

**《公司條例草案》委員會**  
**《公司條例草案》第 12 部—公司管理及議事程序**  
**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 12 部(“公司管理及議事程序”)(第 537 至 656 條及附表 6)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 A以供參閱。在附件 A 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／<br>條文                 | 擬議的<br>委員會審議階段修正案               | 備註  |
|------------------|-----------------------------|---------------------------------|---|
| <b>草案各部的一般修訂</b> |                             |                                 |   |
| 1                | 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"> <li>• 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。</li> <li>• 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</li> </ul> |

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|                    |                                  |   | <p>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。</p> <ul style="list-style-type: none"> <li>就第 12 部而言，我們建議據此修訂第 609(2)和(3)、612(2)、618(2)和(3)、627(2)和(3)、630(3)、632(4)和(5)、636(1)至(4)、639(4)和(5)、643(1)和(2)及 649(3)條。</li> </ul> |
| <b>第 12 部的其他修訂</b> |                                  |   |   |
| 2                  | 第 539 條<br>提出書面決議<br>的權力         | 刪除公司成員提出書面決議的門檻。  | <ul style="list-style-type: none"> <li>根據第 542 條，如公司收到總表決權不少於所需百分比的成員提出傳閱書面決議的要求，公司須傳閱有關決議。由於已有第 542 條的門檻，無需在第 539 條另訂提出書面決議的門檻。</li> </ul>   |
| 3                  | 第 541 條<br>成員有權力要<br>求傳閱書面決<br>議 | <p>(I) 在第(1)款中以“A member”取代“The members”及修訂第(2)款如下 –</p> <p>“If <del>the</del> <u>a</u> members <del>requests</del> <u>a</u> company to circulate a resolution, <u>the member</u><del>they</del> may ...”。</p> <p>(II) 加入第(3)款。</p> | <ul style="list-style-type: none"> <li>這些是草擬方式的修改，使文意更清晰。</li> <li>這修正案是因應委只就第 570 條的關注而提出的，旨在釐清我們的原意。新的第(3)款明訂每一位成員只可就每項決議要求公司傳閱一份陳述書。我們會對第 570 條提出類似的修正案。</li> </ul>  |

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| 4  | 第 542 條<br>公司有責任傳閱由成員提出的書面決議      | 將第(2)款的門檻由 2.5% 提高至 5%。  | <ul style="list-style-type: none"> <li>這修正案是因應委員的建議而提出的。請參閱立法會 CB(1)1277/11-12(01)號文件“政府當局就二零一一年十二月十六日及二零一二年一月六日會議採取關於《公司條例草案》第 12 部的跟進行動”第 2 至 3 段。</li> </ul>  |
| 5  | 第 543 條<br>傳閱書面決議                 | (I) 加入第(4A)款。  | <ul style="list-style-type: none"> <li>第(4A)款是因應立法會法律顧問的建議而加入的，旨在使條文與第 160 條一致。條文訂明沒有在指明期間將建議中的書面決議及陳述書放於網站一事在某些程況下不會考慮。</li> </ul>  |
|    |                                   | (II) 修訂中文版本的第(5)(b)款如下 –<br><br>“該決議的最後通過日期(該決議如沒有在該日期或之前通過若不獲通過，便將會根據第 548 條而失效)的最後通過日期。” | <ul style="list-style-type: none"> <li>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，旨在使文意更為清晰。</li> </ul>   |
| 6  | 第 544 條<br>尋求不傳閱隨<br>附的陳述書的<br>申請 | 加入權利“being used to secure needless publicity for defamatory matter”，作為原訟法庭根據第(2)款作出命令的理據。  | <ul style="list-style-type: none"> <li>這修正案是因應委員關注而提出的。條文使權利“being used to secure needless publicity for defamatory matter”可作為原訟法庭根據第(2)款作出命令的理據一事變得毫無疑問。相同的理據亦出現於《公司條例》的相應條文(第 115A(5)條)。我們亦會就第 413、414、418、454 及 573 條提出類似的修正案。</li> </ul> |
| 7  | 第 547 條<br>由屬股份的聯                 | 修訂第(1)(b)款如下–<br><br>“ <u>any holder</u> <del>the senior holder</del> has                  | <ul style="list-style-type: none"> <li>這修正案是因應委員的建議而提出的，旨在便利通過書面決議。請參閱立法會 CB(1)1277/11-12(01)號文件“政府當局就二零一一年十</li> </ul>  |

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|    | 名持有人的合資格成員表示的同意               | signified <del>their</del> <u>his or her</u> agreement to a proposed written resolution”<br>及刪除第(2)款。 | 二月十六日及二零一二年一月六日會議採取關於《公司條例草案》第12部的跟進行動”第6段。有關規定受公司章程細則的條文規限。  |
| 8  | 第549條<br>公司有責任通知成員及核數師書面決議已通過 | 在第(1)款以“notice of this fact”取代“copy of the written resolution”。                                       | <ul style="list-style-type: none"> <li>這項技術修訂是因應立法會法律顧問的建議而提出的。公司成員及核數師會在書面決議通過前收到有關決議，因此規定公司在書面決議通過後向成員及核數師發出通知已經足夠。</li> </ul>                                  |
| 9  | 第551條<br>本次分部與公司的章程細則的條文的關係   | 修訂中文版本的第(2)款如下 –<br>“...且 <u>不屬</u> 按照本次分部的規定 <u>以外</u> 的情況下...”。                                     | <ul style="list-style-type: none"> <li>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，旨在使文意更為清晰。</li> </ul>  |
| 10 | 第552條<br>一般條文                 | 加入第(1A)款。   | <ul style="list-style-type: none"> <li>這修正案是因應委員的關注而提出的，旨在使文意更為清晰。請參閱立法會 CB(1)1277/11-12(01)號文件“政府當局就二零一一年十二月十六日及二零一二年一月六日會議採取關於《公司條例草案》第12部的跟進行動”第7段。</li> </ul> |
| 11 | 第553條<br>普通決議                 | 在第(2)款“simple majority of”後加入“the total of the following”，及在第(2)(a)及(2)(b)款開首加入“the number of”。       | <ul style="list-style-type: none"> <li>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，旨在使文意更為清晰。</li> </ul>  |

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| 12 | 第 54 條<br>特別決議                 | (I) 在第(2)款“at least 75% of”後加入“the total of the following”，及在第(2)(a)及(2)(b)款開首加入“the number of”。<br><br>(II) 在中文版本第(5)款以“即”取代“須”。 | <ul style="list-style-type: none"> <li>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，旨在使文意更為清晰。</li> <li>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，旨在使文意更為清晰。</li> </ul>                                       |
| 13 | 第 555 條<br>董事有權力召開成員大會         | 刪除“一眾”。   | <ul style="list-style-type: none"> <li>這草擬方式的修改是因應委員的建議而提出的，旨在使文意更為清晰。請參閱立法會 CB(1)1277/11-12(01)號文件“政府當局就二零一一年十二月十六日及二零一二年一月六日會議採取關於《公司條例草案》第 12 部的跟進行動”第 10 段。</li> </ul> |
| 14 | 第 556 條<br>成員有權力要求董事召開成員大會     | 在中文版本的第(1)及(2)款刪除“一眾”。  | <ul style="list-style-type: none"> <li>見上文第 13 項。</li> </ul>   |
| 15 | 第 558 條<br>成員有權力召開成員大會而由公司承擔費用 | 在中文版本的第(1)款刪除第二個“該等”。   | <ul style="list-style-type: none"> <li>提出這草擬方式的修改旨在使文意更為清晰。</li> </ul>   |

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| 16 | 第 563 條<br><br>在網站上發布<br>成員大會的通知          | (I) 修訂中文版本第(2)款如下－<br><br>“ <u>(2)凡有關公司通知知會某成員，指有關通知在有關網站上提供，該通知項知會須</u> －<br><br>(a) <u>述明該項知會通知是關乎公司成員大會的通知...</u> ”<br><br>(II) 修訂中文版本的第(3)款如下－<br><br>“ <u>在整段始於作出上述通知知會的日期當日並終於有關成員大會結束時的整段期間內，該有關通知均須...</u> ”。 | <ul style="list-style-type: none"> <li>• “Notification/notify”在草案中文版本一般寫作“通知”。不過，由於本條中同時出現“notice”及“notification/notify”(提述不同事物)，如同時寫作“通知”可能引起混淆。因此我們建議將“notification/notify”寫作“知會”。這方法亦會在第 433 及 454 條採用。</li> <li>• 其他修訂屬草擬方式的修改，旨在使文意更為清晰。</li> </ul><br><ul style="list-style-type: none"> <li>• 見上列第 16(I)項。</li> </ul> |
| 17 | 第 568 條<br><br>需作特別通知<br>的決議              | 在中文版本的第(3)(a)款以“廣泛流通”取代“普遍行銷”。  | <ul style="list-style-type: none"> <li>• 提出這草擬方式的修改是為了使條文用詞與第 308、310、623 及 628 條一致。</li> </ul>  |
| 18 | 第 569 條<br><br>因意外而沒有<br>發出成員大會<br>或決議的通知 | 在標題及第(1)款以“omission”取代“failure”。  | <ul style="list-style-type: none"> <li>• 這草擬方式的修改是因應委員的建議而提出的，旨在使草案內的用詞一致。</li> </ul>  |

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| 19 | 第 570 條<br>成員有權力要求傳閱陳述書         | (I) 在第(1)款以“A member”取代“The members”。<br><br>(II) 加入第(1A)款。<br><br>(III)刪除有關成員平均已繳足股款的門檻。   | <ul style="list-style-type: none"> <li>提出這草擬方式的修改旨在使文意更為清晰。</li> <li>見上列第(3)(II)款。</li> <li>這修正案是因應委員的建議而提出的。請參閱立法會 CB(1)1277/11-12(01)號文件“政府當局就二零一一年十二月十六日及二零一二年一月六日會議採取關於《公司條例草案》第 12 部的跟進行動”第 17 及 18 段。有關成員數目的門檻已經足夠。</li> </ul> |
| 20 | 第 572 條<br>傳閱成員陳述書的費用           | 在第 (1)(a) 款以 “requests” 取代 “request”。   | <ul style="list-style-type: none"> <li>這修正案修正文書錯誤。</li> </ul>  |
| 21 | 第 573 條<br>要求不傳閱成員陳述書的申請        | 加入權利 “being used to secure needless publicity for defamatory matter”，作為原訟法庭根據第(2)款作出命令的理據。  | <ul style="list-style-type: none"> <li>見上列第 6 項。</li> </ul>  |
| 22 | 第 574 條<br>在 2 個或多於 2 個地方舉行成員大會 | 修訂第 (1) 款為 “...using any <del>audio-visual</del> <u>technology</u> that enables the members of the company who are <u>not together at the same place to exercise their right to listen, speak</u> | <ul style="list-style-type: none"> <li>這修正案是因應委員建議而提出的，旨在使文意更為清晰及為公司提供彈性。請參閱立法會 CB(1)1277/11-12(01)號文件“政府當局就二零一一年十二月十六日及二零一二年一月六日會議採取關於《公司條例草案》第 12 部的跟進行動”第 19 至 21 段。</li> </ul>   |

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|    |                         | and vote at the meeting”。  |   |
| 23 | 第 579 條<br>股份聯名持有人的表決   | 在第(1)款“the vote of the”後加入“most”和“authorized by the”後刪除“senior”，及在第(2)款以“seniority of a”取代“senior”。              | <ul style="list-style-type: none"> <li>這草擬方式的修改是因應委員建議而提出的，旨在使文意更為清晰。請參閱立法會 CB(1)1277/11-12(01)號文件“政府當局就二零一一年十二月十六日及二零一二年一月六日會議採取關於《公司條例草案》第 12 部的跟進行動”第 22 段。</li> </ul> |
| 24 | 第 588 條<br>委任代表等所需的通知   | 刪除第(2)(c)款。  | <ul style="list-style-type: none"> <li>提出這修正案是為了使條文與英國《2006 年公司法》的相關條文(第 327(2)條)一致。該條第(c)段至今並未生效，而且將會刪除。</li> </ul>  |
| 25 | 第 594 條<br>終止代表的權力所需的通知 | (I) 在第(1)款第一個“notice”前加入“a”，及刪除“in this section called”。   | <ul style="list-style-type: none"> <li>這些是草擬方式的修改。</li> </ul>   |
|    |                         | (II) 刪除第(7)(c)款。   | <ul style="list-style-type: none"> <li>見上列第 24 項。</li> </ul>  |
| 26 | 第 600 條<br>舉行周年成員大會的規定  | 在第(3)(a)及(b)款以“date of the directors’ resolution”取代“shortening of the accounting reference period takes effect”。 | <ul style="list-style-type: none"> <li>提出這技術修訂是為了使條文與第 422(2)(b)條一致。</li> </ul>   |
| 27 | 第 602 條<br>公司無需舉行周年成員大會 | (I) 修訂第(2)(b)款如下 –<br><br>“ <u>all of the following is satisfied—</u> ”  | <ul style="list-style-type: none"> <li>這技術修訂旨在釐清我們的原意。條文明訂公司在第 604(2)(b)條所訂情況下無須舉行周年大會。</li> </ul>  |



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|    | 的情況                       | <p>(i) the company has by resolution passed in accordance with section 603(1) dispensed with the holding of the annual general meeting;</p> <p>(ii) <del>the company and</del> has not revoked the resolution under section 604(1), <u>or the company has revoked the resolution under that section but is not required to hold an annual general meeting under section 604(2)(b); and</u></p> <p>(iii) no member of the company has required the holding of the annual general meeting under section 603(5).”</p> |  |
|    |                           | (II) 刪除第(3)款。  | <ul style="list-style-type: none"> <li>• 這是草擬方式的修改。第(3)款有關第 420(1)條下的責任，因此將第(3)款搬至第 420 條較為合適。</li> </ul>  |
| 28 | 第 603 條<br>免除舉行周年<br>成員大會 | <p>修訂第(4)(a)款如下 –</p> <p>“<del>is not to have</del>has effect for</p> <p>(i) <del>the financial year in respect of which the period specified in section 600 for holding an annual general meeting of the company</del></p>  | <ul style="list-style-type: none"> <li>• 這修正案旨在釐清我們的原意。刪除“subsequent financial years”反映我們的原意，即免除舉行周年成員大會的決議只就該決議涵蓋的財政年度有效，而不會自動適用於其後的財政年度。其他修訂屬草擬方式的修改。</li> </ul> |

