另有制度，因此，登記招股書是處長根據《公司(清盤及雜項條文)條例》，而非草案第 2 部所作的決定。
		(III)加入新的第(3)至(6)款，讓處長可在草案生效時紀錄公司註冊辦事處的地址(或非香港公司在香港的主要營業地點)，而非董事及公司秘書的住址，作為通訊地址。原本的第(6)、(9)及(10)款會因而刪除。	此修正案是按委員的建議而提出的。請參閱立法會 CB(1)34/11-12(04)號文件“二零一一年七月二十六日及八月三十一日會議的跟進行動”第 6 段。
		(IV)將原本的第(3)至(5)、(7)至(8)款搬至新條文。	這純粹是草擬方式的修改。

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
4	新的第 26A 條 Provisions supplementary to section 26	將原本的第 26(3)至(5)、(7)至(8)條搬至新條文。	• 見上列第 3(IV)項。
5	第 33 條 處長可拒絕接受或登記文件	加入新的第(1A)款，使第 33 條不適用於招股書的登記。	• 與其他根據條例交付處長登記的文件不同，招股書的登記會繼續受《公司(清盤及雜項條文)條例》第 38D 及 342C 條另訂的制度管限。
6	第 36 條 在計算因沒有向處長交付文件而須付的每日罰款時某段期間須不予理會	在第(2)款中以“must”取代“may”。	• 此修正是按委員的建議而提出的。委員的建議是處長必須在拒絕登記文件的通知中就拒絕登記文件提供理由。 • 我們亦考慮了委員提出就處長送交拒絕登記文件的通知訂明時限。由於每個個案考慮的時間視乎各項因素，例如個案的細節、提交文件者提供補充文件所需的時間等，我們認為在草案中訂明確切時限並不理想。
7	第 37 條 處長可規定公司解決與公司登記冊相抵觸	(I) 修訂第(1)款以釐清登記的文件上的資料和公司登記冊上的資料關乎同一間公司。	• 此修正案是因應委員的關注而提出的，以釐清我們的原意。請參閱立法會 CB(1)34/11-12(04)號文件“二零一一年七月二十六日及八月三十一日會議的跟進行動”第 13 段。

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
	之處	(II) 加入第(4)款，訂明如某人能確立其已採取一切合理步驟以確保遵從第 37(1)條，即屬免責辯護。	委員關注第 37(3)條下的罪行，特別是在公司或責任人不可能解決相抵觸之處的情況。我們因此提出修正案而提供免責辯護。請參閱立法會 CB(1)34/11-12(04)號文件“二零一一年七月二十六日及八月三十一日會議的跟進行動”第 15 段。
8	第 38 條 處長可規定提供進一步資料以作更新等	(I) 以新的第(2)及(3)款取代原本的第(2)及(3)款，以釐清罪行的涵蓋範圍。	第 38(1)條涵蓋法人及自然人。原本第 38(2)及(3)條就該“person”是公司以及該“person”是任何其他人的情況訂定罪行。提出此修正案是因應委員的關注，以釐清罪行的涵蓋範圍。請參閱立法會 CB(1)34/11-12(04)號文件“二零一一年七月二十六日及八月三十一日會議的跟進行動”第 16 段。
		(II) 加入第(4)款，訂明如某人能確立其已採取一切合理步驟以確保遵從第 38(1)條，即屬免責辯護。	與上列第 7(II)款類似。請參閱立法會 CB(1)34/11-12(04)號文件“二零一一年七月二十六日及八月三十一日會議的跟進行動”第 17 段。
9	第 39 條 處長可更正公司登記冊內的在排印或文書方面的錯誤	在中文版本第(2)款以“由該公司提出”取代“該公司”。	這屬草擬方式的修改，使文意更清晰。
10	第 43 條 處長須提供公司登記冊讓公	(I) 在第(1)(a)(i)款的“company”後加入“to which this subsection applies”及在第(1)(a)(ii)和(v)款的“a	第(1A)款加入“company”的指明定義。此修正案釐清本條中對“company”的提述。

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
	眾查閱	company”前加入“such”。	
		(II) 加入新的第(1A)款，以在第(4)款就“company”加入指明定義，使公司擴展至包括(i)《公司(清盤及雜項條文)條例》第 326 條下定義下的非註冊公司；及(ii)在香港以外地方成立為法團的公司(不論該公司是否已在香港設立營業地點)。	現時第 2 部“company”的定義為根據草案組成和註冊的公司、現有公司和註冊非香港公司。因此，在香港以外地方成立為法團的公司根據《公司(清盤及雜項條文)條例》第 342C 條提交的招股書，以及任何其他有關根據《公司(清盤及雜項條文)條例》第 326 條清盤的非註冊公司的文件，不會提供予公眾查閱。本修正案的目的是使這些文件可讓公眾查閱。
		(III) 在第(4)(a)款的“company”後加入 “to which subsection (1) applies”及在第(4)(b)和(c)款以“such a company”取代“any company”。	見上列第 10(I)項。
		(IV) 在中文版本第(4)(c)款以“關涉”取代“參涉”。	這草擬方式的修改是因應立法會法律顧問的意見而提出的，使條文用語與第 471(1)及 665(2)(f)條一致。
11	第 45 條 發出法律程序文件以強迫交出公司登記冊內的資料	刪除第 45 條。	此修正案是按委員意見而提出的。委員認為這條文是不必要的。請參閱立法會 CB(1)34/11-12(04)號文件“二零一一年七月二十六日及八月三十一日會議的跟進行動”第 19 段。

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
12	新的第 45A 條 Interpretation	加入新的第 45A 條，為“withheld address”、“withheld identification number”及“withheld information”加入定義。	加入這些定義是為了披露根據第 47 條不提供予公眾查閱的資料。見下列第 13 項。
13	第 47 條 處長可不提供住址及身分識別號碼讓公眾查閱	(I) 在第(1)款中刪除“(1)”。	提出此修正案是為了與第 46 條的用詞一致。
		(II) 在第(3)款中以“must”取代“may”。	這項修正案是按委員建議而提出的。請參閱立法會 CB(1)34/11-12(04)號文件“二零一一年七月二十六日及八月三十一日會議的跟進行動”第 20 段。
		(III) 在第(7)款中以“(a) contain the information required by regulations made under subsection (8)(a); (b) be accompanied by the documents required by regulations made under subsection (8)(b); and (c) be accompanied by the fee prescribed by regulations made under subsection (8)(c).”取代“be made in accordance with regulations made under subsection (8)”。	提出此修正案是為了清楚訂明有關申請須按規例所訂的規定，載有有關資料，並附有相關文件及費用。
		(IV) 在 (8)(a) 和 (b) 款以“providing for”取代	這些技術修訂釐清我們在將制訂的附屬法例方面的原意。

