

**《公司條例草案》委員會
附表 9 及 9A – 擬議的修訂**

下表載列了政府當局就立法會文件編號 CB(1)1033/11-12(02)“相應修訂”內載列的經修訂的附表 9(“對《公司條例》(第 32 章)及其附屬法例的相應及相關修訂”)及新的附表 9A(“對其他條例及附屬法例的相應及相關修訂”)的擬議修訂。對附表 9(下表第 1 至 31 項)及附表 9A(下表第 32 至 80 項)的擬議修訂的標示文本按數序排列，載於附件(附表 9 修訂見第 1 至 40 頁，附表 9A 修訂見第 41 至 90 頁)以供參閱。

本列表所採用的縮寫如下：

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

項目	附表的 相關條文	對附表的擬議修訂	備註
附表 9(“對《公司條例》(第 32 章)及其附屬法例的相應及相關修訂”)			
<u>附表 9 各部</u>			
1	如適用	把“控股公司”修訂為“控權公司”。	<ul style="list-style-type: none"> 這些修訂是因應立法會法律顧問的意見而提出的。“Holding company”在第 32 章中被譯作“控股公司”。法律顧問認為應改譯作“控權公司”，使之與草案的用詞一致。 附表 9 的相關文條文為第 3(14A)和 (18A)、4(1)及 94A 條。
2	如適用	把“註冊”修訂為“登記”。	<ul style="list-style-type: none"> 這些修訂是因應立法會法律顧問的意見而提出的。在草案中，“registration”就公司或辦事處的情況而言，譯作“註冊”，

項目	附表的 相關條文	對附表的擬議修訂	備註
			<p>而就交付文件的情況而言則譯作“登記”。法律顧問認為有關原則亦應適用於第32章。</p> <ul style="list-style-type: none"> 附表9的相關條文為第6A、7(1)和(8)、8A(2)、9A(3)及(5)、113A(2)、114(1)及(8)、138(3)及185(3)條。
3	如適用	把“分配”修訂為“配發”。	<ul style="list-style-type: none"> 這些修訂是因應立法會法律顧問的意見而提出的。法律顧問注意到“allotment”一詞在第32章中譯作“分配”，故應修訂為“配發”，使之與草案中的用詞一致。 附表9的相關條文為第8A(1)、8B、8C、9(1)、(2)和(4)、9A(1)、(2)和(4)、9B(1)和(2)、9C(1)和(2)、9D(1)和(2)、85(1)、113A(1)、137(1A)和(8)、138(1)及(5)、140(1A)和(1B)、146(1)及171(11A)和(14A)條。
<u>第 1 部 — 對《公司條例》(第 32 章)的修訂</u>			
4	附表 9 的標題	把附表 9 的標題進一步修訂為“ <u>Consequential and Related Amendments to Companies Ordinance (Cap. 32) and its Subsidiary Legislation</u> ”。	<ul style="list-style-type: none"> 這項修訂是為了清晰地界定附表9所涵蓋的範圍。
5	第 3(16)條	把第 32 章第 2(1)條中“pre-amended Ordinance”的定義修訂為“the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 4 2 of Schedule 9 to the Companies Ordinance (of 2011)”。	<ul style="list-style-type: none"> 草案原先的附表9的第1條把“《公司條例》(第32章)”的簡稱修訂為“《公司(清盤及雜項條文)條例》(第32章)”。 在經修訂的附表9，第1條變成了第2條。

項目	附表的 相關條文	對附表的擬議修訂	備註
6	第 7(7)條	把在“代以”部分下新訂的第 38D(7A)(b) 條修訂為“(b) any other requirements that the Registrar may specify, by any means that the Registrar thinks fit , for the purpose of—...”。	<ul style="list-style-type: none"> 在二零一二年五月二十一日的法案委員會會議上，議員同意“by any means that the Registrar thinks fit”應予以刪除，以避免可能出現無限制的授權。
7	第 41 條	把附表 9 第 42 條修訂為“Sections... and 101 and 102...”。	<ul style="list-style-type: none"> 這些修訂是為了刪除原先就第 32 章第 102 條提出的修訂，以及刪除第 102 條。
8	第 42 條	刪除附表 9 第 42 條。	<ul style="list-style-type: none"> 附表 9 第 42(2) 及 (3) 條旨在把第 32 章第 102(2) 條與草案第 12 部第 626(2) 條劃一。第 626(2) 條源自《公司條例》(第 32 章) 第 102(2) 條，指明期限由 30 年改為 20 年。 在法案委員會會議上，議員關注到草案第 626(2) 條可能會損害股東的權利。因此，我們同意提出修正案，把第 626(2) 條全部刪去(請參閱立法會 CB(1)1277/11-12(01) 號文件“政府當局對委員在二零一一年十二月十六日及二零一二年一月六日會議上提出有關第 12 部的事宜所作的回應”第 38 至 40 段)。 基於上述情況，第 32 章第 102 條應予刪除，因為有關成員登記冊的條文現載於草案。
9	第 49 條	第 32 章第 115 條的修訂原先載於多條條款，現改為將第 115 條刪除，代以經修訂的第 115 條。	<ul style="list-style-type: none"> 草擬上的改動，以改善表達方式。與原先的附表 9 第 49 條的內容並無實質改動。
10	第 78 條	第 32 章第 168J 條的修訂原先載於多條條款，現改為將第 168J 條刪除，代以經修訂的第 168J 條。	<ul style="list-style-type: none"> 草擬上的改動，以改善表達方式。與原先的附表 9 第 78 條的內容並無任何實質改動。

項目	附表的 相關條文	對附表的擬議修訂	備註
11	新訂的第 95A 條	把第 32 章第 285(1)條“未予分發”修訂為“未派發”。	<ul style="list-style-type: none"> “Undistributed assets”一詞在第 32H 章第 183(2)、(3)和(4)及 184 條及附錄表格 97 及表格 105 譯作“未派發的資產”或“未派發資產”。因此，第 285(1)條中的“undistributed assets”亦應相應譯作“未派發的公司資產”。
12	第 100 條	把“Sections ...304 and 305A”修訂為“Sections...304, <u>305</u> and 305A”。	<ul style="list-style-type: none"> 這項修訂是因應立法會法律顧問留意到第 305 條亦應予刪除而提出的。
13	第 103 條	把第 103 條修訂為“Section 308 S substituted”。	<ul style="list-style-type: none"> 草擬上的改動。
14	第 104 條	<p>把第 32 章新訂的第 308A 條修訂如下：</p> <p>“308A. Exceptions to section 308</p> <p>(1) If a company registered but not formed under the Companies Ordinance (of 2011) is wound up, every person who has a relevant liability is—</p> <p>(a) a contributory in respect of the company’s debts and liabilities contracted before registration; and</p> <p>(b) a contributory who is liable to contribute to the assets of the company, in the course of the winding up, all sums due from the person in respect of the relevant liability.</p> <p>(2) In subsection (1)—</p>	<ul style="list-style-type: none"> 新訂的第 308A 條重訂《公司條例》第 322(3)(f)及(g)條。這項修訂是為了確保新訂的第 308A 條的字眼可準確反映《公司條例》第 322(3)(f)及(g)條而提出的。 請見立法會文件編號 CB(1)1907/11-12(01)“政府當局就因應制定《公司條例草案》而需作出的相應修訂提交的文件”第 10 頁第(e)項。議員已於二零一二年五月二十一日的會議上討論該文件。