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|    |                                   | has <del>not</del> expired; and<br><br>(ii) <del>subsequent financial years;</del><br>and”   |   |
| 29 | 第 605 條<br><br>成員有權力要求傳閱周年成員大會的決議 | 刪除有關成員平均已繳足股款的門檻。  | • 見上列第 19(III)項。  |
| 30 | 第 608 條<br><br>決議及會議等的紀錄          | (I) 在第(1)款“section 607(2)”前加入 “section 116BC(1) of the predecessor Ordinance or”。  | • 這技術修訂旨在釐清我們的原意。第 116BC(1)條是第 607(2)條在《公司條例》中的相應條文。  |
|    |                                   | (II) 修訂第(2)款如下 –<br><br>“...must keep the <u>copy</u> ,<br><u>minutes</u> or <u>written</u><br>records...for at least <u>10</u> <del>20</del><br>years...” | • 就年期提出的修正案是因應委員的建議而提出的。請參閱立法會 CB(1)1277/11-12(01)號文件“政府當局就二零一一年十二月十六日及二零一二年一月六日會議採取關於《公司條例草案》第 12 部的跟進行動”第 30 至 32 段。其他修正案屬草擬方式的修改，旨在使文意更為清晰。                                      |
| 31 | 第 609 條<br><br>須於何處備存紀錄以供查閱       | (I) 在第 (1) 款標題中刪除 “available for inspection”。  | • 因應委員的提議，我們建議容許在公司備存紀錄的地方以外的地方查閱公司紀錄。請參閱立法會 CB(1)1277/11-12(01)號文件“政府當局就二零一一年十二月十六日及二零一二年一月六日會議採取關於《公司條例草案》第 12 部的跟進行動”第 33 至 35 段。本條處理公司在何處備存紀錄，因此“available for inspection”可予刪除。 |

| 項目 | 有關事宜／<br>條文 | 擬議的<br>委員會審議階段修正案  | 備註  |
|----|-------------|--|---|
|    |             | <p>(II) 修訂第(4)款為 –</p> <p>“Subsection (2) does not require a company to notify the Registrar of the place at which records mentioned in section 608 are kept—</p> <p>(a) if, in the case of records that came into existence on or after the commencement date of this section, they have at all times been kept at the company’s registered office; or</p> <p>(b) if—</p> <p>(i) immediately before that commencement date, the company kept the records for purposes of section 119A of the predecessor Ordinance; and</p> <p>(ii) on and after that commencement date, the records are kept for the purposes of section 608 at the place at</p> | <ul style="list-style-type: none"> <li>• 這屬技術修訂。如公司在其註冊辦事處備存紀錄(紀錄在條文生效時或之後出現的情況),或在原本的地點(可為其註冊辦事處或其他地點)備存紀錄(紀錄在條文生效前出現的情況),則公司無須根據第(2)款通知處長其備存紀錄的地點。</li> </ul> |

| 項目 | 有關事宜／<br>條文               | 擬議的<br>委員會審議階段修正案   | 備註   |
|----|---------------------------|---|--|
|    |                           | which they were kept immediately before that commencement date.”  |  |
| 32 | 第 610 條<br>查閱及要求文<br>本的權利 | (I) 修訂第(1)款為“A member of a company is entitled, on request made in the prescribed manner and without charge, to inspect, in accordance with regulations made under section 648, the records kept by the company under section 608.”，並在第(2)款加入對根據第 648 條制訂的規例的提述。<br><br>(II) 刪除第(3)及(4)款。 | <ul style="list-style-type: none"> <li>提出這些技術修訂旨在釐清我們的原意。公司成員須就查閱紀錄按將根據第 648 條制訂的規例提出要求。我們會對第 462、463、533 及 534 條作出相應修訂(見<b>附件 B</b>)。</li> <li>這些是技術修訂。為與其他詳細規定一致，第(3)及(4)款所訂事宜會在將根據第 648 條制訂的規例中訂明。我們會對第 462、463、533 及 534 條作出相應修訂(見<b>附件 B</b>)。</li> </ul> |
| 33 | 第 611 條<br>紀錄作為決議<br>等的證據 | 在第 (3)(c) 款刪除 “of directors, managers or liquidators”。  | <ul style="list-style-type: none"> <li>這是草擬方式的修改。</li> </ul>   |
| 34 | 第 612 條<br>某些決議等的         | (I) 在第(1)(a)款中加入對第 758 條的提述。  | <ul style="list-style-type: none"> <li>第 15 部的第 758(2)條訂明恢復註冊的公司須以特別決議更改其被禁止的名稱。由於第 612(1)(a)條豁免登記根據第 102 條作出有關更</li> </ul>  |

| 項目 | 有關事宜／<br>條文   | 擬議的<br>委員會審議階段修正案  | 備註   |
|----|---------------|--|--|
|    | 註冊及關於某些決議等的規定 |  | 改名稱的特別決議，為一致性起見，應加入對第 758 條的提述。  |
|    |               | (II) 加入第(1)(da)款。  | <ul style="list-style-type: none"> <li>第(1)(da)款有關根據第 603 條通過有關免除舉行周年成員大會的決議。有關決議須經所有成員同意，能納入此條文中。</li> </ul>  |
|    |               | (III)加入第(1)(h)款。   | <ul style="list-style-type: none"> <li>鑑於須登記若干決議及協議的規定，我們認為有需要加入第(1)(h)款，規定須登記法院修改該等決議及協議的命令。相應地，在第(2)款會加入“order under subsection (1)(h)”。無需加入對第(1)(g)款的提述，因為該名令的文本根據第 91 條已與交付處長登記。</li> </ul>      |
|    |               | (IV)刪除第(3)款。   | <ul style="list-style-type: none"> <li>這屬技術修訂。第 26(1)條適用於根據第 612(2)條交付處長登記的決議及協議，無需保留第(3)款。</li> </ul>   |
|    |               | (V) 在第(4)款中刪除 “If the company’s articles ... Companies Ordinance,”；加入第(4A)款；並在第(5)款中以 “If the company is an existing company whose” 取代 “If the company’s”。 | <ul style="list-style-type: none"> <li>這些技術修訂旨在釐清第(5)款只適用於現有公司。所有根據草案註冊的公司均會有已登記的章程細則，因此第(4)款對它們適用。</li> </ul>   |
|    |               | (VI)在第(9)款中加入對臨時清盤人的提述。  | <ul style="list-style-type: none"> <li>這技術修訂旨在釐清我們的原意。第(9)款源於《公司條例》第 117(7)條，而《公司條例》第 2 條將清盤人定義為包括在《公司條例》第 194 條下的法院清盤程序中的臨時清盤人。由於董事可在《公司條例》第 228A(5)(b)條下的自願清盤程序中委任臨時清盤人，因此應加入對臨時清盤人的提述。</li> </ul> |

| 項目   | 有關事宜／<br>條文                             | 擬議的<br>委員會審議階段修正案  | 備註  |
|--|---|--|---|
| 35   | 第 613 條<br>對有股本的公司的某類別的股份的股份持有人的會議的適用範圍 | 在第 (3) 款的“variation of class rights meeting”前刪除“a”。  | <ul style="list-style-type: none"> <li>這是草擬方式的修改。</li> </ul>    |
| 36   | 第 614 條<br>對無股本的公司的某類別成員的會議的適用範圍        | 在第 (3) 款的“variation of class rights meeting”前刪除“a”。  | <ul style="list-style-type: none"> <li>這是草擬方式的修改。</li> </ul>    |
| 37   | 第 617 條<br>成員登記冊                        | (I) 將第 (5) 中的“20 years”改為“10 years”。   | <ul style="list-style-type: none"> <li>見上列第 30(II)項。</li> </ul> |
| (II) 修訂第 (6) 款如下 –<br><br>“until —(a) 20 years after the commencement date of that subsection; or (b) if earlier, 1020 years after the member concerned ceased to be a member.”。 |   | <ul style="list-style-type: none"> <li>由於第 (5) 款中的年期已縮短為 10 年，為一致及簡單起見，我們建議規定公司備存現有紀錄至有關成員不再為成員起計 10 年為止。</li> </ul> |   |
| 38   | 第 618 條                                 | (I) 在標題及第 (1) 款中刪除   | <ul style="list-style-type: none"> <li>見上列第 31(I)項。</li> </ul>  |

| 項目 | 有關事宜／<br>條文   | 擬議的<br>委員會審議階段修正案   | 備註  |
|----|---------------|---|---|
|    | 須於何處備存登記冊以供查閱 | <p>“available for inspection”。</p> <p>(II) 修訂第(4)款如下 –</p> <p>“Subsection (2) does not require a company to notify the Registrar of the place where a register of members is kept—</p> <p>(a) if, in the case of a register that came into existence on or after the commencement date of this section, it has at all times been kept at the company’s registered office; or</p> <p>(b) if—</p> <p>(i) immediately before that commencement date, the company kept a register for the purposes of section 95 of the predecessor Ordinance; and</p> <p>(ii) on and after that commencement date, that register is kept for the purposes of section</p> | <p>• 這屬技術修訂。如公司在其註冊辦事處備存成員登記冊(登記冊在條文生效時或之後出現的情況),或在原本的地點(可為其註冊辦事處或其他地點)備存登記冊(登記冊在條文生效前出現的情況),則公司無須根據第(2)款通知處長其備存登記冊的地點。</p> <p>• 我們會對第 305、306、350、353 至 355 條作出相應修訂(見<u>附件 B</u>)。</p> |

| 項目 | 有關事宜／<br>條文                    | 擬議的<br>委員會審議階段修正案  | 備註   |
|----|--------------------------------|--|--|
|    |                                | 617 at the place at which it was kept immediately before that commencement date.”。   |  |
| 39 | 第 619 條<br><br>公司只有一名<br>成員的陳述 | <p>(I) 修訂第(1)款如下 -</p> <p>“If, after a person ceases to be a member of a company, the number of members of the company falls to one, the company must, <del>on the</del> <u>within 15 days after the date on which the cessation is entered in its register of members under section 617(2)(c)</u> <del>occurrence of that event, enter in the</del> <u>its register of members</u> - ...”。</p> <p>(II) 修訂第(2)款如下 -</p> <p>“If the membership of a company increases from one to 2 or more members, the company must, <del>on the</del> <u>within 15 days after the date on which the particulars of the new member are entered in its register of members under</u></p> | <ul style="list-style-type: none"> <li>• 這修正案是因應委員的建議而提出的。請參閱立法會 CB(1)1277/11-12(01)號文件“政府當局就二零一一年十二月十六日及二零一二年一月六日會議採取關於《公司條例草案》第 12 部的跟進行動”第 36 段。</li> <li>• 見下列第 39(I)項。</li> </ul> |



| 項目 | 有關事宜／<br>條文           | 擬議的<br>委員會審議階段修正案   | 備註  |
|----|-----------------------|---|---|
|    |                       | <p><del>section 617(2) occurrence of that event, enter in the its register of members—...</del>”。</p>   |   |
| 40 | 第 620 條<br>成員索引       | 將第(2)款的時限由 7 日改為 15 日。  | <ul style="list-style-type: none"> <li>• 這修正案是因應委員的建議而提出的。請參閱立法會 CB(1)1277/11-12(01)號文件“政府當局就二零一一年十二月十六日及二零一二年一月六日會議採取關於《公司條例草案》第 12 部的跟進行動”第 37 段。</li> </ul>  |
| 41 | 第 621 條<br>查閱及要求文本的權利 | (I) 以第(1)及(1A)款取代第(1)款。   | <ul style="list-style-type: none"> <li>• 提出這些技術修訂旨在釐清我們的原意，與第 32(I)項中所述對 610(1)條的修訂類似。欲查閱紀錄的人須按將根據第 648 條制訂的規例提出要求。其他修訂屬草擬方式的修改。</li> <li>• 我們會對第 305、306、350、353 至 355 條作出相應修訂(見<b>附件 B</b>)。</li> </ul> |
|    |                       | (II) 修訂第(2)款為“A person is entitled, on request and on payment of a prescribed fee, to be provided with a copy of <u>the register or index, or any part of it, in accordance with regulations made under section 648.</u> ”及刪除第(3)款。 | <ul style="list-style-type: none"> <li>• 提出這些技術修訂旨在釐清我們的原意，與第 32(I)項中所述對 610(1)條的修訂類似。提供文本受將根據第 648 條制訂的規例規限。其他修訂屬草擬方式的修改。</li> <li>• 我們會對第 305、306、350、353 至 355 條作出相應修訂(見<b>附件 B</b>)。</li> </ul>       |
|    |                       | (III) 刪除第(4)至(8)款。  | <ul style="list-style-type: none"> <li>• 這是技術修訂。有關事宜會適當地在將根據第 648 條制訂的規例中訂明。第(8)款是因應委員的建議而刪除的。</li> </ul>   |

| 項目 | 有關事宜／<br>條文                                | 擬議的<br>委員會審議階段修正案  | 備註  |
|----|--|--|---|
| 42 | 第 622 條<br>因他人錯失而<br>違反關於登記<br>冊的規定的後<br>果 | 刪除條文。  | <ul style="list-style-type: none"> <li>• 這條文有關第 621(7)條，因此應隨第 621(7)條被刪除(見上列第 41(III)項)而被刪除。</li> </ul>   |
| 43 | 第 623 條<br>閉封成員登記<br>冊的權力                  | 修訂第(3)款如下 –<br>“...resolution of the company’s<br>members passed in that year at a<br>general meeting.”。 | <ul style="list-style-type: none"> <li>• 這屬技術修訂。有關決議可為書面決議。</li> </ul>  |
| 44 | 第 624 條<br>原訟法庭更正<br>登記冊的權力                | 將第(2)(b)及(3)款中對第 163 條的<br>提述改為對第 162 條的提述。  | <ul style="list-style-type: none"> <li>• 這屬技術修訂，第 162 條為相關條文。</li> </ul>  |
| 45 | 第 626 條<br>在沒有相反證<br>據下登記冊是<br>證明          | 刪除第(2)款。   | <ul style="list-style-type: none"> <li>• 這修正案是因應委員的建議而提出的。請參閱立法會 CB(1)1277/11-12(01)號文件“政府當局就二零一一年十二月十六日及二零一二年一月六日會議採取關於《公司條例草案》第 12 部的跟進行動”第 38 至 40 段。</li> </ul> |
| 46 | 第 628 條<br>備存登記支冊                          | (I) 在第 (1) 款中刪除 “in this<br>section called”。   | <ul style="list-style-type: none"> <li>• 這是草擬方式的修改。</li> </ul>  |
|    |  | (II) 修訂第(3)款如下 –   | <ul style="list-style-type: none"> <li>• 第 628(3)條與第 7 新第 310(3)條類似。這修正案與因應委員提議而</li> </ul>   |

| 項目 | 有關事宜／<br>條文      | 擬議的<br>委員會審議階段修正案  | 備註   |
|----|------------------|--|--|
|    |                  | <p>“A company that keeps a branch register—</p> <p><u>(a) must cause a duplicate of it to be kept at the place where the company’s principal register is kept; and</u></p> <p><u>(b) must, within 15 days after an entry is made in the branch register—</u></p> <p><u>(i) transmit a copy of the entry to its registered office; and</u></p> <p><u>(ii) update the duplicate of the branch register.”</u></p> | <p>提出有關第 310(3)條的修正案類似。請參閱立法會 CB(1)1747/11-12(01)號文件“《公司條例草案》第 7 部—債權證—委員會審議階段修正案”第 3(II)項。</p>                        |
| 47 | 第 632 條<br>董事登記冊 | <p>(I) 在第(2)款中加入對第 51(4)和 (5)(a)條的提述。</p> <p>(II) 在第 (3) 款中刪除 “available for inspection”。</p> <p>(III) 修訂第(6)款，使其與第 618(4)條一致。</p>   | <ul style="list-style-type: none"> <li>• 這是技術修訂，該兩條款屬相關條文。</li> <li>• 見上列第 31(I)項。</li> <li>• 見上列第 38(II)項。</li> </ul> |
| 48 | 第 633 條          | 修訂條文，使其與第 621 條一致。   | <ul style="list-style-type: none"> <li>• 見上列第 41 項。</li> </ul>   |

| 項目 | 有關事宜／<br>條文                 | 擬議的<br>委員會審議階段修正案   | 備註  |
|----|-----------------------------|---|---|
|    | 查閱及要求文本的權利                  |   |   |
| 49 | 第 634 條<br>須登記的董事的詳情        | (I) 在第 (4)(b) 款中刪除 “unless the number is coupled with a residential address”。<br><br>(II) 在第 (5) 款中刪除 “must be a place in Hong Kong and”。 | <ul style="list-style-type: none"> <li>提出技術修訂旨在使定義與附表 2 第 6 條一致。</li> <li>提出這技術修訂旨在釐清我們的原意。通訊地址無須是在香港的地點。</li> </ul>            |
| 50 | 第 635 條<br>保障某些詳情免受查閱       | 刪除對第 632(3)及 633(3)條的提述，並加入對第 633(1A)條的提述。  | <ul style="list-style-type: none"> <li>建議中經修訂的第 632(3)條不再關乎查閱資料，可刪除對該條款的提述。建議中經修訂的第 633 條有新的第(1A)款但不再有第(3)款。</li> </ul>         |
| 51 | 第 636 條<br>就董事的委任及更改通知處長的責任 | (I) 將對接受委任陳述書的提述由第 (1)(b) 款搬至第 (1)(aa) 款。<br><br>(II) 在中文版本的第 (4) 款中以 “停止” 取代 “不再”，及以 “停任” 取代 “卸任”。                                       | <ul style="list-style-type: none"> <li>這是技術修訂。無論有關人士是否自然人均須提交接受委任陳述書。</li> <li>這些草擬方式的修改是因應立法會法律顧問的意見而提出的，旨在使文意更為清晰。</li> </ul> |
| 52 | 第 639 條<br>公司秘書登記冊          | (I) 在第 (3) 款中刪除 “available for inspection”。<br><br>(II) 修訂第 (6) 款，使其與第 618(4)   | <ul style="list-style-type: none"> <li>見上列第 31(I) 項。</li> <li>見上列第 38(II) 項。</li> </ul>   |