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
		“prescribing”；加入第(8)(a)(ii)款；並在第(8)(b)款最後加入“including any document specified by the Registrar for such an application”。	
		(V) 在第(8)(d)款加入訂明處長可有權為決定是否批准申請要求其他資料及文件。	• 這些技術修訂釐清我們在將制訂的附屬法例方面的原意。
		(VI) 在第(8)(b)款刪除“and fees”並將有關規定搬至新的第(8)(c)款。	• 這屬草擬方式的修改，使文意更清晰。
		(VII) 在第(9)款刪除“must be an address in Hong Kong and”。	• 經檢討後，我們認為通訊地址不必是在香港的地方，因而提出此修正案。
14	新的第 47A 條 Restriction on use or disclosure of withheld information 新的第 47B 條 Permitted use or disclosure of withheld	加入新的第 47A 至 47C 條，為披露根據第 47 條不提供予公眾查閱的資料訂定條文。	• 根據草案，在草案生效前送交處長的各種文件上所載的住址及身分證明文件號碼，只會在有關人士根據第 47 條提出申請及繳付費用後才不會讓公眾查閱。經檢討後，我們認為就披露根據第 47 條不讓公眾查閱的資料訂定條文是合適的。這些條文是按第 52 至 54 條而訂的。

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
	information by Registrar 新的第 47C 條 Disclosure under order of Court		
15	第 48 條 釋義	加入新的第(1)(a)(iv)和(v)款，以加入對 “a notice delivered to the Registrar for registration under section 673(1)(d) in relation to the appointment of a director of the company”及 “an application form delivered for the purposes of section 795(1) in relation to the registration of the company”的提述。	新的第(1)(a)(iv)和(v)款所指的通知及申請表亦可能載有董事最新的通訊地址，因此我們提出此修正案以加入對有關通知及申請表的提述。
16	第 51 條 補充第 50 條 的條文	(I) 加入新的第 (3A) 款以與第 50(4)條一致。	提出此修正案是為了就向董事發出通知使條文與第 50(4)條一致。
		(II) 在第(7)(b)款以“at any time”取代“immediately”。	提出此修正案是為了與對第 19 條“company”的定義所作的修訂一致。
17	第 52 條 處長不得使用 或披露受保護	修訂第 52 條的標題為“Restriction on use or disclosure of protected information”。	提出此修正案是為了釐清條文的原意，條文旨在限制而非禁止。

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
	資料		
18	第 53 條 處長獲准許使用或披露受保護資料的情況	以新的第(3)至(5)款取代原本的第(3)及(4)款，以釐清我們的原意，即處長可規定申請須附有所須的文件或資料。原本第(3)及(4)款對“entity”的提述改為對“person”的提述。	• 新條款釐清我們的原意，即處長可規定申請須附有所須的文件或資料。 • 以“person”取代“entity”屬草擬方式的修改。 • 與就第 47(8)條提出的修訂類似的技術修訂旨在釐清我們在將制訂的附屬法例方面的原意。
19	第 54 條 根據原訟法庭命令作出披露	在第(3)(a)款刪除“or member”。	• 公司成員會包括在指明人士的列表內(即受保護的住址和身份證明文件號碼會繼續在他們按第 53 條提出申請後供他們查閱)。因此，我們會在第 54(3)條刪除對“member”的提述。請參閱立法會 CB(1)225/11-12(01)號文件“二零一一年十月十一日會議的跟進行動”第 7 段。
20	第 56 條 處長可核證文件屬已交付或沒有交付	刪除第 56 條。	• 正如我們在第 2 部逐條審議時向法案委員會所解釋，公司的文件索引的經核證文本，已有第 56 條下有關有註冊或沒有註冊的證明書的功能。我們相信公眾對有關有註冊或沒有註冊的證明書的需求很小，因此我們在取得委員同意後建議刪除第 56 條。
21	新的第 56A 條 Registrar may issue certificates in any manner	加入新的第 56A 條以重述《公司條例》第 348BA 條。	• 《公司條例》第 348BA 條經《2010 年公司(修訂)條例》引入，訂明處長可以任何形式發出證明書，包括電子形式。提出此修正案是為了重述《公司條例》有關條文。

項目	有關事宜／ 條文	擬議的 委員會審議階段修正案	備註
22	第 57 條 處長無須負責 核實資料	在第 57 條刪除“for registration”。	• 提出此修正案是為了將本條的適用範圍擴至其他交付處長的文件，例如根據第 738 條提出撤銷註冊的申請。相應地，第 738(6)可予刪除。
23	第 58 條 豁免權	修訂第(2)款，加入類似第 58(3)(b)條的用詞，訂明受保障人如在錯誤或遺漏是因服務或藉以提供服務或提供資料的設施的任何缺失或故障而出現或產生的情況下，無須承擔個人法律責任。	• 提出此修正案是為了與第 58(3)(b)條的用詞一致。這修訂確保第 58(2)條對受保障人的保障涵蓋因服務/設施的缺失或故障而出現的錯誤或遺漏。
24	第 60 條 對登記冊、簿 冊或文件進行 銷毀等的罪行	在第(2)款中加入“on conviction on indictment”。	• 第 60(1)條下的罪行性質嚴重，屬可公訴罪行。

除上述外，有關處長在利用董事的通訊地址未能與董事有效通訊時，根據第 50 條將董事的住址作為通訊地址列在公司登記冊上一事，委員建議讓有關人士就處長的決定向行政上訴委員會上訴。我們已考慮委員的建議。我們認為有關建議並無必要，亦不合適，因為條文已提供足夠保障，董事可在處長作出決定前向處長作出申述(第 50(2)及(3)條)。建議亦可能不恰當地拖長了因通訊無效而將董事住址提供予公眾查閱的時間。無論如何，處長的決定可被司法覆核。

財經事務及庫務局
公司註冊處
二零一二年五月十六日

19. Interpretation

(1) In this Part—

company (公司) includes—

- (a) a non-Hong Kong company registered under section 765(1); or
- (b) a company that was, ~~immediately~~ at any time¹ before the commencement date of Part 16, registered in the register kept under section 333AA of the predecessor Ordinance;

digital signature (數碼簽署) has the meaning given by section 2(1) of the Electronic Transactions Ordinance (Cap. 553);

document (文件) includes a document in electronic form or any other form;

electronic signature (電子簽署) has the meaning given by section 2(1) of the Electronic Transactions Ordinance (Cap. 553);

in electronic form (電子形式) means in the form of an electronic record;

in hard copy form (印本形式) means in a paper form or similar form capable of being read.