項目	附表的 相關條文	對附表的擬議修訂	備註
		<p><i>relevant liability</i> () means the liability to pay or contribute to the payment of—</p> <p>(a) the company’s debts and liabilities contracted before the registration;</p> <p>(b) any sum for the adjustment of the rights of the members among themselves in respect of those debts and liabilities; or</p> <p>(c) the costs and expenses of winding up the company, so far as relating to those debts and liabilities.</p> <p>(3) In the event of the death or bankruptcy of such a contributory, the provisions of this Ordinance with respect to the personal representatives of deceased contributories, and to the trustees of bankrupt contributories, apply.”.</p>	
15	第 105 條	<p>把第 32 章第 309 條修訂如下：</p> <p>“309. Application of Ordinance to companies re-registered under Companies Ordinances</p> <p>(1) This Ordinance as read with section 128 of the Companies Ordinance (of 2011) applies to an unlimited company registered as a limited company under—</p> <p>(a) section 58 of the Companies</p>	<ul style="list-style-type: none"> 這項修訂是為了與附表 9 第 103 條 (有關第 32 章第 308 條) 的修訂方式一致。

項目	附表的 相關條文	對附表的擬議修訂	備註
		<p>Ordinance 1911 (58 of 1911);</p> <p>(b) section 19 of the pre-amended Ordinance; and</p> <p>(c) section 125 of the Companies Ordinance (of 2011).</p> <p>(2) For the purposes of applying this Ordinance to an unlimited company registered as a limited company under the Companies Ordinance 1911 (58 of 1911), the pre-amended Ordinance or the Companies Ordinance (of 2011), a reference in this Ordinance to the date of registration is to be read as the date on which the unlimited company was registered as a limited company under the Companies Ordinance 1911 (58 of 1911), the pre-amended Ordinance or the Companies Ordinance (of 2011), as the case may be.”.</p>	
16	新訂的第105A條	把第32條第IX部的標題修訂為“ <u>COMPANIES NOT FORMED UNDER THIS ORDINANCE AUTHORIZED TO REGISER UNDER THIS ORDINANCE, BUT REGISTERED UNDER COMPANIES ORIDNANCE</u> ”。	<ul style="list-style-type: none"> 這項修訂是為了與修訂第VIII部的標題(附表9第101條)和第308及309條的標題(附表9第103及105(1)條)的方式一致。
17	第114(7)條	把在“代以”部分中新訂的第342C(7A)(b)條修訂為“(b) any other	<ul style="list-style-type: none"> 在二零一二年五月二十一日之法案委員會會議上，議員同意“by any means that the Registrar thinks fit”應予以刪除，以

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		requirements that the Registrar may specify, by any means that the Registrar thinks fit , for the purpose of—...”。	避免可能出現無限制的授權。
18	第 129(2)條	把第 129(2)條修訂為“Repeal subsections (1), (2), (3A), (4) and (5) and (10)”。	<ul style="list-style-type: none"> • 草擬上的改動。
19	第 140(1)條	在附表 9 第 140(1)條加入分節，以廢除附表 12 中關乎第 32 章第 168BAI(3)條的記項。	<ul style="list-style-type: none"> • 這項修訂是因應第 IVAAA 部第 168BAI(3)條已根據附表 9 第 73 條予以刪除而提出的。
20	第 144 條	(I) 把第 144(1)條修訂為“Seventeenth Schedule, Part I, paragraph <u>section 6</u> ”。	<ul style="list-style-type: none"> • 草擬上的改動。
		(II) 新訂第 144(2)條以把第 32 條附表 17 第 1 部第 7(a)(ii)條中的“分發”修訂為“分派”。	<ul style="list-style-type: none"> • 在草案中，“distribution”就有關利潤的情況而言譯作“分派”。因此，我們提出這項修訂使之與草案一致。
21	第 146(2)條	<p>把附表 9 第 146(2)條(前為第 146(1)條)修訂如下：</p> <p>Repeal</p> <p>“<u>the subsidiary undertaking’s memorandum of articles or equivalent constitutional documents</u>”</p> <p>Substitute</p> <p>“<u>constitution—any document constituting or regulating the subsidiary undertaking</u>”。</p>	<ul style="list-style-type: none"> • 這項修訂是因應立法會法律顧問的意見而提出的。法律顧問留意到政府當局將會審視“constitution”一詞的應用。 • 提出這項修訂是為了與草案附表 1 第 2(2)(a)及 (b)(i)條一致。

項目	附表的 相關條文	對附表的擬議修訂	備註
22	第 146(3)條	<p>把附表 9 第 146(3)條(前為第 146(2)條)修訂如下：</p> <p>Repeal</p> <p><u>“the memorandum of articles, or equivalent constitutional documents of the undertaking”</u></p> <p>Substitute</p> <p><u>“constitution—any document constituting or regulating the subsidiary undertaking”</u>.</p>	
新訂的第 1A 部 — 對《2010 年公司(修訂)條例》(2012 年第 12 號)的修訂			
23	新訂的第 147A 條	刪除 2012 年第 12 號的第 7 部。	<ul style="list-style-type: none"> 第 7 部訂明有關採用無紙化方式持股以及採用無紙化方式進行股份及債權證的轉讓的修訂。該些條文已重述於草案的第 896 條及附表 8。
第 3 部 — 對《公司(費用及百分率)令》(第 32 章，附屬法例 C)的修訂			
24	第 151 條	第 32C 章附表 1 的修訂原先載於多條條款，現改為將附表 1 刪除，代以經修訂的附表 1。	<ul style="list-style-type: none"> 草擬上的改動，以改善表達方式。與原先的附表 9 第 151 條的內容並無任何實質改動。
25	新訂的第 151A 條	把第 32C 章附表 3 的 A 表第 6(a)和 (b) 項及 B 表第 IV(3)號中“分發”一詞修訂為“派發”。	<ul style="list-style-type: none"> “Distribution”就有關清盤的情況而言譯作“派發”，因此第 32C 章附表 3 的 A 表第 6(a)和 (b) 項及 B 表第 IV(3)號中“undistributed funds”一詞應譯作“未派發的款項”。見第 32H 章附錄表 97。 據此，第 32C 章附表 3 的 B 表第 IV(3)號中“amount distributed