| 項目 | 有關事宜／<br>條文                           | 擬議的<br>委員會審議階段修正案  | 備註   |
|----|---------------------------------------|--|--|
|    |                                       | 條一致。   |  |
| 53 | 第 640 條<br>查閱及要求文<br>本的權利             | 修訂條文，使其與第 621 條一致。   | <ul style="list-style-type: none"> <li>見上列第 41 項。</li> </ul>   |
| 54 | 第 642 條<br>保障識別號碼<br>免受查閱             | 刪除對第 639(3)及 640(3)條的提<br>述，及加入對第 640(1A)條的提<br>述。   | <ul style="list-style-type: none"> <li>建議中經修訂的第 639(3)條不再關乎查閱資料，可刪除對該條款的<br/>提述。建議中經修訂的第 640 條有新的第(1A)款但不再有第(3)款。</li> </ul>   |
| 55 | 第 643 條<br>將公司秘書的<br>委任及更改通<br>知處長的責任 | (I) 刪除第(1)(b)款。  | <ul style="list-style-type: none"> <li>提出這項技術修訂旨在釐清我們的原意。我們的原意是重述《公司<br/>條例》第 158(4)條，當中並無規定被委任為公司秘書的人須提交接<br/>受委任的陳述書。</li> </ul>   |
|    |                                       | (II) 在中文版本的第(1)款中的<br>“某人”後加入“或某些人”。   | <ul style="list-style-type: none"> <li>這些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<br/>使文意更為清晰。</li> </ul>   |
|    |                                       | (III)在中文版本的第(2)款中以<br>“停止”取代“不再”，及以“停<br>任”取代“卸任”。   | <ul style="list-style-type: none"> <li>這些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<br/>使文意更為清晰。</li> </ul>   |
| 56 | 第 646 條<br>公司紀錄的形<br>式                | (I) 修訂第 646(4)條如下 -<br><br>“...inspection of _____ a<br>reproduction of _____<br><br>(a) the _____ recording _____ a | <ul style="list-style-type: none"> <li>這修正案是因應委員的意見而提出的，以確保條文容許以電子方式<br/>查閱資料。請參閱立法會 CB(1)1277/11-12(01)號文件“政府當局就<br/>二零一一年十二月十六日及二零一二年一月六日會議採取關於《公<br/>司條例草案》第 12 部的跟進行動”第 41 段。</li> </ul> |

| 項目 | 有關事宜／<br>條文                        | 擬議的<br>委員會審議階段修正案   | 備註   |
|----|------------------------------------|---|--|
|    |                                    | <p><u>reproduction of the recording, or the relevant part of the recording, in hard copy form; or</u></p> <p>(b) <del>the relevant part of the recording in hard copy form</del> <u>if requested by the person inspecting the recording, the recording, or the relevant part of the recording, by electronic means.</u>”。</p> |  |
|    |                                    | (II) 在中文版本的第(2)(b)款刪除“一眾”，及在第(6)款以“相類”取代“類似”，並在“電子紀錄”後加入“的”。  | <ul style="list-style-type: none"> <li>提出這些草擬方式的修改旨在使文意更為清晰。</li> </ul>  |
| 57 | 第 648 條<br>關於備存及查閱公司紀錄以及提供文本或副本的規例 | <p>(I) 在第(1)(a)(ii)款以“make”取代“keep”。</p> <p>(II) 加入第(2)(aa)和(ab)款及第(4)(c)(iii)款；刪除第(3)(d)及(4)(e)款；及在第(4)(c)(ii)款以“provided”取代“sent”。</p> <p>(III) 加入對信託契據的提述。</p>   | <ul style="list-style-type: none"> <li>這是草擬方式的修改。備存和查閱紀錄可在不同地點進行。</li> <li>提出這些技術修訂旨在釐清我們在附屬法例方面的原意。刪除第(4)(e)款須建議中刪除第 621(8)款一致。</li> <li>重述現行法例(《公司條例》第 75(3)條)。</li> </ul> |

| 項目 | 有關事宜／<br>條文               | 擬議的<br>委員會審議階段修正案  | 備註   |
|----|---------------------------|--|--|
| 58 | 第 650 條<br>披露公司名稱<br>等的規定 | 在第(1)(b)款“information”後加入<br>“in common seals, and”，及加入第<br>(2)(c)款。 | <ul style="list-style-type: none"> <li>提出這些技術修訂旨在釐清我們在附屬法例方面的原意。</li> </ul>  |
| 59 | 第 655 條<br>周年申報表的<br>內容   | 加入第(4)至(8)款。   | <ul style="list-style-type: none"> <li>提出這修正案旨在重述《公司條例》第 30(3)條。如有違反公司章程細則內有關其私人公司地位的限制，公司在提交周年申報表時須符合適用於公眾公司的額外要求。</li> </ul> |

財經事務及庫務局  
 公司註冊處  
 二零一二年五月二十一日

**539. Power to propose written resolution**

(1) A resolution may be proposed as a written resolution by—

(a) the directors of a company; or

(b) ~~the~~ members of a company ~~representing not less than the requisite percentage of the total voting rights of all the members entitled to vote on the resolution.~~

~~(2) The requisite percentage mentioned in subsection (1)(b) is 2.5% or a lower percentage specified for this purpose in the company's articles.<sup>1</sup>~~

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<sup>1</sup> Item 2 / 第 2 項



**541. Members' power to request circulation of written resolution**

- (1) ~~The~~A members<sup>2</sup> of a company may request the company to circulate a resolution that—
  - (a) may properly be moved; and
  - (b) is proposed as a written resolution under section 539(1)(b).
- (2) If ~~the~~a members requests a company to circulate a resolution, ~~the member~~they<sup>2</sup> may request the company to circulate with the resolution a statement of not more than 1 000 words on the subject matter of the resolution.
- (3) However, each member may only request the company to circulate one such statement with respect to the resolution.<sup>3</sup>

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<sup>2</sup> Item 3(I) / 第 3(I)項

<sup>3</sup> Item 3(II) / 第 3(II)項

**542. Company's duty to circulate written resolution proposed by members**

- (1) A company must circulate a resolution proposed as a written resolution under section 539(1)(b) and any statement mentioned in section 541(2) if it has received requests that it do so from the members of the company representing not less than the requisite percentage of the total voting rights of all the members entitled to vote on the resolution.
- (2) The requisite percentage mentioned in subsection (1) is ~~2.55~~<sup>4</sup>% or a lower percentage specified for this purpose in the company's articles.
- (3) A request—
  - (a) may be sent to the company in hard copy form or in electronic form;
  - (b) must identify the resolution and any statement mentioned in section 541(2); and
  - (c) must be authenticated by the person or persons making it.

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<sup>4</sup> Item 4 / 第 4 項

**543. Circulation of written resolution**

- (1) If a company is required under section 540 or 542 to circulate a resolution proposed as a written resolution, the company must send at its own expense to every eligible member and every other member (if any) who is not an eligible member—
  - (a) a copy of the resolution; and
  - (b) if so required under section 541(2), a copy of a statement mentioned in that section.
- (2) The company may comply with subsection (1)—
  - (a) by sending copies at the same time (so far as reasonably practicable) to all members in hard copy form or in electronic form or by making the copies available on a website;
  - (b) if it is possible to do so without undue delay, by sending the same copy to each member in turn (or different copies to each of a number of members in turn); or
  - (c) by sending copies to some members in accordance with paragraph (a) and sending a copy or copies to other members in accordance with paragraph (b).
- (3) The company must send the copies (or if copies are sent to members on different days, the first of those copies) not more than 21 days after it becomes subject to the requirement under subsection (1) to send the copies.
- (4) If the company sends a copy of a proposed written resolution or statement by making it available on a website, the copy is not validly sent for the purposes of this Subdivision unless the copy is available on the website throughout the period—
  - (a) beginning on the circulation date; and
  - (b) ending on the date on which the resolution lapses under section 548.
- (4A) For the purposes of subsection (4), a failure to make a copy of a proposed written resolution or statement available on a website throughout the period mentioned in that subsection is to be disregarded if—
  - (a) the copy or statement is made available on the website for part of that period; and
  - (b) the failure is wholly attributable to circumstances that it would not be reasonable to have expected the company to prevent or avoid.<sup>5</sup>
- (5) The company must ensure that the copy of the proposed written resolution sent to an eligible member is accompanied by guidance as to—
  - (a) how to signify agreement to the resolution under section 546; and
  - (b) the date by which the resolution must be passed if it is not to lapse under section 548.
- (6) If a company contravenes subsection (1), (3) or (5), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 5.
- (7) The validity of the resolution, if passed, is not affected by a contravention of subsection (1), (3) or (5).

<sup>5</sup> Item 5(I) / 第5(I)項

543. 傳閱書面決議(*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) 某公司如根據第 540 或 542 條須傳閱被提出的採用書面決議形式的決議，則須自費向每名合資格成員及每名並非合資格成員的其他成員(如有的話)送交 —
  - (a) 該決議的文本；及
  - (b) (如根據第 541(2)條被要求傳閱陳述書)該條所述的陳述書的文本。
- (2) 有關公司可用以下方式遵守第(1)款 —
  - (a) (在合理切實可行的範圍內)在同一時間，以印本形式或電子形式，向所有成員送交有關文本；或在網站上提供有關文本；
  - (b) 輪流向每名成員送交同一文本，或輪流向若干名成員中的每一名送交不同文本，但前提是如此行事而不造成不當延遲，是有可能的；或
  - (c) 按照(a)段向某些成員送交多於一份文本，及按照(b)段向其他成員送交一份或多於一份文本。
- (3) 有關公司須在受到第(1)款中關於送交文本的規定所規限後的 21 日內，送交該等文本，如該等文本是在不同日子向成員送交，則須在上述期限前，送交該等文本之中的首份。
- (4) 如有關公司可在網站上提供被提出的書面決議或陳述書的文本的方式，送交該決議或陳述書的文本，則除非在整段符合以下說明的期間內 —
  - (a) 在傳閱日期當日開始；及
  - (b) 在該決議根據第 548 條失效的日期終結，  
該文本均在該網站上提供，否則就本次分部而言，該文本不屬經有效送交。
- (5) 有關公司須確保向合資格成員送交的被提出的書面決議的文本，隨附關乎以下事宜的指引 —
  - (a) 如何根據第 546 條表示同意該決議；及
  - (b) 該決議的最後通過日期(該決議如沒有在該日期或之前通過若不獲通過，便將會根據第 548 條而失效)的最後通過日期。<sup>6</sup>
- (6) 如公司違反第(1)、(3)或(5)款，該公司及其每名責任人均屬犯罪，可各處第 5 級罰款。
- (7) 第(1)、(3)或(5)款遭違反，並不影響有關決議(如獲通過)的有效性。

<sup>6</sup> Item 5(II) / 第 5(II)項

**544. Application not to circulate accompanying statement**

- (1) A company is not required to circulate a statement mentioned in section 541(2) if, on an application by the company or another person who claims to be aggrieved, the Court is satisfied that the rights given by that section are—
- (a) -being abused; or
- (b) being used to secure needless publicity for defamatory matter<sup>7</sup>.
- (2) The Court may order the members who requested the circulation of the statement to pay the whole or part of the company's costs on an application under subsection (1), even if they are not parties to the application.

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<sup>7</sup> Item 6 / 第 6 項

**547. Agreement signified by eligible members who are joint holders of shares**

(1) If—

(a) 2 or more eligible members are joint holders of shares of a company; and

(b) ~~any holder~~~~the senior holder~~ has signified ~~his or her~~their<sup>8</sup> agreement to a proposed written resolution,

then the other joint holder or holders are to be regarded as having signified their agreement to the proposed written resolution for the purposes of section 546(1).

~~(2) For the purposes of this section, the senior holder of a share is determined by the order in which the names of the joint holders appear in the register of members of the company.<sup>8</sup>~~

(3) Subsections (1) ~~and (2)~~ have effect subject to any provision of the company's articles.

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<sup>8</sup> Item 7 / 第 7 項

**549. Company's duty to notify members and auditor that written resolution has been passed**

- (1) If a resolution of a company is passed as a written resolution, the company must, within 15 days after the resolution is passed, send a notice of this fact~~copy of the written resolution~~<sup>9</sup> to—
  - (a) every member of the company; and
  - (b) the auditor of the company (if more than one auditor, to everyone of them).
- (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.

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<sup>9</sup> Item 8 / 第 8 項

**551. 本次分部與公司的章程細則的條文的關係**

- (1) 公司的章程細則的條文如會有以下效果，該條文在有該效果的範圍內屬無效：任何條例規定須作出的決議或在任何條例中另有訂明的決議，不得採用書面決議形式提出及通過。
- (2) 凡公司的章程細則的條文批准該公司在不舉行會議且~~不屬~~按照本次分部的規定~~以外~~<sup>10</sup>的情況下通過某決議，本次分部不影響該條文。
- (3) 只有在有關決議已獲得有關公司全體有權就該決議表決的成員同意的情況下，第(2)款方適用。

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<sup>10</sup> Item 9 / 第 9 項



**552. General provisions**

- (1) A resolution of a company is validly passed at a general meeting if—
- (a) notice of the meeting and of the resolution is given;
  - (b) the meeting is held and conducted; and
  - (c) the resolution is passed,
- in accordance with this Subdivision and Subdivisions 4, 5, 6, 7, 8 and 9 (and, if relevant, Subdivision 10) and the company's articles.

(1A) For the purposes of subsection (1), if there is any inconsistency between a provision of a Subdivision referred to in that subsection, and a provision of the company's articles, unless otherwise provided in or in respect of that Subdivision, the provision of that Subdivision prevails over the provision of the articles to the extent of the inconsistency.<sup>11</sup>

- (2) If a provision of any Ordinance—
- (a) requires or otherwise provides for a resolution of a company, or of the members (or of a class of members) of a company; and
  - (b) does not specify what kind of resolution is required,
- what is required is an ordinary resolution unless the company's articles require a higher majority (or unanimity).

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<sup>11</sup> Item 10 / 第 10 項

**553. Ordinary resolution**

- (1) An ordinary resolution of the members (or of a class of members) of a company means a resolution that is passed by a simple majority.
- (2) A resolution passed at a general meeting on a show of hands is passed by a simple majority if it is passed by a simple majority of the total of the following—
  - (a) the number of the members who (being entitled to do so) vote in person on the resolution; ~~and~~
  - (b) the number of <sup>12</sup>the persons who vote on the resolution as duly appointed proxies of members entitled to vote on it.
- (3) A resolution passed on a poll taken at a general meeting is passed by a simple majority if it is passed by members representing a simple majority of the total voting rights of all the members who (being entitled to do so) vote in person or by proxy on the resolution.
- (4) Anything that may be done by an ordinary resolution may also be done by a special resolution.

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<sup>12</sup> Item 11 / 第 11 項

**554. Special resolution**

- (1) A special resolution of the members (or of a class of members) of a company means a resolution that is passed by a majority of at least 75%.
- (2) A resolution passed at a general meeting on a show of hands is passed by a majority of at least 75% if it is passed by at least 75% of the total of the following—
  - (a) the number of the members who (being entitled to do so) vote in person on the resolution; ~~and~~
  - (b) the number of<sup>13</sup> the persons who vote on the resolution as duly appointed proxies of members entitled to vote on it.
- (3) A resolution passed on a poll taken at a general meeting is passed by a majority of at least 75% if it is passed by members representing at least 75% of the total voting rights of all the members who (being entitled to do so) vote in person or by proxy on the resolution.
- (4) If a resolution is passed at a general meeting—
  - (a) the resolution is not a special resolution unless the notice of the meeting included the text of the resolution and specified the intention to propose the resolution as a special resolution; and
  - (b) if the notice of the meeting so specified, the resolution may only be passed as a special resolution.
- (5) A reference to an extraordinary resolution of a company or of a meeting of any class of members of a company—
  - (a) contained in any Ordinance that was enacted or document that existed before 31 August 1984; and
  - (b) deemed, in relation to a resolution passed or to be passed on or after that date, to be a special resolution of the company or meeting under section 116(5) of the predecessor Ordinance, continues to be deemed to be such a special resolution of the company or meeting.