(2) In this Part, a reference to delivering a document includes sending, supplying, forwarding or producing it.

¹ Item 1/第1項

23. Registrar may issue guidelines

- (1) The Registrar may issue guidelines—
 - (a) indicating the manner in which the Registrar proposes to perform any function or exercise any power; or
 - (b) providing guidance on the operation of any provision of this Ordinance.
- (2) The Registrar—
 - (a) must publish the guidelines in a manner appropriate to bring them to the notice of persons affected by them; and
 - (b) must make copies of the guidelines available to the public (in hard copy form or electronic form).
- (3) Guidelines issued under this section are not subsidiary legislation.
- (4) The Registrar may amend or revoke any of the guidelines. Subsections (2) and (3) apply to an amendment or revocation of guidelines in the same way as they apply to the guidelines.
- ~~(5) A person does not incur any civil or criminal liability only because the person has contravened any of the guidelines. If, in any legal proceedings, the court is satisfied that a guideline is relevant to determining a matter that is in issue—
 - ~~(a) the guideline is admissible in evidence in the proceedings; and~~
 - ~~(b) proof that the person contravened or did not contravene the guideline may be relied on by any party to the proceedings as tending to establish or negate the matter.²~~~~

² Item 2/第 2 項

26. Registrar must keep records of companies

- (1) The Registrar must keep records of—
- (a) the information contained in every document that is delivered to the Registrar for registration and that the Registrar decides to register under this Part; ~~and~~
 - (b) the information contained in every certificate that is issued by the Registrar under this Ordinance, ~~excluding a certificate issued under section 56(1);³ and~~
 - ~~(c) the information contained in every prospectus registered by the Registrar under section 38D or 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).⁴~~
- (2) The Registrar must continue to keep the records that were, immediately before the commencement date of this section, kept for the purpose of a register of companies under the predecessor Ordinance.
- ~~(3) For the purposes of subsections (1) and (2), the Registrar must record the specified address as the correspondence address of a director, reserve director or company secretary of the following company—~~
- ~~(a) an existing company;~~
 - ~~(b) a company falling within paragraph (a) of the definition of **company** in section 19(1) that is registered under section 765(1) by virtue of section 124 of Schedule 10;~~
 - ~~(c) a company falling within paragraph (b) of the definition of **company** in section 19(1).⁵~~
- ~~(4) After the specified address is recorded under subsection (3) as the correspondence address of a director, reserve director or company secretary of a company, the Registrar must update the entry of such correspondence address with—~~
- ~~(a) the latest address of the company's registered office contained in a notice of change of address of the company's registered office—~~
 - ~~(i) that is sent under section 92(3) of the predecessor Ordinance or section 649(3); and~~
 - ~~(ii) that is registered by the Registrar under this Part;~~
 - ~~(b) the latest address of the company's principal place of business in Hong Kong contained in a return in respect of the change of address of the company's principal place of business in Hong Kong—~~
 - ~~(i) that is delivered under section 335(1)(d) of the predecessor Ordinance or section 779(1); and~~
 - ~~(ii) that is registered by the Registrar under this Part.⁵~~
- ~~(5) Subsection (4) does not apply if, in relation to the director, reserve director or company secretary—~~
- ~~(a) a notice or return is delivered under section 636(4), 643(2) or 779(1) in respect of a change of the person's correspondence address; and~~
 - ~~(b) the notice or return is registered by the Registrar under this Part.⁵~~
- ~~(6) For the purposes of subsection (3), an address is the specified address in relation to a director, reserve director or company secretary of a company if—~~
- ~~(a) immediately before the commencement date of this section, the address was shown on the register of companies under the predecessor Ordinance as the address of the company's registered office or principal place of business in Hong Kong;~~
 - ~~(b) the address is contained, as the address of the company's registered office, in an incorporation form—~~
 - ~~(i) delivered before the commencement date of Division 1 of Part 3 to the Registrar for registration under section 15(1) of the predecessor Ordinance; and~~

³ Item 3(I)/第 3(I)項

⁴ Item 3(II)/第 3(II)項

⁵ Item 3(III)/第 3(III)項

- (ii) registered on or after that commencement date under section 16(1) of the predecessor Ordinance; or
- (c) the address is contained, as the address of the company's principal place of business in Hong Kong, in an application for registration delivered before the commencement date of Division 2 of Part 16 to the Registrar under section 333 of the predecessor Ordinance and the registration takes place under section 765(1).⁶

⁶ Item 3(III)/第 3(III)項

26A. Provisions supplementary to section 26⁸

- (13) The records kept under ~~this~~ section 26 must be such that information relating to a company is associated with the company in a manner determined by the Registrar, so as to enable all the information relating to the company to be retrieved.
- (24) A record of information for the purposes of ~~section 26(1)subsection (1)~~ must be kept in such form as to enable any person to inspect the information contained in the record and to make a copy of the information.
- (35) Subject to subsections (13) and (24), a record of information for the purposes of ~~subsection 26(1)~~ may be kept in any form that the Registrar thinks fit.
- ~~(6) For the purposes of subsections (1) and (2), the Registrar—~~
- ~~(a) must record a specified address of a director or reserve director of a company as the correspondence address, and as the usual residential address, of the director or reserve director; and~~
- ~~(b) must record a specified address of a company secretary of a company as the correspondence address, but not as the usual residential address, of the company secretary.~~
- (47) If the Registrar keeps a record of information in a form that differs from the form in which the document containing the information was delivered to, or generated by, the Registrar, the record is presumed, unless the contrary is proved, to represent the information contained in the document as delivered or generated.
- (58) If the Registrar records the information contained in a document for the purposes of ~~subsection 26(1)~~, the Registrar is to be regarded as having discharged any duty imposed by law on the Registrar to keep, file or register the document.⁸