項目	附表的 相關條文	對附表的擬議修訂	備註
			in dividend”一詞應譯作“派發的攤還債款款額”。請見第32H章第146(1)條。
第 6 部 — 對《公司(清盤)規則》(第 32 章，附屬法例 H)的修訂			
26	新訂的第 159A 條	刪除對第 32H 章第 22 條“Form 3A”的 提述。	<ul style="list-style-type: none"> 第32H章附錄內的表格3A將予廢除，因為少數股東提出呈請所用的表格將會移至《公司(就不公平地損害提出的申請)法律程序規則》。該新規則是根據草案第14部第716條訂立的。
27	新訂的第 166A 條	把第 32H 章第 125 條的“Receiving Order in bankruptcy”修訂為“bankruptcy order”。	<ul style="list-style-type: none"> 這項修訂是因應立法會法律顧問的建議而提出的，使之與第32H章第155條的相應修訂(附表9第168條)一致。 根據《1996年破產(修訂)條例》(1996年第76號)，依據破產呈請而作出的“Receiving Order”已修訂為“bankruptcy order”(見《破產條例》(第6章)第9條)。
28	第 170 條	刪除附表 9 第 170 條。	<ul style="list-style-type: none"> 提出這項修訂是因為我們會提出修正案，在草案附表10第116條中加入新條文，訂明在緊接草案第14部第2分部的生效日期前有效的第32H章，將繼續適用於在該生效日期前根據《前身條例》(按草案第2條所界定)第168A條提出的呈請，以及任何據此作出的命令。
29	新訂的第 171(4A)條	廢除第 32H 章附錄的表格 3A 及表格 4A。	<ul style="list-style-type: none"> 就表格3A的廢除，請見上文第26項。 表格4A將會被廢除，而不會在《公司(就不公平地損害提出的申請)法律程序規則》重述。
30	新訂的第 171(21A)條	把第 32H 章附錄的表格 73 中“股票” 一詞修訂為“股份證明書”。	<ul style="list-style-type: none"> 這是為了與草案中“share certificate”的譯法一致。

項目	附表的 相關條文	對附表的擬議修訂	備註
第 10 部 – 對《公司條例(豁免公司及招股章程遵從條文)公告》(第 32 章，附屬法例 L)的修訂			
31	第 182 條	<p>(I) 把附表 9 第 182 條的標題修訂為“<u>Section 6 amended (Exemptions for valuation of operating leases from requirement to set out valuation report)</u>”。</p> <p>(II) 把第 182(1)條修訂如下：</p> <p>(1) Section 6(1)(a)–</p> <p>Repeal</p> <p>“<u>under</u> the Ordinance”</p> <p>Substitute</p> <p>“<u>under</u> a former Companies Ordinance or the Companies Ordinance (of 2011)”。</p> <p>(III) 把第 32L 章第 6(7)條“group”的定義中對“the Ordinance”的提述修訂為“a former Companies Ordinance or the Companies Ordinance (of 2011)”。</p> <p>(IV) 把第 32L 章第 6(8)條中對“under the Ordinance”的提述修訂為“under a former Companies Ordinance or the Companies Ordinance (of 2011)”。</p>	<ul style="list-style-type: none"> • 《2011年公司條例(豁免公司及招股章程遵從條文)(修訂)公告》廢除第32L章第6條，並訂立新的第6條。修訂由二零一二年一月一日起生效。 • 因應上述，我們需要對以下事項作出適當修訂：對第32L章舊有的第6條的標題，以及我們原先對舊有的第6(1)條擬議的相應修訂。 • 我們亦需要對“the Ordinance”的提述作出適當的修訂。

項目	附表的 相關條文	對附表的擬議修訂	備註
附表 9A(“對其他條例及附屬法例的相應及相關修訂”)			
32	如適用	把“section 1 of Schedule 9 to the Companies Ordinance (of 2011)”修訂為“section 2 of Schedule 9 to the Companies Ordinance (of 2011)”。	<ul style="list-style-type: none"> • 草案原先的附表9的第1條把“《公司條例》(第32章)”的簡稱修訂為“《公司(清盤及雜項條文)條例》(第32章)”。 • 在經修訂的附表9，第1條變成了第2條。 • 附表9A的相關文條文為第7、9(1)、51(6)、53(6)、54(6)、55(6)、59(2)、60(1)、73(2)、78(2)、81(1)、83、99、111(1)和(2)、146(1)、150(1)和150(2)、162、182(3)、184、185、194(3)、210、223、224、261、280(2)、294(2)、346(17)、385(11)、401(2)、427、430(2)、432(3)、434、435、439、442、443、446、448(1)、450、454、456(1)、458(1)、460(1)、463(1)、465(1)、468(1)及471(1)條。
第 4 部 — 對《高等法院規則》(第 4 章，附屬法例 A)的修訂			
33	第 4 部的標題	把標題修訂為“Amendments to <u>The</u> Rules of the High Court”。	<ul style="list-style-type: none"> • 香港法例第4A章稱為“The Rules of the High Court”(《高等法院規則》)。
34	第4條	(I) 把附表9第4(1)條修訂為“(1)...rule 2(2)...”。	<ul style="list-style-type: none"> • 草擬上的改動以作出更明確的提述。
		(II) 加入新訂的第4(2)條，修訂第4A章第1號命令第2(2)條規則下的表的第2項，以新增第(2A)項，如下：	<ul style="list-style-type: none"> • 在草案生效後，草案第14部第2分部(“對不公平地損害成員權益的補救”)所指的關乎不公平地損害的法律程序，須依循《公司(就不公平地損害提出的申請)法律程序規則》而非《高等法院規則》進行。

項目	附表的 相關條文	對附表的擬議修訂	備註
		(II) 新增第 52(3A) 條以修訂第 1A(2)(a) 段，在“parent”後加入“undertaking that is a”。	<ul style="list-style-type: none"> 根據這項擬議修訂，第 41 章附表 3 第 1 部第 1A(2)(a) 段將會作出修訂如下： “1A. (2) A reference in a provision specified under subparagraph (3) for the purposes of this subparagraph- (a) to a holding company shall be deemed to include a parent company undertaking <u>that is a company</u>; and (b) to a subsidiary company shall be deemed to include a subsidiary undertaking.”
37	第 54(6) 條	刪除附表 9A 第 54(6) 條“廢除”部份後的註腳 1。	<ul style="list-style-type: none"> 我們並非要將該註腳加入法例中。
<u>第 17 部 — 對《氣體安全條例》(第 51 章)的修訂</u>			
38	第 65(2) 條	把“加入”部分修訂為“(ab) incorporated under the Companies Ordinance the (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011) a former <u>Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011)</u> .”。	<ul style="list-style-type: none"> 這項修訂是因應立法會法律顧問建議與附表 9A 第 17(4) 條的修訂劃一而提出的。
<u>第 23 部 — 對《新界條例》(第 97 章)的修訂</u>			
39	第 82 條	刪除附表 9A 第 82 條，即我們將不廢除第 95 章第 16 條。	<ul style="list-style-type: none"> 這項修訂是因應立法會法律顧問的意見而提出的。法律顧問認為附表 9A 第 82 條或全屬因草案本身而須作出的相應修訂。