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<sup>13</sup> Item 12(I) / 第 12(I)項

554. 特別決議(*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) 公司成員(或某類別成員)的特別決議，指獲最少 75% 的多數票通過的決議。
- (2) 在成員大會上舉手表決通過的決議，如獲最少 75% 的以下人士通過，即屬獲最少 75% 的多數票通過 —
  - (a) 就該決議親身表決(且有權如此表決)的成員；及
  - (b) 作為有權就該決議表決的成員妥為委任的代表而就該決議表決的人。
- (3) 在成員大會上投票表決通過的決議，如獲佔全體就該決議親身表決或委任代表表決(且有權如此表決)的成員的總表決權最少 75% 的多數票通過，即屬獲最少 75% 的多數票通過。
- (4) 如某決議在成員大會上通過 —
  - (a) 則除非關於該成員大會的通知包含該決議的文本，並指明擬採用特別決議的形式提出該決議的意向，否則該決議並非特別決議；及
  - (b) 如關於該成員大會的通知如此指明，該決議只可採用特別決議的形式通過。
- (5) 對公司的非常決議或公司任何類別成員的會議的非常決議的提述如 —
  - (a) 載於 1984 年 8 月 31 日前制定的條例或存在的文件；及
  - (b) 就在該日期當日或之後通過或有待在該日期當日或之後通過的決議而言，根據《 前身條例 》第 116(5)條當作為該公司或該會議的特別決議，  
**須即**<sup>14</sup>繼續當作為該公司或該會議的該特別決議。

<sup>14</sup> Item 12(II) / 第 12(II)項

**555. 董事有權力召開成員大會**

公司一眾<sup>15</sup>董事可召開公司成員大會。

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<sup>15</sup> Item 13 / 第 13 項

**556. 成員有權力要求董事召開成員大會**

- (1) 公司成員可要求~~一眾~~<sup>16</sup>董事召開公司成員大會。
- (2) 如公司收到佔全體有權在成員大會上表決的成員的總表決權最少 5% 的公司成員的要求，要求召開成員大會，則~~一眾~~<sup>16</sup>董事須召開成員大會。
- (3) 要求 —
  - (a) 須述明有待在有關成員大會上處理的事務的一般性質；及
  - (b) 可包含可在該成員大會上恰當地動議並擬在該成員大會上動議的決議的文本。
- (4) 要求可包含若干份格式相近的文件。
- (5) 要求 —
  - (a) 可採用印本形式或電子形式送交有關公司；及
  - (b) 須經提出該要求的人認證。

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<sup>16</sup> Item 14 / 第 14 項

**558. 成員有權力召開成員大會而由公司承擔費用**

- (1) 如董事 —
  - (a) 根據第 556 條須召開成員大會；但
  - (b) 沒有按照第 557 條召開成員大會，則要求召開該成員大會的成員，或佔全體該等成員的總表決權過半數的該等<sup>17</sup>成員，可自行召開成員大會。
- (2) 如有關公司收到的要求，指出一項可在有關成員大會上恰當地動議並擬在該成員大會上動議的決議，則關於該成員大會的通知須包含關於該決議的通知。
- (3) 在有關董事受到召開成員大會的規定所規限的日期後的 3 個月內，有關成員大會須予召開。
- (4) 有關成員大會須盡可能按有關公司的董事須召開該成員大會的同樣方式召開。
- (5) 如關於決議的通知，已按照第(2)款包含在關於成員大會的通知內，則可在該成員大會上處理的事務，包括該決議。
- (6) 要求召開有關成員大會的成員如因有關董事沒有妥為召開成員大會，而招致任何合理開支，該等開支須由有關公司付還。
- (7) 有關公司須從到期或即將到期的應就失責董事的服務而付予該等董事的費用或其他酬金中，保留上述付還款項。

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<sup>17</sup> Item 15 / 第 15 項

**563. 在網站上發布成員大會的通知**

- (1) 在不局限第 18 部的原則下，如公司在網站上提供成員大會的通知，則除非該通知是按照本條發出的，否則該通知不屬有效地發出。
- (2) 凡有關公司通知知會某成員，指有關通知在有關網站上提供，該通知項知會須 —
  - (a) 述明該項知會通知是關乎<sup>18</sup>公司成員大會的通知；
  - (b) 指明舉行該成員大會的地點、日期及時間；及
  - (c) (如屬周年成員大會)述明該成員大會是周年成員大會。
- (3) 在整段始於作出上述通知知會的日期當日並終於有關成員大會結束時的整段期間內，該有關<sup>19</sup>通知均須在上述網站上提供。

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<sup>18</sup> Item 16(I) / 第 16(I)項

<sup>19</sup> Item 16(II) / 第 16(II)項



**568. 需作特別通知的決議**

- (1) 如本條例的任何條文規定，須就在某會議上動議的某決議給予特別通知，則除非在該會議前最少 28 日，已向有關公司發出動議該決議的意向的通知，否則該決議無效。
- (2) 有關公司須(如切實可行的話)於發出有關會議的通知的同時，按發出該通知的同樣方式，向其成員發出該決議的通知。
- (3) 如上述做法並非切實可行，則有關公司須於有關會議前最少 14 日，以下述方式向其成員發出有關決議的通知 —
  - (a) 在一份於香港普遍行銷廣泛流通<sup>20</sup>的報章刊登廣告；或
  - (b) 該公司的章程細則所容許的任何其他方式。
- (4) 如擬動議有關決議的通知向有關公司發出，而會議於該通知發出後的 28 日內召開，則該通知雖然並非在規定的時限內發出，亦須視為已恰當地發出。

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<sup>20</sup> Item 17 / 第 17 項

**569. Accidental omissionfailure<sup>21</sup> to give notice of meeting or resolution**

- (1) If a company gives notice of—
  - (a) a general meeting; or
  - (b) a resolution intended to be moved at a general meeting,any accidental omissionfailure<sup>21</sup> to give notice to, or any non-receipt of notice by, any person entitled to receive notice must be disregarded for the purpose of determining whether notice of the meeting or resolution is duly given.
- (2) Except in relation to notice given under section 557, 558 or 606, subsection (1) has effect subject to any provision of the company's articles.

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<sup>21</sup> Item 18 / 第 18 項

**570. Members' power to request circulation of statement**

- (1) ~~The~~<sup>A</sup> members<sup>22</sup> of a company may request the company to circulate, to members of the company entitled to receive notice of a general meeting, a statement of not more than 1 000 words with respect to—
- (a) a matter mentioned in a proposed resolution to be dealt with at that meeting; or
  - (b) other business to be dealt with at that meeting.

(1A) However, each member may only request the company to circulate—

(a) one such statement with respect to the resolution mentioned in subsection (1)(a); and

(b) one such statement with respect to the other business mentioned in subsection (1)(b).<sup>23</sup>

- (2) A company is required to circulate the statement if it has received requests to do so from—
- (a) members representing at least 2.5% of the total voting rights of all the members who have a relevant right to vote; or
  - (b) at least 50 members who have a relevant right to vote ~~and hold shares in the company on which there has been paid up an average sum, per member, of at least \$2,000.~~<sup>24</sup>

- (3) In subsection (2)—

*relevant right to vote* (相關表決權利) means—

- (a) in relation to a statement with respect to a matter mentioned in a proposed resolution, a right to vote on that resolution at the meeting to which the requests relate; and
- (b) in relation to any other statement, a right to vote at the meeting to which the requests relate.

- (4) A request under subsection (2)—

- (a) may be sent to the company in hard copy form or in electronic form;
- (b) must identify the statement to be circulated;
- (c) must be authenticated by the person or persons making it; and
- (d) must be received by the company at least 7 days before the meeting to which it relates.

<sup>22</sup> Item 19(I) / 第 19(I)項

<sup>23</sup> Item 19(II) / 第 19(II)項

<sup>24</sup> Item 19(III) / 第 19(III)項

**572. Expenses of circulating members' statement**

- (1) The expenses of the company in complying with section 571 need not be paid by the members who requested the circulation of the statement if—
  - (a) the meeting to which the requests<sup>25</sup> relate is an annual general meeting of the company; and
  - (b) requests sufficient to require the company to circulate the statement are received in time to enable the company to send a copy of the statement at the same time as it gives notice of the meeting.
- (2) Otherwise—
  - (a) the expenses of the company in complying with section 571 must be paid by the members who requested the circulation of the statement unless the company resolves otherwise; and
  - (b) unless the company has previously so resolved, it is not bound to comply with that section unless there is deposited with or tendered to it, not later than 7 days before the meeting, a sum reasonably sufficient to meet its expenses in doing so.

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<sup>25</sup> Item 20 / 第 20 項

**573. Application not to circulate members' statement**

- (1) A company is not required to circulate a statement under section 571 if, on an application by the company or another person who claims to be aggrieved, the Court is satisfied that the rights given by section 570 are—
- (a) -being abused; or
- (b) being used to secure needless publicity for defamatory matter<sup>26</sup>.
- (2) The Court may order the members who requested the circulation of the statement to pay the whole or part of the company's costs on an application under subsection (1), even if they are not parties to the application.

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<sup>26</sup> Item 21 / 第 21 項

**574. Meeting at 2 or more places**

- (1) A company may hold a general meeting at 2 or more places using any ~~audio-visual technology~~ technology that enables the members of the company who are not together at the same place to exercise their right to listen,<sup>27</sup> speak and vote at the meeting.
- (2) Subsection (1) has effect subject to any provision of the company's articles.

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<sup>27</sup> Item 22 / 第 22 項

**579. Votes of joint holders of shares**

- (1) In the case of joint holders of shares of a company, only the vote of the most<sup>28</sup> senior holder who votes (and any proxies duly authorized by the ~~senior~~ holder) may be counted by the company.
- (2) For the purposes of this section, the seniority of a<sup>28</sup> holder of a share is determined by the order in which the names of the joint holders appear in the register of members of the company.
- (3) Subsections (1) and (2) have effect subject to any provision of the company's articles.

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<sup>28</sup> Item 23 / 第 23 項

**588. Notice required of appointment of proxy etc.**

- (1) This section applies to—
  - (a) the appointment of a proxy; and
  - (b) any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy.
- (2) A provision of the company's articles is void in so far as it would have the effect of requiring the appointment or document to be received by the company or another person earlier than the following time—
  - (a) in the case of a general meeting or adjourned general meeting, 48 hours before the time for holding the meeting or adjourned meeting;
  - (b) in the case of a poll taken more than 48 hours after it was demanded, 24 hours before the time appointed for the taking of the poll;<sup>29</sup>
  - ~~(c) in the case of a poll taken not more than 48 hours after it was demanded, the time at which it was demanded.~~<sup>29</sup>
- (3) In calculating the periods mentioned in subsection (2), no account is to be taken of any part of a day that is a public holiday.

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<sup>29</sup> Item 24 / 第 24 項



**594. Notice required of termination of proxy's authority**

- (1) This section applies to a notice that the authority of a person to act as proxy is terminated (~~in this section called~~<sup>30</sup> *notice of termination*).
- (2) The termination of the authority of a person to act as proxy does not affect—
  - (a) whether there is a quorum at a general meeting (irrespective of whether the proxy has been counted in deciding the question);
  - (b) the validity of anything the person does as chairperson of a general meeting; or
  - (c) the validity of a poll demanded by the person at a general meeting, unless the company receives notice of the termination before the commencement of the meeting.
- (3) The termination of the authority of a person to act as proxy does not affect the validity of a vote given by that person unless the company receives notice of the termination—
  - (a) before the commencement of the meeting or adjourned meeting at which the vote is given; or
  - (b) in the case of a poll taken more than 48 hours after it is demanded, before the time appointed for the taking of the poll.
- (4) If the company's articles require or permit members to give notice of termination to a person other than the company, the references in subsections (2) and (3) to the company receiving notice have effect as if they were—
  - (a) references to that person; or
  - (b) references to the company or that person, as the case requires.
- (5) Subsections (2) and (3) have effect subject to any provision of the company's articles that has the effect of requiring notice of termination to be received by the company or another person at a time earlier than that specified in those subsections.
- (6) Subsection (5) is subject to subsection (7).
- (7) A provision of the company's articles is void in so far as it would have the effect of requiring notice of termination to be received by the company or another person earlier than the following time—
  - (a) in the case of a general meeting or adjourned general meeting, 48 hours before the time for holding the meeting or adjourned meeting;
  - (b) in the case of a poll taken more than 48 hours after it was demanded, 24 hours before the time appointed for the taking of the poll;<sup>31</sup>
  - ~~(c) in the case of a poll taken not more than 48 hours after it was demanded, the time at which it was demanded.~~<sup>31</sup>
- (8) In calculating the periods mentioned in subsections (3)(b) and (7), no account is to be taken of any part of a day that is a public holiday.

<sup>30</sup> Item 25(I) / 第 25(I)項

<sup>31</sup> Item 25(II) / 第 25(II)項

**600. Requirement to hold annual general meeting**

- (1) Subject to subsections (2) and (3), a company must, in respect of each financial year of the company, hold a general meeting as its annual general meeting within the following period (in addition to any other meetings held during the period)—
  - (a) in the case of a private company or a company limited by guarantee, 9 months after the end of its accounting reference period by reference to which the financial year is to be determined; and
  - (b) in the case of any other company, 6 months after the end of its accounting reference period by reference to which the financial year is to be determined.
- (2) If the accounting reference period mentioned in subsection (1) is the first accounting reference period of the company and is longer than 12 months, the company must hold a general meeting as its annual general meeting within the following period—
  - (a) in the case of a private company or a company limited by guarantee—
    - (i) 9 months after the anniversary of the company's incorporation; or
    - (ii) 3 months after the end of that accounting reference period, whichever is the later; and
  - (b) in the case of any other company—
    - (i) 6 months after the anniversary of the company's incorporation; or
    - (ii) 3 months after the end of that accounting reference period, whichever is the later.
- (3) If a company has by a directors' resolution under section 367 or a notice delivered to the Registrar under that section, shortened an accounting reference period, the company must hold a general meeting as its annual general meeting within the following period—
  - (a) in the case of a private company or a company limited by guarantee—
    - (i) 9 months after the end of the shortened accounting reference period; or
    - (ii) 3 months after the ~~date of the directors' resolutionshortening of the accounting reference period takes effect~~<sup>32</sup>, whichever is the later; and
  - (b) in the case of any other company—
    - (i) 6 months after the end of the shortened accounting reference period; or
    - (ii) 3 months after the ~~date of the directors' resolutionshortening of the accounting reference period takes effect~~<sup>32</sup>, whichever is the later.
- (4) A private company mentioned in subsections (1), (2) and (3) does not include a private company that is, at any time during the financial year, a subsidiary of a public company.
- (5) If for any reason the Court thinks fit to do so, it may, on an application made before the end of the period otherwise allowed for holding an annual general meeting in respect of a financial year of a company, by order extend that period by a further period specified in the order.
- (6) If the period otherwise allowed for holding an annual general meeting in respect of a financial year of a company has been extended under subsection (5), the company must hold a general meeting as its annual general meeting within the period as so extended.
- (7) If a company contravenes subsection (1), (2), (3) or (6), the Court may, on application by any member of the company—
  - (a) call, or direct the calling of, a general meeting of the company; and
  - (b) give any ancillary or consequential directions that the Court thinks expedient, including—

<sup>32</sup> Item 26 / 第 26 項

- (i) a direction modifying or supplementing, in relation to the calling, holding and conducting of the meeting, the operation of the company's articles; and
  - (ii) a direction that one member of the company present in person or by proxy is to be regarded as constituting a meeting.
- (8) Subject to any directions of the Court, a general meeting held under subsection (7) is to be regarded as an annual general meeting of the company in respect of the financial year in respect of which the company has failed to hold an annual general meeting in accordance with this section.
- (9) If a company contravenes subsection (1), (2), (3) or (6), or contravenes a direction given under subsection (7), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 5.

**602. Circumstances in which company not required to hold annual general meeting**

- (1) A company is not required to hold an annual general meeting in accordance with section 600 if—
- (a) everything that is required or intended to be done at the meeting (by resolution or otherwise) is done by a written resolution; and
  - (b) a copy of each document that under this Ordinance would otherwise be required to be laid before the company at the meeting or otherwise produced at the meeting is provided to each member, on or before the circulation date of the written resolution.
- (2) A company is also not required to hold an annual general meeting in accordance with section 600 if—
- (a) the company has only one member; or
  - (b) all of the following is satisfied—
    - (i) the company has by resolution passed in accordance with section 603(1) dispensed with the holding of the annual general meeting;
    - (ii) the company ~~and~~ has not revoked the resolution under section 604(1), or the company has revoked the resolution under that section but is not required to hold an annual general meeting under section 604(2)(b); ~~and~~
    - (iii) ~~no member of the company has required the holding of the annual general meeting under section 603(5).~~<sup>33</sup>
- ~~(3) If a company is not required to hold an annual general meeting under subsection (1) or (2) in respect of a financial year, the directors of the company are not required to lay a copy of the reporting documents before the company in accordance with section 420(1) in respect of that financial year.<sup>34</sup>~~

<sup>33</sup> Item 27(I) / 第 27(I)項

<sup>34</sup> Item 27(II) / 第 27(II)項

**603. Dispensation with annual general meeting**

- (1) A company may, by resolution passed in accordance with subsection (3), dispense with the holding of annual general meetings in accordance with section 600.
- (2) A resolution mentioned in subsection (1) may be passed by a written resolution or at a general meeting.
- (3) Despite any other provision of this Ordinance, a resolution mentioned in subsection (1) is only to be regarded as passed if it has been passed by all members of the company who—
  - (a) are entitled to vote on the resolution on the date of the resolution; or
  - (b) in the case of a written resolution, are entitled to vote on the resolution on the circulation date of the resolution.
- (4) A resolution under subsection (1)—
  - (a) ~~is not to have~~has effect for—
    - ~~(i)~~ the financial year in respect of which the period specified in section 600 for holding an annual general meeting of the company has ~~not~~ expired; ~~and~~
    - ~~(ii)~~ ~~subsequent financial years~~<sup>35</sup>; and
  - (b) does not affect any liability already incurred by reason of default in holding an annual general meeting.
- (5) If an annual general meeting would be required to be held in respect of a financial year but for this section, and the meeting has not been held, any member of the company may, by notice to the company not later than 3 months before the end of the period within which the company would be required to hold an annual general meeting in respect of that financial year but for this section, require the holding of an annual general meeting in respect of that financial year.
- (6) A notice mentioned in subsection (5) must be given in hard copy form or in electronic form.
- (7) If a notice mentioned in subsection (5) is given, section 600 applies in respect of the financial year to which the notice relates.