~~(9) In this section—~~

~~specified address (指明地址), in relation to a director, reserve director or company secretary, means—~~

- ~~(a) an address of the director, reserve director or company secretary that, immediately before the commencement date of this section, was shown on the register of companies under the predecessor Ordinance as the usual residential address of the director, reserve director or company secretary;~~
- ~~(b) an address of the director, reserve director or company secretary contained, as his or her usual residential address, in—~~
- ~~(i) an incorporation form delivered before the commencement date of Division 1 of Part 3 to the Registrar for registration under section 15(1) of the predecessor Ordinance and registered on or after that commencement date under section 16(1) of the predecessor Ordinance having a continuing effect under Schedule 10; or (ii) an application for registration delivered before the commencement date of Division 2 of Part 16 to the Registrar under section 333 of the predecessor Ordinance and the registration takes place under section 765(1); or~~
- ~~(c) an address of the director, reserve director or company secretary that was contained, as his or her usual residential address, in—~~
- ~~(i) subject to subsection (10), a notification sent before the commencement date of Subdivisions 3 and 4 of Division 2 of Part 12 to the Registrar under section 158(4), (4AA) or (4A) of the predecessor Ordinance;~~
- ~~(ii) a notification sent on or after the commencement date of Subdivisions 3 and 4 of Division 2 of Part 12 to the Registrar under section 158(4), (4AA) or (4A) of the predecessor Ordinance having a continuing effect under Schedule 10;~~
- ~~(iii) subject to subsection (10), a return delivered before the commencement date of Division 6 of Part 16 to the Registrar for registration under section 335(1)(c) of the predecessor Ordinance; or~~

⁷ Item 3(III)/第 3(III)項

⁸ Item 3(IV)/第 3(IV)項

Companies Bill
《 公司條例草案 》

~~—— (iv) a return delivered on or after the commencement date of Division 6 of Part 16 to the Registrar for registration under section 335(1)(c) of the predecessor Ordinance having a continuing effect by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1).~~⁹

~~—— (10) Paragraph (c)(i) or (iii) of the definition of **specified address** in subsection (9) does not apply to an address that falls within paragraph (a) of that definition.~~⁹

⁹ Item 3(III)/第 3(III)項

33. Registrar may refuse to accept or register document

- (1) If the Registrar is of the opinion that a document delivered to him or her for registration under an Ordinance is unsatisfactory, the Registrar—
- (a) may refuse to accept the document; or
 - (b) may, after having accepted the document, exercise the powers specified in subsection (2) or (3).

(1A) Subsection (1) does not apply to a prospectus as defined by section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).¹⁰

- (2) The Registrar may refuse to register the document and return the document to the person who delivered it for registration.
- (3) The Registrar may also advise that—
- (a) the document be appropriately amended or completed, and be redelivered for registration with or without a supplementary document; or
 - (b) a fresh document be delivered for registration in its place.
- (4) If the Registrar—
- (a) refuses to accept a document under subsection (1)(a);
 - (b) has not received a document; or
 - (c) refuses to register a document under subsection (2),
- the document is to be regarded as not having been delivered to the Registrar in satisfaction of the provision of the Ordinance that requires or authorizes the document to be delivered to the Registrar.

¹⁰ Item 5/第 5 項

36. Certain period to be disregarded for calculating daily penalty for failure to deliver document to Registrar

- (1) This section applies if—
 - (a) a document is delivered to the Registrar for registration under an Ordinance; and
 - (b) the Registrar refuses to register the document under section 33(2).
- (2) The Registrar ~~must~~¹¹ send a notice of the refusal, and the reasons for the refusal, to—
 - (a) the person who is required to deliver the document to the Registrar for registration under the Ordinance or, if there is more than one person who is so required, any of those persons; or
 - (b) if another person delivers, on behalf of the person so required, the document to the Registrar for registration, that other person.
- (3) If a notice is sent to a person under subsection (2) with respect to a document, the period specified in subsection (4) is to be disregarded for the purpose of calculating the daily penalty under an Ordinance that makes it an offence for failing to comply with a requirement to deliver the document and that imposes a penalty for each day during which the offence continues.
- (4) The period is one beginning on the date on which the document was delivered to the Registrar and ending with the fourteenth day after the date on which the notice is sent under subsection (2).

¹¹ Item 6/第 6 項

37. Registrar may require company to resolve inconsistency with Companies Register

- (1) If it appears to the Registrar that the information contained in a document registered by the Registrar in respect of a company is inconsistent with other information relating to the company on the Companies Register, the Registrar may give notice to the company ~~to which the document relates~~¹²—
- (a) stating in what respect the information contained in the document~~it~~¹² appears to be inconsistent with other information on the Companies Register; and
- (b) requiring the company to take steps to resolve the inconsistency.
- (2) For the purposes of subsection (1)(b), the Registrar may require the company to deliver to the Registrar within the period specified in the notice—
- (a) information required to resolve the inconsistency; or
- (b) evidence that proceedings have been commenced by the company in the Court for the purpose of resolving the inconsistency and that the proceedings are being conducted diligently.
- (3) If a company fails to comply with a requirement under subsection (1)(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.
- (4) If a person is charged with an offence under subsection (3) for failure to comply with a requirement, it is a defence to establish that the person took all reasonable steps to secure compliance with the requirement.¹³

¹² Item 7(I)/第 7(I)項

¹³ Item 7(II)/第 7(II)項

38. Registrar may require further information for updating etc.

- (1) For the purpose of ensuring that a person's information on the Companies Register is accurate or bringing the information up to date, the Registrar may send a notice to the person requiring the person to give the Registrar, within a period specified by the Registrar, any information about the person, being information of the kind that is included on the Companies Register.
- (2) If ~~a company fails to comply with a person fails to comply with~~ a requirement under subsection (1) —
(a) where the person is a company, the company, and every responsible person of the company, commit an offence; or
(b) where the person is not a company, the person commits an offence.¹⁴
- ~~(3) A person who commits an offence under subsection (2) 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.~~¹⁴
~~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) If any other person fails to comply with a requirement under subsection (1), the person 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.
- ~~(4) If a person is charged with an offence under subsection (2) for failure to comply with a requirement, it is a defence to establish that the person took all reasonable steps to secure compliance with the requirement.~~¹⁵