項目	附表的 相關條文	對附表的擬議修訂	備註
			<ul style="list-style-type: none"> 政府當局日後會在另一合適情況下處理此事。
第 30 部 — 對《稅務條例》(第 112 章)的修訂			
40	新訂的第 93A 條	<p>新增第 93A 條以把第 112 章第 14A 條中“wholly owned subsidiary”的定義修訂如下：</p> <p>Repeal</p> <p>“section 124 of the Companies Ordinance (Cap. 32) by subsection (4) of that section”</p> <p>Substitute</p> <p>“Part 9 of the Companies Ordinance (of 2011) by section 356(3) of that Ordinance”.</p>	<ul style="list-style-type: none"> 草案第 356(3)條重述第 32 章的第 124(4)條。
第 33 部 — 對《印花稅條例》(第 117 章)的修訂			
41	新訂的第 101A 條	<p>新增第 101A 條以把第 117 章第 29CA(11)(b)(v)條中對“Companies Ordinance”的提述修訂為“Companies (Winding Up and Miscellaneous Provisions) Ordinance”。</p>	<ul style="list-style-type: none"> 第 117 章第 29CA(11)(b)(v)條提及的第 32 章第 177(1)(d)條將會保留在《公司(清盤及雜項條文)條例》中，故需要將對現時《公司條例》的提述修訂為《公司(清盤及雜項條文)條例》。
42	新訂的第 101B 條	<p>新增第 101B 條以把第 117 章第 29DA(11)(b)(v) 條中對 “Companies Ordinance” 的提述修訂為 “Companies (Winding Up and Miscellaneous Provisions) Ordinance”。</p>	<ul style="list-style-type: none"> 第 117 章第 29DA(11)(b)(v)條提及的第 32 章第 177(1)(d)條將會在《公司(清盤及雜項條文)條例》中保留，故需要把對現時《公司條例》的提述改為《公司(清盤及雜項條文)條例》。

項目	附表的 相關條文	對附表的擬議修訂	備註
第 37 部 — 對《賭博規例》(第 148 章，附屬法例 A)的修訂			
43	第 108(1)條	修訂第 108(1)條，在第 148A 章附表 1 表格 7 第 4 項中的“Memorandum”後加入“of association (if any)”。	<ul style="list-style-type: none"> 這項修訂是因應立法會法律顧問建議與附表 9A 的類似修訂(例如第 156 條)一致而提出的。
第 39 部 — 對《銀行業條例》(第 155 章)的修訂			
44	第 111(1)條	把第 (ii) 段的“代以”部分修訂為“Schedule 10 of to the Companies Ordinance”。	<ul style="list-style-type: none"> 這項修訂是因應立法會法律顧問的建議而提出的，使條文的字眼與慣常用法一致。
第 48 部 — 對《放債人條例》(第 163 章)的修訂			
45	第 150(1)條	把“代以”部分中的 (ab) 款修訂為“Schedule 10 of to the Companies Ordinance”。	<ul style="list-style-type: none"> 這項修訂是因應立法會法律顧問的建議而提出的，使條文的字眼與慣常用法一致。
第 49 部 — 對《放債人規例》(第 163 章，附屬法例 A)的修訂			
46	第 152(4)條	把“...to particulars of share holdings, after...”修訂為“...to particulars of <u>shareholding</u> , after...”。	<ul style="list-style-type: none"> 這項修訂是因應立法會法律顧問的建議而提出的，使條文的字眼與慣常用法一致。
第 60 部 — 對《僱員補償條例》(第 282 章)的修訂			
47	第 171(4)條	把第 282 章第 38 條中“holding company”的定義修訂為“ holding company (控權公司) has the meaning given by section 14 of the	<ul style="list-style-type: none"> 這項修訂是因應立法會法律顧問的意見而提出的。 法律顧問注意到，在附表 9A 的一些條文(例如第 66 條)中，

項目	附表的 相關條文	對附表的擬議修訂	備註
		Companies Ordinance (of 2011) <u>for the purposes of that Ordinance;</u> ”。	“subsidiary”(附屬公司)的定義加入了“for the purposes of that Ordinance”一句。“Holding company”(控權公司)的定義應採用相同的表述方式。
第 66 部 – 對《商業登記條例》(第 310 章)的修訂			
48	第 179 條	刪除第 179(4)條“代以”部分後的註腳 2。	<ul style="list-style-type: none"> 我們並非要將該註腳加入法例中。
49	第 182(2)條	把“加入”部分修訂為“(ab) <u>a company incorporated under a former Companies Ordinance...</u> ”。	<ul style="list-style-type: none"> 這項修訂是因應立法會法律顧問的建議而提出的，使條文與第 310 章第 7A(3)(a)及 (b)條的開首一致。
50	第 187(2)條	把附表 9A 第 187(2)條修訂為“Schedule 2, item <u>section 3(b)(i)</u> ”。	<ul style="list-style-type: none"> 這項修訂是因應立法會法律顧問的意見而提出的。法律顧問認為“3(b)(i)”應為“section”而非“item”。
第 70 部 – 對《職工會條例》(第 332 章)的修訂			
51	第 194(2)條	把“廢除”部分修訂為“Companies Ordinance...as the case may be,” (<u>whenever appearing</u>)。	<ul style="list-style-type: none"> 這項修訂是因應立法會法律顧問的意見而提出的。法律顧問注意到，予以廢除的字眼在第 332 章第 68 條中出現不只一次。
第 74 部 – 對《與敵貿易條例》(第 346 章)的修訂			
52	第 200 條	把附表 9A 第 200 條修訂如下： <u>Repeal</u> “ <u>section 2 of the Companies Ordinance (Cap. 32)</u> ”	<ul style="list-style-type: none"> 這項修訂是因應立法會法律顧問的意見而提出的。法律顧問認為，為作出更明確的提述，並與附表 9A 類似的條文(例如第 232(3)條)一致，第 2 條應修訂為第 2(1)條。

項目	附表的 相關條文	對附表的擬議修訂	備註
		<p>Substitute</p> <p>“<u>section 2(1) of the Companies Ordinance</u> (of 2011)”.</p>	
<p><u>第 80 部 — 對《破產欠薪保障條例》(第 380 章)的修訂</u></p>			
53	第 207(3)及(4)條	刪除附表 9A 第 207(3)及(4)條的方括號和註腳 3。	<ul style="list-style-type: none"> • 附表 9A 第 207(3)及(4)條加上方括號和另加註腳 3，是因為政府當局在草擬條文時，《破產欠薪保障(修訂)條例草案》仍未獲得通過。 • 上述條例草案在二零一二年四月十八日獲立法會通過，預計今年稍後開始實施。
<p><u>第 83 部 — 對《廣播事務管理局(雜項條文)條例》(第 391 章)的修訂</u></p>			
54	第 83 部的標題	把標題修訂為“Broadcasting <u>(Miscellaneous Provisions) Authority</u> Ordinance (Cap. 391)”。	<ul style="list-style-type: none"> • 這項修訂是因應立法會法律顧問的意見而提出的。法律顧問注意到，第 391 章的簡稱依據二零一二年四月一日開始實施的《廣播事務管理局條例》(2011 年第 17 號)的附表第 83 條修訂為“Broadcasting (Miscellaneous Provisions) Ordinance”(《廣播(雜項條文)條例》)。
<p><u>第 86 部 — 對《販毒(追討得益)條例》(第 405 章)的修訂</u></p>			
55	新訂的第 216A 條	(I) 新增第 216A(1)條以把第 405 章第 17(3)條中對“Companies Ordinance (Cap. 32)”的提述修訂為“Companies Ordinance (of 2011) and the Companies (Winding Up and Miscellaneous Provisions)	<ul style="list-style-type: none"> • 這些修訂是因應立法會法律顧問的意見而提出的。法律顧問注意到第 405 章第 17 條的相關提述未作更改。