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<sup>35</sup> Item 28 / 第 28 項

**605. Members' power to request circulation of resolution for annual general meeting**

- (1) If a company is required to hold an annual general meeting under section 600, the members of the company may request the company to give, to members of the company entitled to receive notice of the annual general meeting, notice of a resolution that may properly be moved and is intended to be moved at that meeting.
- (2) A company must give notice of a resolution if it has received requests that it do so from—
  - (a) the members of the company representing at least 2.5% of the total voting rights of all the members who have a right to vote on the resolution at the annual general meeting to which the requests relate; or
  - (b) at least 50 members who—
    - ~~(i) have a right to vote on the resolution at the annual general meeting to which the requests relate;~~  
~~and~~
    - ~~(ii) hold shares in the company on which there has been paid up an average sum, per member, of at least \$2,000.~~<sup>36</sup>
- (3) A request—
  - (a) may be sent to the company in hard copy form or in electronic form;
  - (b) must identify the resolution of which notice is to be given;
  - (c) must be authenticated by the person or persons making it; and
  - (d) must be received by the company not later than—
    - (i) 6 weeks before the annual general meeting to which the requests relate; or
    - (ii) if later, the time at which notice is given of that meeting.

<sup>36</sup> Item 29 / 第 29 項

**608. Records of resolutions and meetings, etc.**

- (1) A company must keep records comprising—
  - (a) copies of all resolutions of members passed otherwise than at general meetings;
  - (b) minutes of all proceedings of general meetings; and
  - (c) all written records provided to the company in accordance with [section 116BC\(1\) of the predecessor Ordinance](#) or <sup>37</sup>section 607(2).
- (2) A company must keep the [copy, minutes or written](#) records under subsection (1) for at least ~~10~~<sup>20</sup><sup>38</sup> years from the date of the resolution, meeting or decision, as the case may be.
- (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 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.

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<sup>37</sup> Item 30(I) / 第 30(I)項

<sup>38</sup> Item 30(II) / 第 30(II)項

**609. Place where records must be kept ~~available for inspection~~<sup>39</sup>**

- (1) A company must keep the records mentioned in section 608 ~~available for inspection~~<sup>39</sup> at—
- (a) the company's registered office; or
  - (b) a prescribed place.
- (2) A company must notify the Registrar of the place at which the records mentioned in section 608 are kept. The notice must be in the specified form and delivered to the Registrar for registration within ~~1514~~<sup>40</sup> days after the records are first kept at that place.
- (3) A company must notify the Registrar of any change (other than a change of the address of the company's registered office) in the place at which the records mentioned in section 608 are kept. The notice must be in the specified form and delivered to the Registrar for registration within ~~1514~~<sup>40</sup> days after the change.
- (4) Subsection (2) does not ~~apply~~ require a company to notify the Registrar of the place at which records mentioned in section 608 are kept—
- (a) if, in the case of records that came into existence on or after the commencement date of this section, they have at all times been kept at the company's registered office; or
  - (b) if—
    - (i) immediately before that commencement date, the company kept the records for purposes of section 119A of the predecessor Ordinance; and
    - (ii) on and after that commencement date, the records are kept for the purposes of section 608 at the place at which they were kept immediately before that commencement date.
- ~~in relation to records that have been kept at the registered office of the company—~~
- ~~(a) at all times since they came into existence; or~~
  - ~~(b) if they were in existence on 31 August 1984, at all times since then.~~<sup>41</sup>
- (5) If a company contravenes subsection (1), (2) or (3), 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.
- (6) In this section—

**prescribed** (訂明) means prescribed by regulations made under section 648.

<sup>39</sup> Item 31(I) / 第 31(I)項

<sup>40</sup> Item 1 / 第 1 項

<sup>41</sup> Item 31(II) / 第 31(II)項



**610. Right to inspect and request copy**

- (1) ~~A member of a company is entitled, on request made in the prescribed manner and without charge, to inspect, in accordance with regulations made under section 648, the records kept by the company under section 608. The records required to be kept by a company under section 608 must be open for inspection by any member of the company, without charge.~~<sup>42</sup>
- (2) A member of the company is entitled, on request and on payment of a prescribed fee, to be provided with a copy of any of those records in accordance with regulations made under section 648.<sup>42</sup>
- ~~(3) If a member makes a request under subsection (2), the company must provide the copy to the member within the prescribed period after it receives the request and prescribed fee.~~
- ~~(4) If a company contravenes subsection (3)—~~
- ~~(a) 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; and~~
- ~~(b) the Court may by order direct that the copy be provided to the person requesting it.~~<sup>43</sup>
- (5) In this section—

*prescribed* (訂明) means prescribed by regulations made under section 648.

<sup>42</sup> Item 32(I) / 第 32(I)項

<sup>43</sup> Item 32(II) / 第 32(II)項

**611. Records as evidence of resolutions etc.**

- (1) If the record of a resolution of members passed otherwise than at a general meeting is kept under section 608(1)(a) and purports to be signed by a director of the company or company secretary of the company, then—
  - (a) the record is evidence of the passing of the resolution; and
  - (b) until the contrary is proved, the requirements of this Ordinance with respect to those proceedings are to be regarded as having been complied with.
- (2) The minutes of proceedings of a general meeting, if purporting to be signed by the chairperson of that meeting or by the chairperson of the next general meeting, are evidence of the proceedings.
- (3) If the record of the minutes of proceedings of a general meeting of a company is kept under section 608(1)(b), then, until the contrary is proved—
  - (a) the meeting is to be regarded as having been duly held and convened;
  - (b) all proceedings at the meeting are to be regarded as having duly taken place; and
  - (c) all appointments ~~of directors, managers or liquidators~~<sup>44</sup> made at the meeting are to be regarded as valid.
- (4) If a company has only one member and that member provides the company with a written record of a decision in accordance with section 607(2), the record is sufficient evidence of the decision having been taken by the member.

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<sup>44</sup> Item 33 / 第 33 項

**612. Registration of and requirements relating to certain resolutions, etc.**

- (1) This section applies to—
- (a) a special resolution, other than a special resolution to change the name of a company passed under section 102 ~~or 758~~<sup>45</sup>;
  - (b) a resolution agreed to by all the members of a company that, if not so agreed to, would not have been effective for its purpose unless passed as a special resolution;
  - (c) a resolution or agreement agreed to by all the members of a class that, if not so agreed to, would not have been effective for its purpose unless passed by some particular majority or otherwise in some particular manner;
  - (d) a resolution or agreement that effectively binds all the members of a class though not agreed to by all those members;
  - ~~(da) a resolution passed under section 603;~~<sup>46</sup>
  - (e) a resolution requiring a company to be wound up voluntarily, passed under section 228(1)(a) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32);
  - (f) a resolution varying any matter or provision in the articles of a company that is expressly authorized by the articles to be varied by ordinary resolution; ~~and~~
  - (g) an order of the Court (which alters a company's articles) a copy of which is required to be delivered to the Registrar under section 91-; ~~and~~
  - ~~(h) an order of the Court which alters a resolution or an agreement referred to in paragraph (a), (b), (c), (d), (da), (e) or (f).~~<sup>47</sup>
- (2) The company must deliver a copy of the ~~order under subsection (1)(h)~~<sup>47</sup> resolution or agreement to the Registrar for registration within ~~44~~<sup>15</sup>~~48~~ days after it is passed or made.
- ~~(3) The Registrar must keep a record of the copy of the resolution or agreement sent under subsection (2).~~<sup>49</sup>
- (4) ~~If the company's articles have been registered under this Ordinance or any former Companies Ordinance, t~~<sup>50</sup>he company must ensure that a copy of the resolution, agreement or order of the Court that is for the time being in force is included in or annexed to every copy of the articles issued, as the case may be—
- (a) after the passing of the resolution; or
  - (b) after the making of the agreement or the order of the Court.
- ~~(4A) Subsection (4) does not apply to an existing company whose articles have not been registered under this Ordinance or any former Companies Ordinance.~~<sup>50</sup>
- (5) ~~If the company's~~ ~~articles have not been registered under this Ordinance or any former Companies Ordinance, the company must send a copy of the resolution, agreement or order of the Court that is for the time being in force to any member at that member's request, without charge.~~<sup>50</sup> If the company is an existing company whose<sup>50</sup> articles have not been registered under this Ordinance or any former Companies Ordinance, the company must send a copy of the resolution, agreement or order of the Court that is for the time being in force to any member at that member's request, without charge.
- (6) If the resolution or agreement is not in writing, a reference to a copy of the resolution or agreement in subsections (2), (3), (4) and (5) is to be construed as a written memorandum setting out the terms of the resolution or agreement.
- (7) 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.

<sup>45</sup> Item 34(I) / 第 34(I)項

<sup>46</sup> Item 34(II) / 第 34(II)項

<sup>47</sup> Item 34(III) / 第 34(III)項

<sup>48</sup> Item 1 / 第 1 項

<sup>49</sup> Item 34(IV) / 第 34(IV)項

<sup>50</sup> Item 34(V) / 第 34(V)項

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- (8) If a company contravenes subsection (4) or (5), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3.
- (9) For the purposes of subsections (7) and (8), a liquidator or provisional liquidator<sup>51</sup> of the company is to be regarded as an officer of the company.

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<sup>51</sup> Item 34(VI) / 第 34(VI)項

**613. Application to class meetings of companies with share capital**

- (1) Subject to subsections (2) and (3), this Division (except Subdivision 10) applies, with necessary modifications, in relation to a meeting of holders of shares in a class of a company's shares as it applies in relation to a general meeting.
- (2) Sections 556, 557, 558, 560 and 565 do not apply in relation to a meeting of holders of shares in a class of a company's shares.
- (3) In addition to those sections mentioned in subsection (2), sections 575 and 581 do not apply in relation to a meeting in connection with the variation of the rights attached to shares in a class (~~a~~<sup>52</sup> ***variation of class rights meeting***).
- (4) The quorum for a variation of class rights meeting is—
  - (a) in the case of a meeting other than an adjourned meeting, 2 persons present in person or by proxy together holding at least one-third of the total voting rights of holders of shares in the class; and
  - (b) in the case of an adjourned meeting, one person present in person or by proxy holding any shares in the class.
- (5) For the purposes of subsection (4), if a person is present by proxy, that person is to be regarded as holding only the shares in respect of which the proxy is authorized to exercise voting rights.
- (6) At a variation of class rights meeting, any holder of shares in the class who is present in person or by proxy may demand a poll.
- (7) For the purposes of this section—
  - (a) any amendment of a provision in a company's articles for the variation of the rights attached to shares in a class, or the insertion of such a provision into the articles, is itself to be regarded as a variation of those rights; and
  - (b) a reference to the variation of the rights attached to shares in a class includes the abrogation of those rights.

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<sup>52</sup> Item 35 / 第 35 項

**614. Application to class meetings of companies without share capital**

- (1) Subject to subsections (2) and (3), this Division (except Subdivision 10) applies, with necessary modifications, in relation to a meeting of a class of members of a company without a share capital as it applies in relation to a general meeting.
- (2) Sections 556, 557, 558, 560 and 565 do not apply in relation to a meeting of a class of members.
- (3) In addition to those sections mentioned in subsection (2), sections 575 and 581 do not apply in relation to a meeting in connection with the variation of the rights of a class of members (~~a~~<sup>53</sup> ***variation of class rights meeting***).
- (4) The quorum for a variation of class rights meeting is—
  - (a) in the case of a meeting other than an adjourned meeting, 2 members of the class present in person or by proxy together representing at least one-third of the total voting rights of members of the class; and
  - (b) in the case of an adjourned meeting, one member of the class present (in person or by proxy).
- (5) At a variation of class rights meeting, any member present in person or by proxy may demand a poll.
- (6) For the purposes of this section—
  - (a) any amendment of a provision in a company's articles for the variation of the rights of a class of members, or the insertion of such a provision into the articles, is itself to be regarded as a variation of those rights; and
  - (b) a reference to the variation of the rights of a class of members includes the abrogation of those rights.

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<sup>53</sup> Item 36 / 第 36 項

**617. Register of members**

- (1) A company must keep in the English or Chinese language a register of members.
- (2) A company must enter in the register of members—
  - (a) the names and addresses of its members;
  - (b) the date on which each person is entered in the register as a member; and
  - (c) the date on which any person ceases to be a member.
- (3) In the case of a company having a share capital, the company must enter in the register of members, with the names and addresses of the members, a statement of—
  - (a) the shares held by each member, distinguishing each share by its number so long as the share has a number; and
  - (b) the amount paid or agreed to be considered as paid on the shares of each member.
- (4) A company must enter in the register of members the particulars required under subsections (2) and (3) within 2 months after the company has received notice of the particulars concerned.
- (5) In the case of a person mentioned in subsection (2)(c), all entries in the register relating to that person on the date on which the person ceased to be a member may be destroyed after the end of a period of 1020<sup>54</sup> years from that date.
- (6) A company must retain a copy of any details that were included in the register of members immediately before the commencement date of subsection (5) until—
  - ~~(a) 20 years after the commencement date of that subsection; or~~
  - ~~(b) if earlier, 1020~~<sup>55</sup> years after the member concerned ceased to be a member.
- (7) If a company contravenes subsection (1), (4) 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.

<sup>54</sup> Item 37(I) / 第 37(I)項

<sup>55</sup> Item 37(II) / 第 37(II)項

618. Place where register must be kept ~~available for inspection~~<sup>56</sup>

- (1) A company must keep its register of members ~~available for inspection~~<sup>56</sup> at—
- (a) the company's registered office; or
  - (b) a prescribed place.
- (2) A company must notify the Registrar of the place at which the register of members is kept. The notice must be in the specified form and delivered to the Registrar for registration within ~~1514~~<sup>57</sup> days after the register is first kept at that place.
- (3) A company must notify the Registrar of any change (other than a change of the address of the company's registered office) in the place at which the register of members is kept. The notice must be in the specified form and delivered to the Registrar for registration within ~~1514~~<sup>57</sup> days after the change.
- (4) Subsection (2) does not require a company to notify the Registrar of the place where a register of members is kept—
- (a) if, in the case of a register that came into existence on or after the commencement date of this section, it has at all times been kept at the company's registered office; or
  - (b) if—
    - (i) immediately before that commencement date, the company kept a register for the purposes of section 95 of the predecessor Ordinance; and
    - (ii) on and after that commencement date, that register is kept as a register of members for the purposes of section 617 at the place at which it was kept immediately before that commencement date.
- ~~apply in relation to a register of members that has been kept at the registered office of the company—~~
- ~~(a) at all times since it came into existence; or~~
  - ~~(b) if it was in existence on 31 August 1984, at all times since then.~~<sup>58</sup>
- (5) If a company contravenes subsection (1), (2) or (3), 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.

<sup>56</sup> Item 38(I) / 第 38(I)項

<sup>57</sup> Item 1 / 第 1 項

<sup>58</sup> Item 38(II) / 第 38(II)項



**619. Statement that company has only one member**

- (1) If, ~~after a person ceases to be a member of a company,~~ the number of members of ~~the~~ company falls to one, the company must, ~~on the~~ within 15 days after the date on which the cessation is entered in its register of members under section 617(2)(c) ~~occurrence of that event,~~ enter in ~~the~~ register ~~of members~~.<sup>59</sup>
  - (a) a statement that it has only one member; and
  - (b) the date on which it became a company having only one member.
- (2) If the membership of a company increases from one to 2 or more members, the company must, ~~on the~~ within 15 days after the date on which the particulars of the new member are entered in its register of members under section 617(2) ~~occurrence of that event,~~ enter in ~~the~~ its register ~~of members~~.<sup>60</sup>
  - (a) a statement that it has ceased to have only one member; and
  - (b) the date on which that event occurred.
- (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 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

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<sup>59</sup> Item 39(I) / 第 39(I)項

<sup>60</sup> Item 39(II) / 第 39(II)項

**620. Index of members**

- (1) A company having more than 50 members must keep an index of the names of the members of the company, unless its register of members is in a form that constitutes in itself an index.
- (2) The company must make any necessary alteration in the index within 715<sup>61</sup> days after the date on which any alteration is made in its register of members.
- (3) The company must ensure that the index contains, in respect of each member, a sufficient indication to enable the account of that member in the register to be readily found.
- (4) The company must keep the index at the same place as its register of members at all times.
- (5) If a company contravenes subsection (1), (2), (3) or (4), 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.