¹⁴ Item 8(I)/第 8(I)項

¹⁵ Item 8(II)/第 8(II)項

39. 處長可更正公司登記冊內的在排印或文書方面的錯誤

- (1) 如公司登記冊內的資料載有在排印或文書方面的錯誤，處長可主動更正該錯誤。
- (2) 如公司登記冊內關乎某公司的資料載有在排印或文書方面的錯誤，處長可應由該公司提出¹⁶的申請，更正該錯誤。
- (3) 如有人就一項為第(2)款的目的而提出的申請，將一份顯示有關更正的文件，交付處長登記，則處長可登記該文件，藉以更正有關錯誤。

¹⁶ Item 9/第 9 項

43. Registrar must make Companies Register available for public inspection

- (1) The Registrar must make the Companies Register available for public inspection at all reasonable times so as to enable any member of the public—
- (a) to ascertain whether the member of the public is dealing with—
- (i) a company to which this subsection applies¹⁷, or its directors or other officers, in matters of or connected with any act of the company;
 - (ii) a director or other officers of such¹⁷ a company in matters of or connected with the administration of the company, or of its property;
 - (iii) a person against whom a disqualification order has been made by a court;
 - (iv) a person who has entered into possession of the property of a company as mortgagee;
 - (v) a person who is appointed as the provisional liquidator or liquidator in the winding up of such¹⁷ a company; or
 - (vi) a person who is appointed as the receiver or manager of the property of a company; and
- (b) to ascertain the particulars of the company, its directors or other officers, or its former directors (if any), or the particulars of any person mentioned in paragraph (a)(iv), (v) or (vi).

(1A) Subsection (1) applies to—

- (a) a company falling within the definition of **company** in section 19(1); or
- (b) an unregistered company as defined by section 326 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).¹⁸

- (2) For the purposes of subsection (1), the Registrar must, on receiving the fee payable under the regulations made under section 25, allow a person to inspect any information on the Companies Register in any form that the Registrar thinks fit.
- (3) For the purposes of subsection (1), the Registrar may, on receiving the fee payable under the regulations made under section 25, produce to a person a copy or a certified true copy of any document or information on the Companies Register, in so far as the document or information may be made available for public inspection, in any form that the Registrar thinks fit.
- (4) In this section—

disqualification order (取消資格令), in relation to a person, means an order that, for a period specified in the order beginning on the date of the order, the person must not, without the leave of the court—

- (a) be a director, or a liquidator or provisional liquidator, of any company to which subsection (1) applies¹⁹;
- (b) be a receiver or manager of the property of such a company~~any company~~¹⁹; or
- (c) in any way, whether directly or indirectly, be concerned or take part in the promotion, formation or management of such a company~~any company~~¹⁹.

¹⁷ Item 10(I)/第 10(I)項

¹⁸ Item 10(II)/第 10(II)項

¹⁹ Item 10(III)/第 10(III)項

43. 處長須提供公司登記冊讓公眾查閱

- (1) 處長須提供公司登記冊讓公眾在所有合理時間查閱，以使任何公眾人士能 —
 - (a) 確定該公眾人士是否正在 —
 - (i) 就某公司的任何作為的事宜，或就與某公司的任何作為有關連的事宜，與該公司或其董事或其他高級人員往來；
 - (ii) 就管理某公司或其財產的事宜，或就與管理某公司或其財產有關連的事宜，與該公司的董事或其他高級人員往來；
 - (iii) 與法院作出的取消資格令所針對的人往來；
 - (iv) 與已經以承按人身份就某公司的財產行使管有權的人往來；
 - (v) 與在某公司的清盤中獲委任為臨時清盤人或清盤人的人往來；或
 - (vi) 與獲委任為某公司的財產的接管人或經理人的人往來；及
 - (b) 確定該公司、其董事或其他高級人員、或其前董事(如有的話)的詳情，或任何在(a)(iv)、(v)或(vi)段所述的人的詳情。
- (2) 為施行第(1)款，處長須在收到須根據第 25 條訂立的規例而繳付的費用後，容許某人按處長認為合適的形式，查閱公司登記冊內的資料。
- (3) 為施行第(1)款，處長可在收到須根據第 25 條訂立的規例而繳付的費用後，按處長認為合適的形式，向某人交出公司登記冊內的文件或資料的文本或經核證真實副本，但只限於該文件或資料是可提供予公眾查閱的範圍內，方可如此交出該文本或經核證真實副本。
- (4) 在本條中 —

取消資格令 (disqualification order)就某人而言，指內容如下的命令：自該命令的日期起計的一段在該命令中指明的期間內，該人不得未經法院許可 —

- (a) 擔任任何公司的董事、清盤人或臨時清盤人；
- (b) 擔任任何公司的財產的接管人或經理人；或
- (c) 以任何直接或間接的方式，~~參涉關涉~~²⁰或參與任何公司的發起、組成或管理。

²⁰ Item 10(IV)/第 10(IV)項

~~45. Issue of process for compelling production of information on Companies Register~~

- ~~—— (1) No process for compelling the production of any information on the Companies Register may issue from the court except with the permission of the court.~~
- ~~—— (2) Any such process must bear on it a statement that it is issued with the permission of the court.~~²¹

²¹ Item 11/第 11 項

45A. Interpretation

In this Subdivision—

withheld address () means an address withheld from public inspection under section 47(1)(a);

withheld identification number () means a number withheld from public inspection under section 47(1)(b);

withheld information () means a withheld address or a withheld identification number.²²