項目	附表的 相關條文	對附表的擬議修訂	備註
		Ordinance (Cap. 32)”。	
		(II) 新增第 216A(2) 條以把第 405 章第 17(5) 條中對 “Companies Ordinance (Cap. 32)” 的提述修訂為 “Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”。	
第 87 部 — 對《販毒(追討得益)(指定國家和地區)令》(第 405 章，附屬法例 A)的修訂			
56	第 218(2) 條	把附表 9A 第 218(2) 條修訂為 “Schedule 2, section 17(5), definition of <i>Company</i> ”。	<ul style="list-style-type: none"> 這項修訂是因應立法會法律顧問的建議而提出的，使條文與附表 9A 的草擬方式一致。
第 94 部 — 對《玩具及兒童產品安全規例》(第 424 章，附屬法例 B)的修訂			
57	第 231 條	把“代以”部分中的 “...of the Companies Ordinance (xx of 2011)” 修訂為 “...of the Companies Ordinance (xx of 2011)”。	<ul style="list-style-type: none"> 這項修訂是因應立法會法律顧問的建議而提出的，使條文與附表 9A 的草擬方式一致。
第 95 部 — 對《職業退休計劃條例》(第 426 章)的修訂			
58	第 232(5) 條	<p>把第 232(5) 條修訂如下：</p> <p>Repeal</p> <p><u>“so deemed to be a subsidiary of the employer were the employer a company within the meaning of the Companies Ordinance (Cap. 32)”</u></p> <p>Substitute</p>	<ul style="list-style-type: none"> 這些修訂是因應立法會法律顧問的建議而提出的。 法律顧問注意到，第 426 章第 2(1) 條 “subsidiary” 的定義 (a) 段中 “deemed to be a subsidiary” 一句將根據附表 9A 第 232(4) 條予以廢除，故認為應相應修訂 (b) 段，刪除 “so deemed to be a subsidiary” 的提述。 法律顧問亦注意到，依據附表 9A 第 232(3) 條，第 426 章第 2(1)

項目	附表的 相關條文	對附表的擬議修訂	備註
		“by virtue of section 14 of the Companies Ordinance (_____ of 2011) a subsidiary of the employer were the employer a company as defined by section 2(1) of that Ordinance(_____of 2011)”.	條“holding company”的定義(b)段中“within the meaning of the Companies Ordinance (Cap. 32)”一句須修訂為“as defined by section 2(1) of the Companies Ordinance (_____ of 2011)”。此處應採用相同的修訂方式。
第 100 部 — 對《空運(航空服務牌照)規例》(第 448 章，附屬法例 A)的修訂			
59	第 100 部	刪除附表 9A 第 100 部(包括在第 241(2)條“代以”部分後的註腳 4)及將之移至附表 9A 第 203 部。	<ul style="list-style-type: none"> 有關的遷移是草擬上的改動。《2011年空運(航空服務牌照)(修訂)規例》仍未生效而附表9A並無對相關主體法例(即第448章)作出相應修訂。根據草擬慣例，相關的修訂應該放在附表末。
第 112 部 — 對《強制性公積金計劃(豁免)規例》(第 485 章，附屬法例 B)的修訂			
60	第 112 部的標題	把標題修訂為“Amendments to Mandatory Provident Fund Schemes (Exemption) Regulation (Cap. 485 sub. leg. B)”。	<ul style="list-style-type: none"> 這項修訂是因應立法會法律顧問的建議而提出的，因為只須對第485B章作出一項相應修訂。
第 113 部 — 對《非本地高等及專業教育(規管)條例》(第 493 章)的修訂			
61	第 263(1)條	與附表 9A 第 263(2)條的縮排一致。	<ul style="list-style-type: none"> 這項修訂是因應立法會法律顧問的建議而提出的。
第 120 部 — 對《版權條例》(第 528 章)的修訂			
62	第 272 條	把第 272 條修訂如下： Repeal	<ul style="list-style-type: none"> 這些修訂是因應立法會法律顧問的建議而提出的，與附表9A的類似修訂(例如第171(4)條)一致。

項目	附表的 相關條文	對附表的擬議修訂	備註
		<p>“assigned to it by section 2 of the Companies Ordinance (Cap. 32)”</p> <p>Substitute</p> <p>“given by section 2(1) of the Companies Ordinance (of 2011)”.</p>	
第 121 部 — 對《商船(本地船隻)(證明書及牌照事宜)規例》(第 548 章，附屬法例 D)的修訂			
63	第 274 條	把“代以”部分的 (c) 段修訂為“...the company was registered as a <u>registered</u> non-Hong Kong company;”。	<ul style="list-style-type: none"> 提出這項修訂，旨在釐清註冊證明書指的是有關公司註冊為“registered non-Hong Kong company”(註冊非香港公司)(而非“non-Hong Kong company”(非香港公司))的證明書。
第 123 部 — 對《商船(本地船隻)(一般)規例》(第 548 章，附屬法例 F)的修訂			
64	第 277 條	把“代以”部分的 (c) 段修訂為“...the company was registered as a <u>registered</u> non-Hong Kong company.”。	<ul style="list-style-type: none"> 請參閱上文第 63 項的備註。
第 124 部 — 對《商船(本地船隻)(安全及檢驗)規例》(第 548 章，附屬法例 G)的修訂			
65	第 278 條	把“代以”部分的 (c) 段修訂為“...the company was registered as a <u>registered</u> non-Hong Kong company.”。	<ul style="list-style-type: none"> 請參閱上文第 63 項的備註。
第 131 部 — 對《證券及期貨條例》(第 571 章)的修訂			

項目	附表的 相關條文	對附表的擬議修訂	備註
66	第 306 條	把第 571 章第 68 條的標題修訂為“Transfer and resumption of functions of the Commission”。	• 這項修訂是因應立法會法律顧問的建議而提出的，使之與第 571 章第 68 條的標題一致。
67	第 324 條	把“廢除”部分中的“而他擁有”修訂為“而他 <u>所</u> 擁有”。	• 這項修訂是因應立法會法律顧問的建議而提出的，使之與將要廢除的字句一致。
68	第 350(10)條	(I) 把“代以”部分中的“Part 5”修訂為“PART 5”。	• 使之與第 571 章附表 10 下各部一致。
		(II) 把附表 9A 第 350(10)條新增第 5 部的三條條文中的“...Schedule 10 of the Companies Ordinance...”修訂為“Schedule 10 of <u> to</u> the Companies Ordinance”。	• 這項修訂是因應立法會法律顧問的建議而提出的，使條文的字眼與慣常用法一致。
第 136 部 — 對《證券及期貨(徵費)規則》(第 571 章，附屬法例 AA)的修訂			
69	第 136 部的標題	把標題修訂為“Amendments to Securities and Futures (Levy) Rules (Cap. 571 sub. leg. AA)”。	• 這項修訂是因應立法會法律顧問的意見而提出的。法律顧問注意到，附表 9A 第 356 條載列的相應修訂多於一項。
第 141 部 — 對《證券及期貨(披露權益) — 除外情況)規例》(第 571 章，附屬法例 AG)的修訂			
70	第 141 部的標題	把標題修訂為“Amendments to Securities and Futures (Disclosure of Interests-Exclusions) Regulation (Cap. 571 sub. leg. AG)”。	• 這項修訂是因應立法會法律顧問的意見而提出的。法律顧問注意到，附表 9A 第 141 部只涉及一項相應修訂。