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<sup>61</sup> Item 40 / 第 40 項

**621. Right to inspect and request copy**

- (1) ~~Except when the register of members of a company is closed under section 623, A member of a company is entitled, on request made in the prescribed manner and without charge, to inspect the register of members of the company, and the index of members' names, in accordance with regulations made under section 648.~~
- ~~(1A) Any other person is entitled, on request made in the prescribed manner and on payment of a prescribed fee, to inspect the register and index in accordance with regulations made under section 648. the register and the index of members' names must be open for inspection —~~
- ~~— (a) by any member of the company, without charge; and~~
- ~~— (b) by any other person, on payment of a prescribed fee.<sup>62</sup>~~
- ~~(2) A person is entitled, on request and on payment of a prescribed fee, to be provided with a copy of the register or index, or any part of it, in accordance with regulations made under section 648.—<sup>63</sup>~~
- ~~(a) the register of members of a company or the index of members' names; or~~
- ~~(b) any part of the register or index.~~
- ~~(3) If a person makes a request under subsection (2), the company must provide the copy to the person within the prescribed period after it receives the request and prescribed fee.<sup>63</sup>~~
- ~~(4) When a person inspects the register, or the company provides a person with a copy of the register or any part of it, the company must inform the person of the most recent date (if any) on which alterations were made to the register.~~
- ~~(5) When a person inspects the index of members' names, or the company provides a person with a copy of the index or any part of it, the company must inform the person whether there is any alteration to the register that is not reflected in the index.~~
- ~~(6) If a company contravenes subsection (3), (4) or (5), 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.~~
- ~~(7) If a company contravenes subsection (3), the Court may by order direct that the copy be provided to the person requesting it.~~
- ~~(8) The Court must not make an order under subsection (7) if it is satisfied that the rights given by subsection (2) are being abused.<sup>64</sup>~~

<sup>62</sup> Item 41(I) / 第 41(I)項

<sup>63</sup> Item 41(II) / 第 41(II)項

<sup>64</sup> Item 41(III) / 第 41(III)項

**~~[622.—Consequences of contravening requirements as to register owing to other person's default~~**

~~If a company's register of members is kept at the office of a person other than the company, and by reason of any default of that other person, the company contravenes section 621(3), then the power of the Court under section 621(7) extends to the making of an order against that other person and that other person's officers and other employees (if any).]<sup>65</sup>~~

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<sup>65</sup> Item 42 / 第 42 項

**623. Power to close register of members**

- (1) A company may, on giving notice in accordance with subsection (2), close its register of members, or the part of it relating to members holding shares of any class, for any period or periods not exceeding in the whole 30 days in each year.
- (2) A notice for the purposes of subsection (1)—
  - (a) if the company is a listed company, must be given—
    - (i) in accordance with the listing rules applicable to the stock market; or
    - (ii) by advertisement in a newspaper circulating generally in Hong Kong; and
  - (b) in the case of any other company, must be given by advertisement in a newspaper circulating generally in Hong Kong.
- (3) The period of 30 days mentioned in subsection (1) may be extended in respect of any year by a resolution of the company's members passed in that year ~~at a general meeting~~<sup>66</sup>.
- (4) The period of 30 days mentioned in subsection (1) must not be extended for a further period or periods exceeding 30 days in the whole in any year.
- (5) A company must, on demand, provide any person seeking to inspect a register or part of a register that is closed under this section with a certificate signed by the company secretary of the company stating the period for which, and by whose authority, it is closed.
- (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.

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<sup>66</sup> Item 43 / 第 43 項

**624. Power of Court to rectify register**

- (1) If—
  - (a) the name of any person is, without sufficient cause, entered in or omitted from the register of members of a company; or
  - (b) default is made or unnecessary delay takes place in entering in the register the fact of any person having ceased to be a member,a person aggrieved, or any member of the company, or the company, may apply to the Court for rectification of the register.
- (2) If an application is made under subsection (1), the Court may—
  - (a) refuse the application; or
  - (b) subject to section ~~162+63~~<sup>67</sup>, order rectification of the register and payment by the company of any damages sustained by any party aggrieved.
- (3) Subject to section ~~162+63~~<sup>67</sup>, on an application under subsection (1), the Court—
  - (a) may decide any question relating to the title of any person who is a party to the application to have the person's name entered in or omitted from the register, whether the question arises—
    - (i) between members or alleged members; or
    - (ii) between members or alleged members on the one hand and the company on the other hand; and
  - (b) generally may decide any question necessary or expedient to be decided for rectification of the register.
- (4) In the case of a company required by this Ordinance to deliver particulars relating to its members to the Registrar for registration, the Court, when making an order for rectification of the register, must by its order direct notice of the rectification to be given to the Registrar.

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<sup>67</sup> Item 44 / 第 44 項

**626. Register to be proof in the absence of contrary evidence**

(1) In the absence of evidence to the contrary, the register of members is proof of any matters that are by this Ordinance required or authorized to be inserted in it.

~~(2) If in any proceedings under this Ordinance it is sought to challenge the accuracy of any entry in the register of members by evidence of any transaction, the evidence is not admissible for that purpose unless the transaction occurred not more than 20 years prior to the commencement of the proceedings.<sup>68</sup>~~

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<sup>68</sup> Item 45 / 第 45 項

**627. Branch register of members**

- (1) A company having a share capital may keep in a place outside Hong Kong a branch register of its members resident there if it is authorized to do so by its articles.
- (2) A company that begins to keep a branch register must deliver to the Registrar for registration a notice in the specified form within ~~14~~15<sup>69</sup> days after doing so, stating the address where the branch register is kept.
- (3) A company that keeps a branch register must deliver to the Registrar for registration a notice in the specified form of any change in the address where the branch register is kept, within ~~15~~14<sup>69</sup> days after the change.
- (4) If a company contravenes subsection (2) or (3), 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.

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<sup>69</sup> Item 1 / 第 1 項



**628. Keeping of branch register**

- (1) A branch register must be kept in the same manner in which the company's register of members (~~in this section called~~<sup>70</sup> *the principal register*) is by this Ordinance required to be kept.
- (2) A company that keeps a branch register may close it in the same manner in which the principal register may be closed under section 623 except that the advertisement mentioned in that section must be inserted in a newspaper circulating generally in the place in which the branch register is kept.
- (3) A company that keeps a branch register—
  - ~~(a) must transmit to its registered office a copy of every entry made in the branch register as soon as possible after it is made; and~~
  - ~~(b) must cause to be kept at the place where the company's principal register is kept a duplicate of the branch register entered up from time to time.~~
    - (a) must cause a duplicate of it to be kept at the place where the company's principal register is kept; and
    - (b) must, within 15 days after an entry is made in the branch register—
      - (i) transmit a copy of the entry to its registered office; and
      - (ii) update the duplicate of the branch register.<sup>71</sup>
- (4) A duplicate of a branch register is to be regarded for all the purposes of this Ordinance as part of the principal register.
- (5) Subject to the provisions of this Ordinance, a company may by its articles make any provision that it thinks fit respecting the keeping of branch registers.
- (6) If a company contravenes subsection (3), 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.

<sup>70</sup> Item 46(I) / 第 46(I)項

<sup>71</sup> Item 46(II) / 第 46(II)項

**630. Discontinuance of branch register**

- (1) A company may discontinue a branch register.
- (2) If a company discontinues a branch register, all the entries in that register must be transferred to—
  - (a) some other branch register kept in the same place outside Hong Kong by the company; or
  - (b) the company's register of members.
- (3) If a company discontinues a branch register, it must within ~~1514~~<sup>72</sup> days after the discontinuance deliver to the Registrar for registration a notice in the specified form informing the Registrar of—
  - (a) the discontinuance; and
  - (b) the register to which all the entries have been transferred.
- (4) If a company contravenes subsection (3), 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.

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<sup>72</sup> Item 1 / 第 1 項

**632. Register of directors**

- (1) A company must keep in the English or Chinese language a register of directors.
- (2) Subject to section 51(4), (5)(a) and <sup>73</sup>(6)(a), a company must enter in the register of directors the required particulars specified in section 634 of each person who is a director or reserve director (if any) of the company.
- (3) A company must keep the register of directors ~~available for inspection~~ <sup>74</sup>at—
  - (a) the company's registered office; or
  - (b) a prescribed place.
- (4) A company must notify the Registrar of the place at which the register of directors is kept. The notice must be in the specified form and delivered to the Registrar for registration within ~~1544~~ <sup>75</sup> days after the register is first kept at that place.
- (5) A company must notify the Registrar of any change (other than a change of the address of the company's registered office) in the place at which the register of directors is kept. The notice must be in the specified form and delivered to the Registrar for registration within ~~1544~~ <sup>75</sup> days after the change.
- ~~(6) Subsection (4) does not require a company to notify the Registrar of the place where a register of directors is kept—
  - ~~(a) if, in the case of a register that came into existence on or after the commencement date of this section, it has at all times been kept at the company's registered office; or~~
  - ~~(b) if—
    - ~~(i) immediately before that commencement date, the company kept a register for the purposes of section 158(1) of the predecessor Ordinance; and~~
    - ~~(ii) on and after that commencement date, that register, in so far as it relates to the company's directors or reserve directors, is kept as a register of directors for the purposes of subsection (1) at the place at which it was kept immediately before that commencement date.—~~~~~~(6) Subsection (4) does not apply in relation to a register of directors that has been kept at the registered office of the company—
  - ~~(a) at all times since it came into existence; or~~
  - ~~(b) if it was in existence on 31 August 1984, at all times since then.~~ <sup>76</sup>~~~~
- (7) If a company contravenes subsection (1), (2), (3), (4) or (5), 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.

<sup>73</sup> Item 47(I) / 第 47(I)項

<sup>74</sup> Item 47(II) / 第 47(II)項

<sup>75</sup> Item 1 / 第 1 項

<sup>76</sup> Item 47(III) / 第 47(III)項

**633. Right to inspect and request copy**

- (1) A member of a company is entitled, on request made in the prescribed manner and without charge, to inspect the register of directors of the company in accordance with regulations made under section 648.

- (1A) Any other person is entitled, on request made in the prescribed manner and on payment of the prescribed fee, to inspect the register of directors of the company in accordance with regulations made under section 648.

~~The register of directors of a company must be open for inspection—~~

- ~~— (a) by any member of the company, without charge; and~~  
~~— (b) by any other person, on payment of a prescribed fee.~~

- (2) A person is entitled, on request and on payment of a prescribed fee, to be provided with a copy of the register of directors, or any part of it, in accordance with regulations made under section 648.

- ~~(3) If a person makes a request under subsection (2), the company must provide the copy to the person within the prescribed period after it receives the request and prescribed fee.~~

- ~~(4) When a person inspects the register, or the company provides a person with a copy of the register or any part of it, the company must inform the person of the most recent date (if any) on which alterations were made to the register.~~

- ~~(5) If a company contravenes subsection (3) or (4), 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.~~

- ~~(6) If a company contravenes subsection (3), the Court may by order direct that the copy be provided to the person requesting it.~~

- ~~(7) The Court must not make an order under subsection (6) if it is satisfied that the rights given by subsection (2) are being abused.<sup>77</sup>~~

<sup>77</sup> Item 48 / 第 48 項

**634. Particulars of directors to be registered**

- (1) If a company is a private company (other than one that is a member of a group of companies of which a listed company is a member), its register of directors must contain the following particulars with respect to each director—
  - (a) if the director 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 and a correspondence address; and
    - (iii) the number of the identity card or, if the director does not have an identity card, the number and issuing country of any passport held by the director; and
  - (b) if the director is a body corporate, the corporate name and the address of its registered or principal office.
- (2) If a company is a public company, a company limited by guarantee, or a private company that is a member of a group of companies of which a listed company is a member, its register of directors must contain the following particulars with respect to each director—
  - (a) the present forename and surname, former forename or surname (if any), and aliases (if any);
  - (b) the usual residential address and a correspondence address; and
  - (c) the number of the identity card or, if the director does not have an identity card, the number and issuing country of any passport held by the director.
- (3) If a company is a private company having only one member and that member is the sole director of the company, its register of directors must contain the following particulars with respect to the reserve director of the company (if any)—
  - (a) the present forename and surname, former forename or surname (if any), and aliases (if any);
  - (b) the usual residential address and a correspondence address; and
  - (c) the number of the identity card or, if the director does not have an identity card, the number and issuing country of any passport held by the director.

(4) In this section—

**forename** (名字) includes a Christian or given name;

**residential address** (住址)—

- (a) does not include an address at a hotel unless the person to whom it relates is stated, for the purposes of this section, to have no other permanent address; and
- (b) does not include a post office box number ~~unless the number is coupled with a residential address~~<sup>78</sup>;

**surname** (姓氏), for a person usually known by a title different from the person's surname, means that title.

- (5) For the purposes of subsections (1)(a)(ii), (2)(b) and (3)(b), a correspondence address ~~must be a place in Hong Kong and~~<sup>79</sup> must not be a post office box number.
- (6) In this section, a reference to a former forename or surname does not include—
  - (a) in relation to a person—
    - (i) a forename or surname that was changed or ceased to be used before the person attained the age of 18 years; and
    - (ii) a forename or surname that has been changed or ceased to be used for a period of at least 20 years;
  - (b) in relation to a person usually known by a title different from the person's surname, the name by which the person was known before the adoption of or succession to the title; and

<sup>78</sup> Item 49(I) / 第 49(I)項

<sup>79</sup> Item 49(II) / 第 49(II)項

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- (c) in relation to a married woman, a name or surname by which she was known before her marriage.
- (7) The Financial Secretary may, by notice published in the Gazette, amend subsection (1), (2), (3), (4), (5) or (6).

**635. Protection of certain particulars from inspection**

- (1) Despite sections ~~632(3) and~~ 633(1), ~~(1A) and~~, (2) ~~and (3)~~<sup>80</sup>, a company may withhold the following particulars contained in its register of directors from a person who inspects the register or requests for a copy of it or any part of it—
- (a) an address contained in the register as the usual residential address of a director or reserve director; and
  - (b) the number of the identity card or passport of a director or reserve director.
- (2) A company may only exercise the power under subsection (1) in the prescribed manner and to the prescribed extent.

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<sup>80</sup> Item 50 / 第 50 項

**636. Duty to notify Registrar of appointment and change**

- (1) If a person is appointed as director of a company otherwise than under section 444(3) or (4) or section 445(2) or (3), the company must, within 1514<sup>81</sup> days after the appointment, deliver to the Registrar for registration a notice in the specified form containing—
  - (a) the director's particulars specified in its register of directors; ~~and~~  
(aa) a statement that the person has accepted the appointment; and
  - (b) if the person is a natural person, a statement that he or she ~~has accepted the appointment and~~<sup>82</sup> has attained the age of 18 years.
- (2) The company must, within 1514<sup>81</sup> days after the nomination of a person as a reserve director of the company, deliver to the Registrar for registration a notice in the specified form containing all the particulars with respect to that person that are required to be contained in its register of directors.
- (3) If a person is nominated as a reserve director of a private company, the company must, within 1514<sup>81</sup> days after the nomination, deliver to the Registrar for registration a statement in the specified form that the person has accepted the nomination and has attained the age of 18 years.
- (4) If a person ceases to be a director or reserve director of a company or there is any change in the particulars contained in the register of directors of a company, the company must, within 1514<sup>81</sup> days after the cessation or change, deliver to the Registrar for registration a notice in the specified form containing—
  - (a) the particulars of cessation or change and the date on which it occurred; and
  - (b) other matters that are specified in the form.
- (5) If the company is not allowed under section 51(6)(b) to state in a notice under subsection (4) that a director's correspondence address is changed to an address other than the address specified in subparagraph (i) or (ii) of that section, subsection (4) does not apply in relation to that change.
- (6) If a company contravenes subsection (1), (2), (3) or (4), 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.