²² Item 12/第 12 項

47. Registrar may withhold residential address and identification number from public inspection

- (1) The Registrar may, on application made for the purposes of this subsection, withhold from public inspection under section 43~~(1)~~²³—
- (a) a relevant address of the applicant contained, as an address of the applicant's location, in a document to which this subsection applies; or
 - (b) a number contained, as the full number of the identity card or passport of the applicant, in a document to which this subsection applies.
- (2) Subsection (1) applies to a document delivered to the Registrar for registration under any of the following Ordinances before, on or after the commencement date of this section—
- (a) this Ordinance;
 - (b) the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32);
 - (c) the predecessor Ordinance.
- (3) If a person's address is withheld from public inspection under subsection (1)(a), the Registrar ~~may~~²⁴ must instead make available for public inspection an address contained in the person's application as the person's correspondence address.
- (4) An application for the purposes of subsection (1)(a) may be made only by a director, reserve director or company secretary, or a former director, reserve director or company secretary, of a company. An application for the purposes of subsection (1)(b) may be made by any person.
- (5) If an address is required by section 51(5) to be entered in a register of directors as the usual residential address and the correspondence address of a director within a period of 5 years specified in that section, an application must not be made for the purposes of subsection (1) in relation to the address during the period.
- (6) If an address is not prohibited by section 51(6) from being entered in a register of directors as the correspondence address of a director, or from being stated in a notice or return as the changed correspondence address of a director, during a period of 5 years specified in that section, an application must not be made for the purposes of subsection (1) in relation to the address during the period.
- (7) An application for the purposes of subsection (1) must—
- (a) contain the information required by regulations made under subsection (8)(a);
 - (b) be accompanied by the documents required by regulations made under subsection (8)(b); and
 - (c) be accompanied by a fee prescribed by regulations made under subsection (8)(c).
- ~~be made in accordance with regulations made under subsection (8).~~²⁵
- (8) The Financial Secretary may make regulations—
- (a) ~~prescribing~~²⁶ providing for the information to be contained in an application made for the purposes of subsection (1), including—
 - (i) the correspondence address required for the purposes of subsection (3); and
 - (ii) any other information specified by the Registrar for such an application²⁶;
 - (b) ~~prescribing~~²⁶ providing for the documents ~~and fees~~²⁷ to accompany such an application, including any document specified by the Registrar for such an application²⁶;
 - (c) prescribing the fees to accompany such an application²⁷; and

²³ Item 13(I)/第 13(I)項

²⁴ Item 13(II)/第 13(II)項

²⁵ Item 13(III)/第 13(III)項

²⁶ Item 13(IV)/第 13(IV)項

²⁷ Item 13(VI)/第 13(VI)項

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- ~~(d) providing for the powers of the Registrar to require additional documents and information to be provided to the Registrar for the purposes of determining such an application²⁸.~~
- (9) The regulations may provide that the correspondence address required for the purposes of subsection (3) ~~must be an address in Hong Kong and~~²⁹ must not be a post office box number.
- (10) In this section—
relevant address (有關地址), in relation to an applicant who makes an application for the purposes of subsection (1), means an address specified by the applicant in the application as a usual residential address of the applicant as at the date of the document in which the address is contained.

²⁸ Item 13(V)/第 13(V)項

²⁹ Item 13(VII)/第 13(VII)項

47A. Restriction on use or disclosure of withheld information³⁰

The Registrar must not use or disclose withheld information except—

(a) as permitted by section 47B; or

(b) in accordance with section 47C.

³⁰ Item 14/第 14 項

47B. Permitted use or disclosure of withheld information by Registrar³¹

(1) The Registrar may use—

- (a) a withheld address for communicating with the director, reserve director or company secretary in question; or
- (b) a withheld identification number for communicating with the person in question.

(2) The Registrar may use withheld information for the purpose of or in connection with the performance of the Registrar's functions.

(3) The Registrar may, on application made for the purposes of this subsection, disclose withheld information to a person specified by regulations made under subsection (5)(e). A disclosure may only be made in accordance with regulations made under subsection (5).

(4) An application for the purposes of subsection (3) must—

- (a) contain the information required by regulations made under subsection (5)(a);
- (b) be accompanied by the documents required by regulations made under subsection (5)(b); and
- (c) be accompanied by a fee prescribed by regulations made under subsection (5)(c).

(5) The Financial Secretary may make regulations—

- (a) providing for the information to be contained in an application made for the purposes of subsection (3), including any information specified by the Registrar for such an application;
- (b) providing for the documents to accompany such an application, including any document specified by the Registrar for such an application;
- (c) prescribing the fees payable for the purposes of subsection (3) to accompany such an application;
- (d) providing for the powers of the Registrar to require additional documents and information to be provided to the Registrar for the purposes of determining such an application;
- (e) specifying the persons to whom withheld information may be disclosed; and
- (f) providing for the conditions in accordance with which withheld information may be disclosed to such persons or entities, including the extent to which such information may be disclosed to them.

³¹ Item 14/第 14 項

47C. Disclosure under order of Court³²

(1) The Court may make an order for the disclosure by the Registrar of a withheld address—

(a) if—

(i) there is evidence that the service of documents at an address contained in an application under section 47(1) as the correspondence address is not effective to bring them to the notice of the director, reserve director or company secretary in question; or

(ii) it is necessary or expedient for the withheld address to be disclosed in connection with the enforcement of an order or decree of a court; and

(b) if the Court is satisfied that it is appropriate to make the order.

(2) The Court may make an order for the disclosure by the Registrar of a withheld identification number—

(a) if it is necessary or expedient for the number to be disclosed in connection with the enforcement of an order or decree of a court; and

(b) if the Court is satisfied that it is appropriate to make the order.

(3) An order under subsection (1) or (2) may be made on the application of—

(a) a creditor of the company in respect of which the document containing the withheld information is delivered to the Registrar for registration under this Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or the predecessor Ordinance; or

(b) any other person appearing to the Court to have a sufficient interest.

(4) An order under subsection (1) or (2) must specify the persons to whom, and purposes for which, the disclosure is authorized.