項目	附表的 相關條文	對附表的擬議修訂	備註
第 146 部 — 對《土地業權條例》(第 585 章)的修訂			
71	第 380(1)條	把附表 9A 第 380(1) 條修訂為“...definition of <i>company</i> , <u>paragraph (a)</u> –”。	<ul style="list-style-type: none"> 這項修訂是因應立法會法律顧問的意見而提出的。法律顧問認為，如不加入“paragraph (a)”的字眼，附表 9A 第 380(1) 條可能會產生非預定的效果，把該定義後半部所載的其他“(Cap. 32)”也一併修訂。
第 148 部 — 對《非應邀電子訊息條例》(第 593 章)的修訂			
72	第 391 條	<p>把附表 9 第 391 條修訂如下：</p> <p>Repeal</p> <p>“(Cap. 32) shall be deemed to have its usual place of business at its registered office for the purposes of that Ordinance, <u>and any other organization shall be</u>”</p> <p>Substitute</p> <p>“(of 2011) is deemed to have its usual place of business at its registered office in Hong Kong, <u>and any other organization is</u>”.</p>	<ul style="list-style-type: none"> 這項修訂是因應立法會法律顧問的意見而提出的。法律顧問察覺到，“shall be deemed”一句在有關條文中出現了兩次，但附表 9A 第 391 條只建議對第一句作出修訂。
第 149 部 — 對《非應邀電子訊息規例》(第 593 章，附屬法例 A)的修訂			
73	第 392 條	以修訂第 149 章第 391 條的方式作出修訂。	<ul style="list-style-type: none"> 請見上文第 72 項。
新訂的第 155A 部 — 對《打擊洗錢及恐怖分子資金籌集(金融機構)條例》(第 615 章)的修訂			

項目	附表的 相關條文	對附表的擬議修訂	備註
74	第訂的第 398A 條	<p>(I) 把第 615 章附表 2 第 1 部第 1(1) 條中“identification document”的定義修訂如下：</p> <p>“(b) in relation to a company as defined by section 2(1) of the Companies Ordinance (Cap. 32) (<u> </u> of 2011), means its <u>the</u> certificate of incorporation issued under that Ordinance in respect of the company under the Ordinance under which the company was formed and registered; or</p> <p>(c) in relation to a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (Cap. 32) (<u> </u> of 2011), means its <u>the</u> certificate of registration issued under that Ordinance in respect of the company under the Ordinance under which the company was registered as a registered non-Hong Kong company.”</p> <p>(II) 把第 615 章附表 2 第 2 部第 2(2) 條中“subsidiary”的定義修訂如下：</p> <p>“<i>subsidiary</i> (附屬公司) has the same meaning as in the Companies Ordinance (Cap. 32) (<u> </u> of 2011)”.</p> <p>(III) 把第 615 章附表 2 第 4 部第 22(3) 條中“subsidiary undertaking”的定義修訂如下：</p>	<ul style="list-style-type: none"> 提出這項修訂，旨在使條文與附表 9A 第 274 條的類似修訂所用的字眼一致。 把對現行《公司條例》的提述修訂為對草案的提述。 草案附表 1 重述了《公司條例》附表 23。

項目	附表的 相關條文	對附表的擬議修訂	備註
		“ <i>subsidiary undertaking</i> (附屬企業) is to be construed in accordance with the Twenty-third Schedule to the Companies Ordinance (Cap. 32) <u>Schedule 1 to the Companies Ordinance (of 2011)</u> ”.	
第 157 部 — 對《香港中華煤氣公司(法團轉移)條例》(第 1022 章)的修訂			
75	第 403 條	刪除附於附表 9 第 403 條標題的註腳 5。	<ul style="list-style-type: none"> 我們並非要將該註腳加入法例中。
第 202 部 — 對《法律服務立法(雜項修訂)條例》(1997 年第 94 號)的修訂			
76	新訂的第 473 條	<p>(I) 把 1997 年第 94 號第 2 條中新的第 7B 條修訂如下：</p> <p>(i) “company” 的定義¹：把對 “Companies Ordinance (Cap. 32)” 的提述修訂為 “Companies Ordinance (of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of</p>	<ul style="list-style-type: none"> 把對現行《公司條例》的提述修訂至對草案及《舊有公司條例》(包括現行《公司條例》)的提述。

¹ **7B. Definitions (Part IIAA)**

In this Part –

“company” means a company formed and registered under the Companies Ordinance (Cap. 32);

“shares” has the same meaning as in the Companies Ordinance (Cap. 32).

項目	附表的 相關條文	對附表的擬議修訂	備註
		2011)”。	
		(ii) “shares” 的定義 ¹ ：把對“Companies Ordinance (Cap 32)”的提述修訂為“Companies Ordinance (of 2011)”。	● 把對現行《公司條例》的提述修訂至對草案的提述。
		(II) 把新的第7C(4)條 ² 中對“Companies Ordinance (Cap. 32)”的提述修訂為“Companies Ordinance (of 2011)”。	● 把對現行《公司條例》的提述修訂至對草案的提述。
		(III) 把新的第7E條的標題及第7E(1)(a)條 ³ 中對“memorandum or articles”的提述修訂為“ memorandum or articles”。	● 這項修訂是因應草案廢除組織章程大綱的概念而提出的。
		(IV) 把新的第7F(2)條 ⁴ 中對“Companies	● 把對現行《公司條例》的提述修訂至對草案的提述。

² **7C. Society may approve companies as solicitor corporations**

(4) If the Society gives approval for a proposed company to be a solicitor corporation, the approval does not take effect until the company is formed and registered under the Companies Ordinance (Cap. 32).

³ **7E. Requirements as to alteration of memorandum or articles and change of name**

(1) The approval in writing of the Society is required before -
(a) the memorandum or articles of association of a solicitor corporation are amended; or

⁴ **7F. Offers to public of shares in solicitor corporation prohibited**

(1) Any person who offers or invites the public to subscribe for or purchase, shares in, or debentures of, a solicitor corporation commits an offence and is liable on conviction to a fine at level 5.

(2) In this section, “debentures” has the same meaning as in the Companies Ordinance (Cap. 32).