<sup>81</sup> Item 1 / 第 1 項

<sup>82</sup> Item 51(I) / 第 51(I) 項



636. 將董事的委任及更改通知處長的責任(*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) 如某人獲委任為公司的董事(但根據第 444(3)或(4)條或第 445(2)或(3)條委任者除外)，該公司須在該項委任作出後的 14 日內，將符合指明格式的通知交付處長登記，該通知須載有 —
  - (a) 該公司的董事登記冊指明的該董事的詳情；及
  - (b) (如該人屬自然人)一份陳述書，述明該人已接受該項委任，以及該人已年滿 18 歲。
- (2) 有關公司須在提名任何人為其備任董事後的 14 日內，將符合指明格式的通知交付處長登記，該通知須載有所有關乎該人且須載於該公司的董事登記冊的詳情。
- (3) 如某人獲提名為私人公司的備任董事，該公司須在該項提名作出後的 14 日內，將符合指明格式的陳述書交付處長登記，該陳述書須述明該人已接受該項提名以及該人已年滿 18 歲。
- (4) 如某人**不再停止**擔任公司的董事或備任董事，或公司的董事登記冊所載的詳情有任何更改，該公司須在該人**卸任**後或有關詳情有所更改後的 14 日內，將符合指明格式的通知交付處長登記，該通知須載有 —
  - (a) 該人**卸任**<sup>83</sup>任或有關詳情有所更改的詳情，以及該事件發生的日期；及
  - (b) 該格式指明的其他事項。
- (5) 如第 51(6)(b)條不容許有關公司在第(4)款所指的通知內，述明某董事的通訊地址已改為該條第(i)或(ii)節指明的地址以外的地址，則第(4)款並不就該更改而適用。
- (6) 如公司違反第(1)、(2)、(3)或(4)款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款\$700。

<sup>83</sup> Item 51(II) / 第 51(II)項

**639. Register of company secretaries**

- (1) A company must keep in the English or Chinese language a register of company secretaries.
- (2) A company must enter in the register of company secretaries the required particulars specified in section 641 of a person who is, or persons who are the company secretary or joint company secretaries of the company.
- (3) A company must keep the register of company secretaries at available for inspection at<sup>84</sup>—
  - (a) the company's registered office; or
  - (b) a prescribed place.
- (4) A company must notify the Registrar of the place at which the register of company secretaries is kept. The notice must be in the specified form and delivered to the Registrar for registration within 1514<sup>85</sup> days after the register is first kept at that place.
- (5) A company must notify the Registrar of any change (other than a change of the address of the company's registered office) in the place at which the register of company secretaries is kept. The notice must be in the specified form and delivered to the Registrar for registration within 1514<sup>85</sup> days after the change.
- ~~(6) Subsection (4) does not require a company to notify the Registrar of the place where a register of company secretaries is kept—
  - ~~(a) if, in the case of a register that came into existence on or after the commencement date of this section, it has at all times been kept at the company's registered office; or~~
  - ~~(b) if—
    - ~~(i) immediately before that commencement date, the company kept a register for the purposes of section 158(1) of the predecessor Ordinance; and~~
    - ~~(ii) on and after that commencement date, that register, in so far as it relates to the company secretary or joint company secretaries of the company, is kept as a register of company secretaries for the purposes of subsection (1) at the place at which it was kept immediately before that commencement date.~~~~~~
- ~~(6) Subsection (4) does not apply in relation to a register of company secretaries that has been kept at the registered office of the company—
  - ~~(a) at all times since it came into existence; or~~
  - ~~(b) if it was in existence on 31 August 1984, at all times since then.~~<sup>86</sup>~~
- (7) If a company contravenes subsection (1), (2), (3), (4) or (5), 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.

<sup>84</sup> Item 52(I) / 第 52(I)項

<sup>85</sup> Item 1 / 第 1 項

<sup>86</sup> Item 52(II) / 第 52(II)項

**640. Right to inspect and request copy**

- ~~(1) A member of a company is entitled, on request made in the prescribed manner and without charge, to inspect the register of company secretaries of the company in accordance with regulations made under section 648.~~
- ~~(1A) Any other person is entitled, on request made in the prescribed manner and on payment of the prescribed fee, to inspect the register of companies secretaries of the company in accordance with regulations made under section 648.~~
- ~~(1) The register of company secretaries of a company must be open for inspection —~~
- ~~— (a) by any member of the company, without charge; and~~
- ~~— (b) by any other person, on payment of a prescribed fee.~~
- (2) A person is entitled, on request and on payment of a prescribed fee, to be provided with a copy of the register of company secretaries, or any part of it, in accordance with regulations made under section 648.
- ~~(3) If a person makes a request under subsection (2), the company must provide the copy to the person within the prescribed period after it receives the request and prescribed fee.~~
- ~~(4) When a person inspects the register, or the company provides a person with a copy of the register or any part of it, the company must inform the person of the most recent date (if any) on which alterations were made to the register.~~
- ~~(5) If a company contravenes subsection (3) or (4), 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.~~
- ~~(6) If a company contravenes subsection (3), the Court may by order direct that the copy be provided to the person requesting it.~~
- ~~(7) The Court must not make an order under subsection (6) if it is satisfied that the rights given by subsection (2) are being abused.<sup>87</sup>~~

<sup>87</sup> Item 53 / 第 53 項

**642. Protection of identification number from inspection**

- (1) Despite sections ~~639(3) and~~ 640(1), ~~(1A) and~~, (2) ~~and (3)~~<sup>88</sup>, a company may withhold the number of the identity card or passport of a company secretary contained in its register of company secretaries from a person who inspects the register or requests for a copy of it or any part of it.
- (2) A company may only exercise the power under subsection (1) in the prescribed manner and to the prescribed extent.

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<sup>88</sup> Item 54 / 第 54 項

**643. Duty to notify Registrar of appointment and change**

- (1) If a person or persons are appointed as company secretary or joint company secretaries of a company otherwise than under section 465(2) or (3), the company must, within ~~1514~~<sup>89</sup> days after the appointment, deliver to the Registrar for registration a notice in the specified form containing—
- ~~(a) the company secretary's or joint company secretaries' particulars specified in its register of company secretaries; and~~
- ~~(b) if the person or any of the persons is a natural person, a statement, that he or she has accepted the appointment.~~<sup>90</sup>
- (2) If a person ceases to be a company secretary of the company or there is any change in the particulars contained in the register of company secretaries of a company, the company must, within ~~1514~~<sup>89</sup> days after the cessation or change, deliver to the Registrar for registration a notice in the specified form containing—
- (a) the particulars of the cessation or change and the date on which it occurred; and
- (b) any other particulars that are specified in the form.
- (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 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

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<sup>89</sup> Item 1 / 第 1 項

<sup>90</sup> Item 55(I) / 第 55(I)項

643. 將公司秘書的委任及更改通知處長的責任(*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) 如某人或某些人<sup>91</sup>獲委任為公司的公司秘書或聯名公司秘書(但根據第 465(2)或(3)條委任者除外)，該公司須在該項委任作出後的 14 日內，將符合指明格式的通知交付處長登記，該通知須載有—
    - (a) 該公司的公司秘書登記冊指明的該公司秘書或聯名公司秘書的詳情；及
    - (b) (如該人或其中一人屬自然人)述明該人已接受該項委任的陳述書。
  - (2) 如某人不再停止擔任公司的公司秘書，或某公司的公司秘書登記冊所載的詳情有任何更改，該公司須在該人卸任停任<sup>92</sup>後或有關詳情有所更改後的 14 日內，將符合指明格式的通知交付處長登記，該通知須載有—
    - (a) 該人卸任停任<sup>92</sup>或有關詳情有所更改的詳情，以及該事件發生的日期；及
    - (b) 該格式指明的任何其他詳情。
  - (3) 如公司違反第(1)或(2)款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款\$700。

<sup>91</sup> Item 55(II) / 第 55(II)項

<sup>92</sup> Item 55(III) / 第 55(III)項

**646. Form of company records**

- (1) A company must adequately record for future reference the information required to be contained in any company records.
- (2) Subject to subsection (1), company records may be—
  - (a) kept in hard copy form or in electronic form; and
  - (b) arranged in the manner that the directors of the company think fit.
- (3) If the records are kept in electronic form, the company must ensure that they are capable of being reproduced in hard copy form.
- (4) If any company records required by this Ordinance to be kept by a company are kept by the company by recording the information in question in electronic form, any duty imposed on the company under this Ordinance to allow inspection of the company records is to be regarded as a duty to allow inspection of ~~a reproduction of~~—
  - (a) the recording, a reproduction of the recording, or the relevant part of the recording, in hard copy form; or
  - (b) the relevant part of the recording in hard copy form if requested by the person inspecting the recording, the recording, or the relevant part of the recording, by electronic means<sup>93</sup>.
- (5) If a company contravenes subsection (1) or (3), 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.
- (6) In this section—

*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.

<sup>93</sup> Item 56(I) / 第 56(I)項

646. **公司紀錄的形式**(*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) 公司須充分記錄須載於公司紀錄的資料，以供日後參閱之用。
- (2) 在符合第(1)款的規定下，公司紀錄可 —
  - (a) 採用印本形式或電子形式備存；及
  - (b) 以公司~~一眾~~<sup>94</sup>董事認為合適的方式編排。
- (3) 如有關紀錄採用電子形式備存，有關公司須確保該等紀錄能夠以印本形式重現。
- (4) 如某公司藉着以電子形式記錄相關資料，備存本條例規定該公司須備存的公司紀錄，則任何根據本條例施加於該公司的、容許查閱該紀錄的責任，須視為 —
  - (a) 容許查閱該紀錄的印本形式複製本的責任；或
  - (b) 容許查閱該紀錄的有關部分的印本形式複製本的責任。
- (5) 如公司違反第(1)或(3)款，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款\$300。
- (6) 在本條中 —

**印本形式** (in hard copy form)指紙張形式，或能夠供閱讀的~~相類似~~<sup>94</sup>形式；

**電子形式** (in electronic form)指電子紀錄的~~的~~<sup>94</sup>形式。

<sup>94</sup> Item 56(II) / 第 56(II)項



**648. Regulations about keeping and inspection of company records and provision of copies**

- (1) The Financial Secretary may make regulations to—
- (a) provide for the obligations of a company that is required by any provision of this Ordinance—
    - (i) to keep any company records;
    - (ii) to ~~keep~~make<sup>95</sup> available for inspection any company records; or
    - (iii) to provide copies of any company records or trust deeds<sup>96</sup>;
  - (b) prescribe the fees payable in respect of company records or trust deeds<sup>96</sup>; and
  - (c) prescribe any other thing that is required or permitted to be prescribed under this Ordinance in respect of company records or trust deeds<sup>96</sup>.
- (2) The regulations may—
- (a) prescribe places other than a company's registered office at which company records are required to be kept;
    - ~~(aa) prescribe the manner in which a request for inspection is to be made;~~
    - ~~(ab) require a company to inform a person of the most recent date on which alterations were made to a register or an index;~~<sup>97</sup>
  - (b) make provision as to the time, duration and manner of inspection, including the circumstances in which and the extent to which the copying of information is permitted in the course of inspection;
  - (c) define what may be required of a company as regards the nature, extent and manner of extracting or presenting any information for the purposes of inspection or the provision of copies;
  - (d) make provision as to the time within which a copy of company records, or a copy of a trust deed<sup>96</sup>, must be provided; and
  - (e) prescribe the manner in which and the extent to which a company may exercise the power under section 635 or 642.
- (3) Regulations made under subsection (2)(a) may, in relation to a provision of this Ordinance requiring a company to keep any company records—
- (a) prescribe a place—
    - (i) by reference to the company's principal place of business or the place at which the company keeps any other records; or
    - (ii) in any other way;
  - (b) provide that that provision is not complied with by keeping company records at a place prescribed in the regulations unless conditions prescribed in the regulations are met; and
  - (c) prescribe more than one place in relation to that provision; ~~and~~
  - ~~(d) provide that that provision is not complied with by keeping company records at a place prescribed in the regulations unless all the company's records subject to that provision are kept there.~~<sup>97</sup>
- (4) Regulations made under subsection (1), (2) or (3) may provide that—
- (a) if a company contravenes any of the regulations made under subsection (1), (2) or (3), an offence is committed by—
    - (i) the company; and
    - (ii) every responsible person of the company;

<sup>95</sup> Item 57 (I) / 第 57(I)項

<sup>96</sup> Item 57(III) / 第 57(III)項

<sup>97</sup> Item 57(II) / 第 57(II)項

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- (b) a person who commits an offence mentioned in paragraph (a) is liable to a fine not exceeding level 5 and, in the case of a continuing offence, to a further fine not exceeding \$1,000 for each day during which the offence continues;
- (c) the Court may—
- ~~(i) by order compel an immediate inspection of company records;~~
  - ~~(ii) ~~or by order~~ direct that a copy of company records, or a copy of a trust deed,<sup>98</sup> be provided~~sent~~<sup>99</sup> to a person entitled to be provided with the copy; ~~and;~~~~
  - ~~(iii) make any order as to the time, duration and manner of inspection, including the circumstances in which and the extent to which the copying of information is permitted in the course of inspection; ~~and~~<sup>99</sup>~~
- (d) if company records or a trust deed ~~are is~~<sup>98</sup> kept at the office of a person other than the company concerned, an order mentioned in paragraph (c) may be made against that other person and that other person's officers and other employees (if any); ~~and~~
- ~~(e) the Court must not make an order mentioned in paragraph (c) if it is satisfied that the rights of inspecting company records or the rights to be provided with a copy of company records are being abused.<sup>99</sup>~~
- (5) Nothing in any provision of this Ordinance or in the regulations made under this section is to be construed as preventing a company—
- (a) from providing more extensive facilities than are required by the regulations; or
  - (b) if a fee may be charged, from charging a lesser fee than that prescribed or none at all.
- (6) In this section—
- trust deed ( ) means a trust deed or any other document securing the issue of debentures.<sup>98</sup>

<sup>98</sup> Item 57 (III) / 第 57(III)項

<sup>99</sup> Item 57 (II) / 第 57(II)項

**649. Registered office of company**

- (1) A company must have a registered office in Hong Kong to which all communications and notices may be addressed.
- (2) The intended address of a company's registered office stated in the incorporation form registered in respect of the company is to be regarded as the address of its registered office with effect from the date of its incorporation until a notice of change in respect of the address is delivered to the Registrar under subsection (3).
- (3) If the address of a company's registered office is changed, the company must deliver to the Registrar for registration a notice of the change in the specified form within ~~15~~<sup>100</sup> days after the change.
- (4) The inclusion in the annual return of a company of a statement as to the address of its registered office does not satisfy the obligation imposed by subsection (3).
- (5) If a company contravenes subsection (1) or (3), 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.

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<sup>100</sup> Item 1 / 第 1 項

**650. Requirement to disclose company name, etc.**

- (1) The Financial Secretary may make regulations to require companies—
  - (a) to display prescribed information in prescribed locations;
  - (b) to state prescribed information in common seals, and<sup>101</sup> in prescribed descriptions of documents or communications; and
  - (c) to provide prescribed information on request to those they deal with in the course of their business.
- (2) The regulations—
  - (a) may in prescribed circumstances require disclosure of the name of the company; ~~and~~
  - (b) may make provision as to the manner in which any prescribed information is to be displayed, stated or provided; and
  - (c) may exempt a company from any requirement of the regulations made under subsection (1)<sup>101</sup>.
- (3) The regulations may provide that, for the purposes of any requirement to disclose a company's name, any variation between a word or words required to be part of the name and a permitted abbreviation of that word or those words (or vice versa) is to be disregarded.

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<sup>101</sup> Item 58 / 第 58 項

**655. Contents of annual return**

- (1) A company's annual return under section 653 must—
  - (a) be in the specified form; and
  - (b) contain, with respect to the company, the particulars specified in the form.
- (2) Without limiting section 22, the Registrar may, for the purposes of this section, specify different forms or particulars in relation to different types of companies.
- (3) Without limiting subsection (1), an annual return under section 653 must—
  - (a) contain the information specified in Schedule 6; and
  - (b) be accompanied by the documents specified in that Schedule.

(4) Despite subsection (3), if—

(a) an annual return is required to be delivered by a private company under section 653(1) in respect of a year; and

(b) at any time during the year—

(i) the company registers any transfer of shares in the company in contravention of the restriction imposed by the company's articles;

(ii) the membership of the company exceeds the number specified in section 10(1)(a)(ii); or

(iii) the company makes an invitation to the public to subscribe for any shares or debentures of the company,

the annual return must contain the information, and be accompanied by the documents, specified in subsection (5) instead.

(5) The information and documents are—

(a) information and documents specified for the purposes of a public company in Schedule 6; and

(b) information and documents that relate to the financial year of the company ending on a date within the year in respect of which the annual return is required to be delivered.

(6) The Court may, on the application of the company or a person interested in the matter, order that subsection (4) does not apply to the company.

(7) The Court may make the order on any terms and conditions that the Court thinks just and expedient.