³² Item 14/第 14 項

48. Interpretation

(1) In this Subdivision—

director (董事) includes a person nominated as a reserve director under section 446(1);

protected address (受保護地址) means, subject to subsection (2)(a), an address that falls within section 49(2)(a);

protected identification number (受保護身分識別號碼) means a number that falls within section 49(2)(b);

protected information (受保護資料) means a protected address or a protected identification number;

relevant correspondence address (有關通訊地址), in relation to a director of a company, means the address contained, as the correspondence address of the director, in whichever is the most recent of the following—

(a) in the case of a company other than those falling within paragraph (a) or (b) of the definition of **company** in section 19(1)—

(i) an incorporation form delivered to the Registrar for registration under section 62(1)(b) in relation to the formation of the company;

(ii) a notice delivered to the Registrar for registration under section 636(1) or (2) in relation to the appointment of a director, or the nomination of a reserve director, of the company; ~~or~~

(iii) a notice delivered to the Registrar for registration under section 636(4) in relation to a change in the particulars contained in the register of directors of the company;

(iv) a notice delivered to the Registrar for registration under section 673(1)(d) in relation to the appointment of a director of the company; or³³

(v) an application form delivered for the purposes of section 795(1) in relation to the registration of the company;³³

(b) in the case of a company falling within paragraph (a) or (b) of the definition of **company** in section 19(1)—

(i) an application to the Registrar under section 764(2) or (3) for registration of the company;

(ii) a return delivered to the Registrar for registration under section 779(1) in relation to a change in the directors of the company; or

(iii) a return delivered to the Registrar for registration under section 779(1) in relation to a change in the particulars of the directors of the company delivered to the Registrar under Part 16.

(2) For the purposes of this Subdivision—

(a) an address of a person does not cease to fall within section 49(2)(a) just because the person ceases to be a director of the company; and

(b) a reference to a director includes, to that extent, a former director.

(3) Subsection (2)(b) does not apply to a reference to a director in section 50 or 51.

³³ Item 15/第 15 項

51. Provision supplementary to section 50

- (1) If the Registrar is to make a protected address available for public inspection under section 50(1), he or she must proceed as if—
 - (a) a notice had been delivered to the Registrar for registration under section 636(4) stating that the correspondence address of the director is changed to the protected address; or
 - (b) a return had been delivered to the Registrar for registration under section 779 stating that the correspondence address of the director is changed to the protected address.
- (2) The Registrar must give written notice of having done so—
 - (a) to the director; and
 - (b) to the company.
- (3) A written notice must also state the decision date in relation to the protected address.
- (3A) A written notice under subsection (2)(a) must be sent to the director—
 - (a) at the protected address; or
 - (b) if it appears to the Registrar that service at the protected address may not be effective to bring it to the notice of the director, at the relevant correspondence address of the director.³⁴
- (4) On receipt of a written notice, the company must enter the protected address in its register of directors as the correspondence address of the director.
- (5) If, within 5 years after the decision date for a protected address, the director notifies the company of another address as his or her usual residential address—
 - (a) the company must enter that other address in its register of directors as the usual residential address and the correspondence address of the director; and
 - (b) the company must proceed with the notice or return under section 636(4) or 779 as if the correspondence address of the director was also changed to that other address.
- (6) During the period of 5 years after the decision date for a protected address—
 - (a) the company must not enter in its register of directors as the correspondence address of the director any address other than—
 - (i) the protected address; or
 - (ii) if, after the protected address is made available for public inspection under section 50(1), an address is notified by the director to the company as his or her usual residential address, the address so notified; and
 - (b) the company must not state in the notice or return under section 636(4) or 779 that the correspondence address of the director is changed to any address other than—
 - (i) the protected address; or
 - (ii) if, after the protected address is made available for public inspection under section 50(1), an address is notified by the director to the company as his or her usual residential address, the address so notified.
- (7) Subsections (4), (5)(a) and (6)(a) do not apply to—
 - (a) a non-Hong Kong company registered under section 765(1); or
 - (b) a company that was, immediately at any time³⁵ before the commencement date of Part 16, registered in the register kept under section 333AA of the predecessor Ordinance.
- (8) If a company contravenes subsection (4), (5) or (6), the company, and every responsible person of the company, 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.

³⁴ Item 16(I)/第 16(I)項

³⁵ Item 16(II)/第 16(II)項

(9) In this section—

decision date (決定日期), in relation to a protected address, means the date on which the Registrar decides to make the protected address available for public inspection under section 50(1).

52. **Restriction on Registrar ~~must not~~ use or ~~disclosedisclose~~ of**³⁶ protected information

The Registrar must not use or disclose protected information except—

- (a) as permitted by section 53; or
- (b) in accordance with section 54.

³⁶ Item 17/第 17 項

53. Permitted use or disclosure of protected information by Registrar

- (1) The Registrar may use—
- (a) a protected address for communicating with the director in question; or
 - (b) a protected identification number for communicating with the person in question.
- (2) The Registrar may use protected information for the purpose of or in connection with the performance of the Registrar's functions.

~~(3) The Registrar may, on receiving a fee prescribed by regulations made under subsection (4), disclose protected information to an entity prescribed by those regulations. A disclosure may only be made in accordance with those regulations.~~

~~(4) The Financial Secretary may make regulations—~~

- ~~(a) prescribing the fee payable for the purposes of subsection (3);~~
- ~~(b) prescribing an entity to whom protected information may be disclosed; and~~
- ~~(c) prescribing the conditions in accordance with which protected information may be disclosed to such an entity.~~

(3) The Registrar may, on application made for the purposes of this subsection, disclose protected information to a person specified by regulations made under subsection (5)(e). A disclosure may only be made in accordance with regulations made under subsection (5).

(4) An application for the purposes of subsection (3) must—

- (a) contain the information required by regulations made under subsection (5)(a);
- (b) be accompanied by the documents required by regulations made under subsection (5)(b); and
- (c) be accompanied by a fee prescribed by regulations made under subsection (5)(c).