項目	附表的 相關條文	對附表的擬議修訂	備註
		Ordinance (Cap 32)”的提述修訂為“Companies Ordinance (of 2011)”。	
		(V) 把新的第 7G(1) 及 (2) 條 ⁵ 中對“Companies Ordinance (Cap. 32)”的提述修訂為“Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”。	<ul style="list-style-type: none"> 把對現行《公司條例》的提述修訂至對《公司(清盤及雜項條文)條例》的提述。
		(VI) 把新的第 7H(1)(b) 條 ⁶ 中對“memorandum or articles of association”的提述修訂為“ memorandum or articles of association”。	<ul style="list-style-type: none"> 這項修訂是因應草案廢除組織章程大綱的概念而提出的。
		(VII) 把新的第 7K ⁷ 條的標題及內文中對“memorandum and articles”的提	

⁵ **7G. Additional grounds for winding up solicitor corporation**

- (1) A solicitor corporation may be wound up under the Companies Ordinance (Cap. 32) on grounds specified in rules made by the Chief Justice under section 72.
- (2) The grounds for winding up specified in rules referred to in subsection (1) are additional to those prescribed by the Companies Ordinance (Cap. 32).
- (3) An application to wind up a solicitor corporation on a ground specified in subsection (1) can be made only by the Society.

⁶ **7H. Right of appeal against decisions of Society under this Part**

- (1) An applicant for approval by the Society of -
 - (a) a company or proposed company as a solicitor corporation; or
 - (b) an amendment to the memorandum or articles of association of a solicitor corporation; or
 - (c) a change in the name of a solicitor corporation.
may appeal to the Court against a decision of the Society refusing approval.

⁷ **7K. This Part to prevail over inconsistent provisions of memorandum and articles**

This Part, and rules made under sections 72 and 73 for the purposes of this Part, prevail over inconsistent provisions of the memorandum and articles of association of a solicitor corporation.

項目	附表的 相關條文	對附表的擬議修訂	備註
		述條訂為“ memorandum and articles”。	
77	第 474 條	把 1997 年第 94 號第 5 條下新的第 39BB(2) ⁸ 條中對“Companies Ordinance (Cap. 32)”的提述修訂為“Companies Ordinance (of 2011)”。	<ul style="list-style-type: none"> 把對現行《公司條例》的提述修訂至對草案的提述。
<u>新訂的第 203 部 – 對《2011 年空運(航空服務牌照)(修訂)規例》(2011 年第 158 號法律公告)的修訂</u>			
78	新訂的第 475 條	把經 2011 年第 158 號法律公告修訂的第 6(6)條“related undertaking”的定義中對“the Twenty-third Schedule to the Companies Ordinance (Cap 32)”的提述修訂為“Schedule 1 to the Companies Ordinance (of 2011)”。	<ul style="list-style-type: none"> 規例已於二零一一年十一月十八日刊憲但仍未正式實施。就附表 9 的目的而言，我們假設該修訂規例將在草案實施前生效。 草案附表 1 將會重述現行《公司條例》的附表 23。
79	新訂的第 476 條	(1) 把經 2011 年第 158 號法律公告第 17 條新加的第 15A(3)(a)和 (b)、(5)(b)、(6)及 (7)條中對“控股公司”的提述修訂為“控權公司”。	<ul style="list-style-type: none"> 重訂附表 9A 的第 241(1)條。該條因應上文第 59 項而被刪除。

⁸ **39BB. Offer of shares in foreign lawyer corporation prohibited**

(1) Any person who offers or invites the public to subscribe for or purchase, shares in, or debentures of, a foreign lawyer corporation commits an offence and is liable on conviction to a fine at level 5.

(2) In this section, “debentures” has the same meaning as in the Companies Ordinance (Cap. 32).

項目	附表的 相關條文	對附表的擬議修訂	備註
		(II) 重訂因應上文第 59 項而被刪除的附表 9A 第 241(2)條及進一步修訂“代以”部分中“holding company”的定義至“ holding company (控權公司) has the meaning given by section 12 of the Companies Ordinance (of 2011) <u>for the purposes of that ordinance.</u> ”。	<ul style="list-style-type: none"> 這項修訂是因應立法會法律顧問的意見而提出的。 法律顧問注意到，在附表 9A 的一些條文(例如第 66 條)中，“subsidiary”(附屬公司)的定義加入了“for the purposes of that Ordinance”一句。“Holding company”(控權公司)的定義應採用相同的表述方式。
新訂的第 204 部 — 對《升降機及自動梯條例》(2012 年第 8 號)的修訂			
80	第訂的第 477 條	把 2012 年第 8 號第 149 (1)(c)條 ⁹ 中對“(Cap. 32)”的提述修訂為“(of 2011)”。	<ul style="list-style-type: none"> 把對現行《公司條例》的提述修訂至對草案的提述。

財經事務及庫務局

公司註冊處

二零一二年五月三十日

⁹ **149. Service of notices etc.**

(1) A notice or other document (however described), other than an order referred to in subsection (2), permitted or required to be served or sent (however described) under this Ordinance is served or sent if—

(c) for a company as defined by section 2(1) of the Companies Ordinance (Cap. 32)—

- (i) it is addressed to the company and delivered to any officer of the company by hand;
- (ii) it is left at or sent by post to the registered office of the company within the meaning of that Ordinance; or
- (iii) it is sent by post addressed to the company at the company’s last known address;

Companies Bill
Proposed amendments to the Revised Schedule 9

<u>Clause</u>	<u>Amendment Proposed</u>
Schedule 9	In the heading, by adding “and Related” after “Consequential” , <u>repealing “Amendments” and substituting “and Related Amendments to Companies Ordinance (Cap. 32) and its Subsidiary Legislation”¹</u>
Schedule 9	By deleting Parts 1, 2, 3, 4 and 5 and substituting—

“Part 1

Amendments to Companies Ordinance (Cap. 32)

3. Section 2 amended (Interpretation)

(14A) Section 2(1), Chinese text, definition of *group of companies*—

Repeal

“控股公司”

Substitute

“控權公司”²

(16) Section 2(1)—

Add in alphabetical order

pre-amended Ordinance (《修訂前的本條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~21~~³ of Schedule 9 to the Companies Ordinance (of 2011);

(18A) Section 2(7), Chinese text—

¹ Item 4 / 第4項

² Item 1 / 第1項

³ Item 5 / 第5項

Repeal

“控股公司”

Substitute

“控權公司”.⁴

4. Section 2B amended (Construction of references to parent company, etc.)

(1) Section 2B(2)(a), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.⁵

(2) Section 2B(3)—

Repeal

everything after “subsection (2) are”

Substitute

“the Third Schedule and the Fourth Schedule.”.

6A. Section 38C amended (Expert’s consent to issue of prospectus containing statement by him)

Section 38C(1)(a), Chinese text—

Repeal

“註冊”

Substitute

“登記”.⁶

⁴ Item 1 / 第 1 項

⁵ Item 1 / 第 1 項

7. **Section 38D amended (Registration of prospectus)**

(1) Section 38D, Chinese text, heading—

Repeal

“註冊”

Substitute

“登記”⁷

(+2) Section 38D(2)(c)—

Repeal

“or specified by the Registrar under section 346 which are applicable to prospectuses to be registered under this Part”

Substitute

“and the requirements set out in subsection (7A)”.