(8) The Court must not make the order unless the Court is satisfied that—

(a) the occurrence of the event mentioned in subsection (4)(b)(i), (ii) or (iii) was accidental;

(b) it was due to inadvertence or to some other sufficient cause that the event occurred; or

(c) it is just and equitable to grant the relief on other grounds.<sup>102</sup>

**305. Place where register must be kept ~~available for inspection~~**

- (1) A company must keep its register of debenture holders ~~available for inspection~~ at—
  - (a) the company's registered office; or
  - (b) a place prescribed by regulations made under section 648.
- (2) A company must notify the Registrar of the place at which the register of debenture holders is kept. The notice must be in the specified form and delivered to the Registrar for registration within 154 days after the register is first kept at that place.
- (3) A company must notify the Registrar of any change (other than a change of the address of the company's registered office) in the place at which the register of debenture holders is kept. The notice must be in the specified form and delivered to the Registrar for registration within 154 days after the change.
- (4) Subsection (2) does not require a company to notify the Registrar of the place at which the register of debenture holders is kept—

~~apply in relation to a register of debenture holders that,~~

- ~~(a) if, in the case of a register that ~~since it~~ came into existence on or after the commencement date of this Division, it has at all times been kept at the company's registered office ~~at all times; or~~~~
- ~~(b) if—~~
  - ~~(i) immediately before that commencement date, the company kept a register for the purposes of section 74A of the predecessor Ordinance; and~~
  - ~~(ii) on and after that commencement date, that register is kept as a register of debenture holders for the purposes of section 304(1A) at the place at which it was kept immediately before that commencement date.~~
- (5) If a company contravenes subsection (1), (2) or (3), 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.

**306. Right to inspect and request copy**

- ~~(1) Except when the register of debenture holders of a company is closed under section 308, the register must be open to inspection—~~
- ~~(a) by any person who is registered in the register as a debenture holder of the company, without charge;~~
- ~~(b) by any member of the company, without charge; and~~
- ~~(c) by any other person, on payment of a prescribed fee.~~
- (1) A member of a company is entitled, on request made in the prescribed manner and without charge, to inspect the register of debenture holders of the company in accordance with regulations made under section 648.
- (1A) A person who is registered in the register as a debenture holder of the company is entitled, on request made in the prescribed manner and without charge, to inspect the register in accordance with regulations made under section 648.
- (1B) Any other person is entitled, on request made in the prescribed manner and on payment of a prescribed fee, to inspect the register in accordance with regulations made under section 648.
- (2) A person is entitled, on request and on payment of a prescribed fee, to be provided with a copy of—
- ~~(a) the register of debenture holders of a company; or~~
- ~~(b) any part of it, the register in accordance regulations made under section 648.~~
- (3) A debenture holder of a company or the trustee for all debenture holders of a company is entitled, on request and on payment of a prescribed fee, to be provided with a copy of any trust deed or any other document securing the issue of the debentures in accordance regulations made under section 648.
- ~~(4) If a person makes a request under subsection (2) or (3), the company must provide the copy to the person within the prescribed period after it receives the request and prescribed fee.~~
- ~~(5) When a person inspects the register, or the company provides a person with a copy of the register or any part of it, the company must inform the person of the most recent date (if any) on which alterations were made to the register.~~
- ~~(6) If a company contravenes subsection (4) or (5), 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.~~
- ~~(7) If a company contravenes subsection (4), the Court may by order direct that the copy be provided to the person requesting it.~~
- ~~(8) The Court must not make an order under subsection (7) if it is satisfied that the rights given by subsection (2) or (3) (as the case may be) are being abused.~~
- (9) In this section—
- prescribed*** (訂明) means prescribed by regulations made under section 648.

**350. Obligation to keep copies of instruments creating charges**

- (1) A company must keep at its registered office, or at a place prescribed by regulations made under section 648—
  - (a) a copy of every instrument creating a charge required to be registered by the company under this Part; and
  - (b) a copy of every instrument creating a charge required to be registered by the company under Part III of the predecessor Ordinance.
- (2) A registered non-Hong Kong company must keep at its principal place of business in Hong Kong, or at a place prescribed by regulations made under section 355—
  - (a) a copy of every instrument creating a charge required to be registered by the company under this Part; and
  - (b) a copy of every instrument creating a charge required to be registered by the company under Part III of the predecessor Ordinance.
- (3) Where—
  - (a) a series of debentures is issued by a company or registered non-Hong Kong company;
  - (b) the debentures contain a charge required to be registered by the company or registered non-Hong Kong company under this Part or under Part III of the predecessor Ordinance; and
  - (c) the terms of the debentures are the same,the company or registered non-Hong Kong company is to be regarded as having complied with subsection (1) or (2) in relation to the debentures if it keeps a copy of one of the debentures in accordance with that subsection.
- (4) A company or registered non-Hong Kong company—
  - (a) must, within 154 days after a copy of an instrument mentioned in subsection (1) or (2) is first kept at a place, notify the Registrar of the place; and
  - (b) must, within 154 days after there is a change in the place where a copy of such an instrument is kept, notify the Registrar of the change.
- (5) A notification under subsection (4)(a) or (b) must be in the specified form.
- (6) Subsection (4)(a) does not require a company or registered non-Hong Kong company to notify the Registrar of the place where a copy of an instrument is kept ~~if—~~
  - (a) if, in the case of a copy that came into existence on or after the commencement date of this section, it has at all times~~the copy has~~ been kept at the company's registered office, or the registered non-Hong Kong company's principal place of business in Hong Kong, ~~at all times since it came into existence;~~ or
  - (b) if—
    - (i) immediately before that commencement date, the company or registered non-Hong Kong company kept a copy of the instrument for the purposes of section 88 of the predecessor Ordinance; and
    - (ii) on and after that commencement date, the copy is kept for the purposes of subsection (1) or (2) at the place at which it was kept immediately before that commencement date.

~~the copy was in existence on 31 August 1984 and has been kept at that registered office or principal place of business at all times since then.~~
- (7) If subsection (1), (2) or (4) is contravened, the company or registered non-Hong Kong company, and every responsible person of the company or registered non-Hong Kong 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.



**353. Notification of place where register of charges is kept**

- ~~(1) A company or registered non-Hong Kong company—~~
- ~~(a) must, within 14 days after a register of charges is first kept at a place, notify the Registrar of the place; and~~
- ~~(b) must, within 14 days after there is a change in the place where the register is kept, notify the Registrar of the change.~~
- ~~(2) A notification under subsection (1)(a) or (b) must be in the specified form.~~
- (1) A company or registered non-Hong Kong company must notify the Registrar of the place at which the register of charges is kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the register is first kept at that place.
- (2) A company or registered non-Hong Kong company must notify the Registrar of any change (other than a change of the address of the company's registered office or non-Hong Kong company's principal place of business in Hong Kong) in the place at which the register of charges is kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the change.
- (3) Subsection (1)~~(a)~~ does not require a company or registered non-Hong Kong company to notify the Registrar of the place where the register of charges is kept ~~if—~~
- (a) if, in the case of a register that came into existence after the commencement date of this section, it has at all times~~the register has~~ been kept at—
- ~~(i) the company's registered office; or~~
- ~~(ii) the registered non-Hong Kong company's principal place of business in Hong Kong, at all times since it came into existence; or~~
- (b) if—
- ~~(i) immediately before that commencement date, the company or registered non-Hong Kong company kept a register for the purposes of section 89 of the predecessor Ordinance; and~~
- ~~(ii) on and after that commencement date, that register is kept as a register of charges for the purposes of section 351(1) or 352(1) at the place at which it was kept immediately before that commencement date.~~
- ~~the register was in existence on 31 August 1984 and has been kept at that registered office or principal place of business at all times since then.~~
- (4) If subsection (1) or (2) is contravened, the company or registered non-Hong Kong company, and every responsible person of the company or registered non-Hong Kong 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.

354. **Right to inspect Instruments and register open to public inspection**

- (1) A member or creditor of a company ~~mayis entitled, on request made in the prescribed manner and without charge, to inspect, in accordance with regulations made under section 648~~without charge—
  - (a) the copies kept by the company under section 350(1); and
  - (b) the register of charges kept by the company under section 351(1).
- (2) A member or creditor of a registered non-Hong Kong company ~~mayis entitled, on request made in the prescribed manner and without charge, to inspect, in accordance with regulations made under section 355~~without charge—
  - (a) the copies kept by the company under section 350(2); and
  - (b) the register of charges kept by the company under section 352(1).
- (3) Any other person ~~mayis entitled, on request made in the prescribed manner and on payment of a prescribed fee, to inspect, in accordance with regulations made under section 355 or 648~~on payment of a fee prescribed by regulations made under section 355 or 648—
  - (a) the copies kept by a company or registered non-Hong Kong company under section 350(1)(a) or (2)(a); and
  - (b) the register of charges kept by a company or registered non-Hong Kong company under section 351(1) or 352(1).

~~(4) In this section—~~

~~prescribed~~ (訂明) means prescribed by regulations made under section 355 or 648.

**355. Financial Secretary may make regulations for purposes of this Division**

- (1) The Financial Secretary may make regulations—
  - (a) prescribing a place at which—
    - (i) copies of instruments creating charges are to be kept by a registered non-Hong Kong company under section 350; or
    - (ii) a register of charges is to be kept by a registered non-Hong Kong company under section 352;
  - (b) providing for the obligations of a registered non-Hong Kong company to ~~make keep~~ the copies and the register available for inspection under section 354~~(2)~~;
  - (c) prescribing the fees for the purposes of section 354(3); and
  - (d) prescribing any other thing that is required or permitted to be prescribed under this Division in respect of those copies and that register.
- (2) Regulations made under subsection (1)(a) may—
  - (a) prescribe a place other than the registered non-Hong Kong company's principal place of business in Hong Kong;
  - (b) prescribe a place—
    - (i) by reference to the place at which the registered non-Hong Kong company keeps any other records; or
    - (ii) in any other way;
  - (c) provide that section 350 or 352 is not complied with by keeping the copies, or the register of charges, at a place prescribed in the regulations unless conditions prescribed in the regulations are met; and
  - (d) prescribe more than one place for the purpose specified in subsection (1)(a)(i) or (ii); ~~and~~
  - ~~(e) provide that section 350 or 352 is not complied with by keeping the copies, or the register of charges, at a place prescribed in the regulations unless both the copies and the register of charges of a registered non-Hong Kong company are kept there.~~
- (3) Regulations made under subsection (1)(b) may—
  - (a) make provision as to the time, duration and manner of inspection;
  - ~~(aa) prescribe the manner in which a request for inspection is to be made; and~~
  - (b) define what may be required of the registered non-Hong Kong company as regards the nature, extent and manner of extracting or presenting any information for the purposes of inspection.
- (4) Regulations made under subsection (1) may provide that—
  - (a) if a registered non-Hong Kong company contravenes any of the regulations, an offence is committed by—
    - (i) the company; and
    - (ii) every responsible person of the company;
  - (b) a person who commits an offence mentioned in paragraph (a) is liable to a fine not exceeding level 5 and, in the case of a continuing offence, to a further fine not exceeding \$1,000 for each day during which the offence continues;
  - (c) the Court may, in prescribed circumstances—
    - ~~(i) by order compel an immediate inspection of the copies and the register of charges; and~~
    - ~~(ii) make any order as to the time, duration and manner of inspection; and~~

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- (d) if the copies, or the register of charges, are kept at the office of a person other than the registered non-Hong Kong company concerned, an order mentioned in paragraph (c) may be made against that other person and that other person's officers and other employees; ~~and~~.
- ~~(e) — the Court must not make an order mentioned in paragraph (c) if it is satisfied that the rights of inspecting the copies, or the register of charges, are being abused.~~
- (5) Nothing in any provision of this Ordinance or in the regulations made under this section is to be construed as preventing a registered non-Hong Kong company—
- (a) from providing more extensive facilities than are required by the regulations; or
- (b) if a fee may be charged, from charging a lesser fee than that prescribed or none at all.

**462. Place where copy of permitted indemnity provision must be kept ~~available for inspection~~**

- (1) This section has effect if a permitted indemnity provision is made for a director of a company, and applies—
  - (a) to that company (whether the provision is made by that company or an associated company of that company); and
  - (b) if the provision is made by an associated company, to that associated company.
- (2) A company to which this section applies must keep the following ~~available for inspection~~ at its registered office or at a place prescribed by regulations made under section 648—
  - (a) a copy of the permitted indemnity provision;
  - (b) if the provision is not in writing, a written memorandum setting out the terms of the provision.
- (3) The company—
  - (a) must retain the copy or memorandum for at least one year after the date of termination or expiry of the provision; and
  - (b) must keep the copy or memorandum available for inspection during that time.
- (4) If the copy or memorandum is kept ~~available for inspection~~ at a place other than the company's registered office, the company must notify the Registrar of the place, or any change in the place, at which the copy or memorandum is kept. The notice must be in the specified form and delivered to the Registrar for registration within 154 days after the copy or memorandum is first kept at that place or within 154 days after the change (as the case may be).
- (5) If a company contravenes subsection (2), (3) or (4), 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.
- (6) In this section, a reference to a permitted indemnity provision includes a variation of the provision.

**463. Right of member to inspect and request copy**

- (1) ~~A member of a company is entitled, on request made in the prescribed manner and without charge, to inspect, in accordance with regulations made under section 648, a~~ copy of a permitted indemnity provision or a written memorandum ~~required to be kept by a~~ the company under section 462, ~~must be open for inspection by any member of the company without charge.~~
- (2) A member of the company is entitled, on request and on payment of a prescribed fee, to be provided with a copy of the provision or memorandum in accordance with regulations made under section 648.
- ~~(3) If a member makes a request under subsection (2), the company must provide the copy to the member within the prescribed period after it receives the request and prescribed fee.~~
- ~~(4) If a company contravenes subsection (3) —~~
- ~~(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; and~~
- ~~(b) the Court may by order direct that the copy be provided to the person requesting it.~~
- (5) In this section—  
*prescribed* (訂明) means prescribed by regulations made under section 648.
- (6) In this section, a reference to a permitted indemnity provision includes a variation of the provision.

**533. Disclosure of management contract**

- (1) This section applies if—
  - (a) a company enters into a contract by which a person undertakes the management and administration of the whole or any substantial part of any business of the company; and
  - (b) the contract is not a contract of service with any director of the company or any person engaged in the full-time employment of the company.
- (2) The directors' report for any year in which the contract is in force must include—
  - (a) a statement of the existence and duration of the contract; and
  - (b) the name of every director and shadow director interested in the contract, and the nature and extent of the interest.
- (3) The company must keep the following ~~available for inspection~~ at its registered office or at a place prescribed by regulations made under section 648—
  - (a) a copy of the contract;
  - (b) if such a contract is not in writing, a written memorandum setting out the terms of the contract.
- (4) The company—
  - (a) must retain the copy or memorandum for at least one year after the date of termination or expiry of the contract; and
  - (b) must keep the copy or memorandum available for inspection during that time.
- (5) If the copy or memorandum is kept ~~available for inspection~~ at a place other than the company's registered office, the company must deliver to the Registrar for registration a notice, in the specified form, of the place, or any change in the place, at which the copy or memorandum is kept. The notice must be delivered to the Registrar within ~~15~~14 days after the copy or memorandum is first kept at that place or within ~~15~~14 days after the change (as the case may be).
- (6) If subsection ~~(2)~~, (3), (4) or (5) is contravened, 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.
- (7) In this section—

**directors' report** (董事報告) means—

  - (a) the report required to be prepared under section 380(1); or
  - (b) the consolidated report required to be prepared under section 380(2).

**534. Right of member to inspect and request copy**

(1) A member of a company may, on request made in the prescribed manner and without charge, inspect, in accordance with regulations made under section 648, a copy of a contract or a written memorandum kept by the company under section 533.

~~(1) A copy of a contract or a written memorandum required to be kept by a company under section 533 must be open to inspection by any member of the company without charge.~~

~~Note—~~

~~Regulations may be made under section 648 to make provision as to the time, duration and manner of inspection.~~

(2) A member of the company ~~mayis entitled~~, on request and on payment of a prescribed fee, ~~to be~~ provided with a copy of the contract or memorandum in accordance with regulations made under section 648.

~~(3) The company must provide the member with the copy within a prescribed period after the request and the prescribed fee are received by the company.~~

~~(4) If a company contravenes subsection (3)—~~

~~(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; and~~

~~(b) the Court may by order direct that the copy be provided to the person requesting it.~~

(5) In this section, a reference to a contract includes a variation of the contract.

~~(6) In this section—~~

prescribed (訂明) means prescribed by regulations made under section 648.