(5) The Financial Secretary may make regulations—

- (a) providing for the information to be contained in an application made for the purposes of subsection (3), including any information specified by the Registrar for such an application;
- (b) providing for the documents to accompany such an application, including any document specified by the Registrar for such an application;
- (c) prescribing the fees payable for the purposes of subsection (3) to accompany such an application;
- (d) providing for the powers of the Registrar to require additional documents and information to be provided to the Registrar for the purposes of determining such an application;
- (e) specifying the persons to whom protected information may be disclosed; and
- (f) providing for the conditions in accordance with which protected information may be disclosed to such persons or entities, including the extent to which such information may be disclosed to them.³⁷

³⁷ Item 18/第 18 項

54. Disclosure under order of Court

- (1) The Court may make an order for the disclosure by the Registrar of a protected address—
 - (a) if—
 - (i) there is evidence that the service of documents at the relevant correspondence address of the director is not effective to bring them to the notice of the director; or
 - (ii) it is necessary or expedient for the protected address to be disclosed in connection with the enforcement of an order or decree of a court; and
 - (b) if the Court is satisfied that it is appropriate to make the order.
- (2) The Court may make an order for the disclosure by the Registrar of a protected identification number—
 - (a) if it is necessary or expedient for the number to be disclosed in connection with the enforcement of an order or decree of a court; and
 - (b) if the Court is satisfied that it is appropriate to make the order.
- (3) An order under subsection (1) or (2) may be made on the application of—
 - (a) a creditor ~~or member~~³⁸ of the company in respect of which the document containing the protected information is delivered to the Registrar for registration under this Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); or
 - (b) any other person appearing to the Court to have a sufficient interest.
- (4) An order under subsection (1) or (2) must specify the persons to whom, and purposes for which, the disclosure is authorized.

³⁸ Item 19/第 19 項

56. ~~Registrar may certify delivery or non-delivery of documents~~

- ~~(1) The Registrar may, for the purposes of any proceedings, certify that, at a particular date, a document required by a provision of this Ordinance to be delivered to the Registrar has or has not been so delivered.~~
- ~~(2) The Registrar may issue a certificate on the basis of the information on the Companies Register.~~
- ~~(3) The Registrar may issue a certificate on his or her own initiative or on request by any person.~~
- ~~(4) A request for a certificate must be accompanied by the prescribed fee.~~
- ~~(5) A certificate relating to a document is not to be regarded as a certification of the contents of the document.~~
- ~~(6) In any proceedings—~~
 - ~~(a) a document purporting to be a certificate issued under subsection (1) is admissible in evidence on its production without further proof; and~~
 - ~~(b) on being admitted in evidence under paragraph (a), the document is proof of the matters on which the certificate is issued in the absence of evidence to the contrary.~~
- ~~(7) Despite subsection (6)(b), the document is not proof of compliance or contravention of a provision of this Ordinance in those proceedings.~~
- ~~(8) This section does not limit the operation of—~~
 - ~~(a) section 17A, 22A or 22B or Part IV of the Evidence Ordinance (Cap. 8); or~~
 - ~~(b) any provision made by virtue of that section or Part.~~³⁹

³⁹ Item 20/第 20 項

56A. Registrar may issue certificates in any manner

(1) The Registrar may issue a certificate under this Ordinance in any manner the Registrar thinks fit.

(2) Without limiting the powers of the Registrar under subsection (1), the Registrar may issue a certificate in the form of an electronic record.⁴⁰

⁴⁰ Item 21/第 21 項

57. Registrar not responsible for verifying information

The Registrar is not responsible for verifying—

- | (a) the truth of the information contained in a document delivered to the Registrar ~~for registration~~⁴¹;
or
- | (b) the authority under which a document is delivered to the Registrar ~~for registration~~⁴¹.

⁴¹ Item 22/第 22 項

58. Immunity

- (1) Neither the Registrar nor any public officer incurs any civil liability, and no civil action may lie against the Registrar or any public officer, in respect of anything done, or omitted to be done, by him or her in good faith—
- (a) in the performance, or purported performance, of functions under this Ordinance; or
- (b) in the exercise, or purported exercise, of powers under this Ordinance.

~~(2) Where, for the purposes of this Ordinance, a protected person provides a service by means of which information in electronic form is supplied to the public, or supplies information by means of magnetic tapes or any electronic mode, the protected person is not personally liable for any loss or damage suffered by a user of the service or information by reason of an error or omission appearing in the information if the error or omission—~~

~~(a) was made in good faith and in the ordinary course of the discharge of the protected person's duties; or~~

~~(b) has occurred or arisen as a result of any defect or breakdown in the service or any equipment used for the service or for supplying the information.~~

~~(2) Where, for the purposes of this Ordinance, a protected person—~~

~~(a) provides a service by means of which information in electronic form is supplied to the public; or~~

~~(b) supplies information by means of magnetic tapes or any electronic mode,~~

~~the protected person is not personally liable for any loss or damage suffered by a user of the service or information by reason of an error or omission appearing in the information if the error or omission was made in good faith and in the ordinary course of the discharge of the protected person's duties.~~⁴²

- (3) Where, for the purposes of this Ordinance, a protected person provides a service or facility by means of which documents may be delivered to the Registrar by electronic means, the protected person is not personally liable for any loss or damage suffered by a user of the service or facility by reason of an error or omission appearing in a document delivered to the Registrar by means of the service or facility if the error or omission—

(a) was made in good faith and in the ordinary course of the discharge of the protected person's duties; or

(b) has occurred or arisen as a result of any defect or breakdown in the service or facility or in any equipment used for the service or facility.

- (4) The protection given to a protected person by subsections (2) and (3) in respect of an error or omission does not affect any liability of the Government in tort for the error or omission.

- (5) In this section—

protected person (受保障人) means a person authorized by the Registrar to supply the information or provide the service or facility.

⁴² Item 23/第 23 項

60. Offence for destruction etc. of registers, books or documents

- (1) A person commits an offence if the person dishonestly, with a view to gain for the person's own self or another, or with intent to cause loss to another, destroys, removes, alters, defaces or conceals—
- (a) any register, book or document belonging to, or filed or deposited in, the office of the Registrar; or
 - (b) any electronic record, microfilm, image or other record of such register, book or document.
- (2) A person who commits an offence under subsection (1) is liable on conviction on indictment⁴³ to imprisonment for 7 years.
- (3) A person commits an offence if the person wilfully or maliciously destroys, removes, alters, defaces or conceals—
- (a) any register, book or document belonging to, or filed or deposited in, the office of the Registrar; or
 - (b) any electronic record, microfilm, image or other record of such register, book or document.
- (4) A person who commits an offence under subsection (3) is liable—
- (a) on conviction on indictment to a fine of \$150,000 and to imprisonment for 2 years; or
 - (b) on summary conviction to a fine at level 5 and to imprisonment for 6 months.

⁴³ Item 24/第 24 項