(67) After section 38D(7)—

Add

“(7A) The following are the requirements set out for the purposes of subsections (2)(c) and (7)(a)(iv)—

- (a) any requirement that the Registrar may specify, by notice in the Gazette, in relation to font size of prospectuses for the purposes of this section;
- (b) any other requirements that the Registrar may specify, ~~by any means that the Registrar thinks fit,~~⁸ for the purpose of—

(i) ensuring that documents of the

⁶ Item 2 / 第 2 項

⁷ Item 2 / 第 2 項

⁸ Item 6 / 第 6 項

same kind are of a standard form;
and

- (ii) enabling the Registrar to make copies or image records of documents and to make and keep records of the information contained in them.

(7B) For the purposes of subsection (7A)(b), the Registrar may specify different requirements for different documents or classes of documents.”.

(8) Section 38D(1), (2)(a) and (b), (3), (5)(a) and (b), (6), (7)(a) and (b), (8) and (9), Chinese text—

Repeal

“註冊” (wherever appearing)

Substitute

“登記”⁹

8A. Section 40 amended (Civil liability for misstatements in prospectus)

(1) Section 40(2)(c) and (d)(i) and (ii) and (3)(b) and (c), Chinese text—

Repeal

“分配”

Substitute

“配發”¹⁰

(2) Section 40(2)(d)(ii) and (3)(a) and (b), Chinese text—

Repeal

“註冊”

Substitute

⁹ Item 2 / 第 2 項

¹⁰ Item 3 / 第 3 項

“登記”¹¹

8B. Section 41 amended (Document containing offer of shares or debentures for sale to be deemed prospectus)

Section 41(1), (2) and (3)(b), Chinese text—

Repeal

“分配” (wherever appearing)

Substitute

“配發”¹²

8C. Cross-heading before section 42 amended

Cross-heading before section 42, Chinese text—

Repeal

“分配”

Substitute

“配發”¹³

9. Section 42 amended (Prohibition of allotment unless minimum subscription received)

(1) Section 42, Chinese text, heading—

Repeal

“分配”

Substitute

“配發”¹⁴

(2) Section 42(1), Chinese text—

¹¹ Item 2 / 第 2 項

¹² Item 3 / 第 3 項

¹³ Item 3 / 第 3 項

¹⁴ Item 3 / 第 3 項

Repeal

“分配”

Substitute

“配發”.¹⁵

(3) Section 42(3)—

Repeal

“nominal amount”

Substitute

“issue price”.

(4) Section 42(6), Chinese text—

Repeal

“分配” (wherever appearing)

Substitute

“配發”.¹⁶

9A. Section 43 amended (Prohibition of allotment in certain cases unless statement in lieu of prospectus delivered to Registrar)

(1) Section 43, Chinese text, heading—

Repeal

“分配”

Substitute

“配發”.¹⁷

(2) Section 43(1), Chinese text—

¹⁵ Item 3 / 第 3 項

¹⁶ Item 3 / 第 3 項

¹⁷ Item 3 / 第 3 項

Repeal

“分配” (wherever appearing)

Substitute

“配發”¹⁸

(3) Section 43(1), Chinese text—

Repeal

“註冊”

Substitute

“登記”¹⁹

(4) Section 43(3), Chinese text—

Repeal

“分配”

Substitute

“配發”²⁰

(5) Section 43(5), Chinese text—

Repeal

“註冊” (wherever appearing)

Substitute

“登記”²¹

9B. Section 44 amended (Effect of irregular allotment)

(1) Section 44, Chinese text, heading—

¹⁸ Item 3 / 第3項

¹⁹ Item 2 / 第2項

²⁰ Item 3 / 第3項

²¹ Item 2 / 第2項

Repeal

“分配”

Substitute

“配發”.²²

(2) Section 44(1) and (2), Chinese text—

Repeal

“分配” (wherever appearing)

Substitute

“配發”.²³

9C. Section 44A amended (Applications for, and allotment of, shares and debentures)

(1) Section 44A, Chinese text, heading—

Repeal

“分配”

Substitute

“配發”.²⁴

(2) Section 44A(1), (2), (4) and (5), Chinese text—

Repeal

“分配”

Substitute

“配發”.²⁵

9D. Section 44B amended (Allotment of shares and

²² Item 3 / 第3項

²³ Item 3 / 第3項

²⁴ Item 3 / 第3項

²⁵ Item 3 / 第3項

debentures to be listed on stock exchange)

(1) Section 44B, Chinese text, heading—

Repeal

“分配”

Substitute

“配發”.²⁶

(2) Section 44B(1) and (6)(b)(i), Chinese text—

Repeal

“分配”

Substitute

“配發”.²⁷

41. Sections repealed

Sections 95, 95A, 96, 97, 98, 98A, 99, 100, ~~and 101 and~~
102.²⁸

Repeal the sections.

~~**42. Section 102 amended (Register to be proof)**~~

~~(1) Section 102—~~

~~**Repeal subsection (1).**~~

~~(2) Section 102—~~

~~**Repeal subsection (2)**~~

~~**Substitute**~~

~~“(2) If, in any proceedings to which this section applies, it is sought to challenge the accuracy of any entry in the register of members by~~

²⁶ Item 3 / 第3項

²⁷ Item 3 / 第3項

²⁸ Item 7 / 第7項

~~evidence of any transaction, the evidence is not admissible for that purpose unless the transaction occurred not more than the specified number of years prior to the proceedings.”.~~

~~(3) After section 102(2) —~~

Add

~~“(3) This section applies to —~~

~~(a) any proceedings under this Ordinance;
or~~

~~(b) any proceedings under the
pre-amended Ordinance —~~

~~(i) that were instituted before the
commencement date of section 1
of Schedule 9 to the Companies
Ordinance (— of 2011); and~~

~~(ii) that, immediately before that
commencement date, were
pending and had not been
disposed of.~~

~~(4) In this section —~~

~~*specified number* (指明數目) —~~

~~(a) in relation to any proceedings specified
in subsection (3)(a), means 20;~~

~~(b) in relation to any proceedings specified
in subsection (3)(b), means 30.”²⁹~~

49. Section 115 substituted

Section 115—

Repeal the section

Substitute

**“115. Representation of companies at meetings of
creditors**

(1) A corporation may, if it is a creditor (including

a holder of debentures) of a company, by resolution of its directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of any creditors of the company held in pursuance of this Ordinance or of any rules made thereunder.

(2) A person authorized under subsection (1) is entitled to exercise the same powers on behalf of the corporation which the person represents as that corporation could exercise if it were an individual creditor of the company.”.

~~49. Section 115 amended (Representation of companies at meetings of other companies and of creditors)~~

~~(1) Section 115, heading~~

Repeal

~~“of other companies and”.~~

~~(2) Section 115(1)~~

~~Repeal paragraph (a).~~

~~(3) Section 115(1)(b)~~

Repeal

~~“, or in pursuance of the provisions contained in any debenture or trust deed or other instrument, as the case may be”.~~

~~(4) Section 115~~

~~Repeal subsection (1A).~~

~~(5) Section 115(2)~~

~~Repeal~~

~~“shareholder, creditor, or holder of debentures,”~~

~~Substitute~~

~~“creditor”.~~

~~(6) Section 115~~

~~Repeal subsection (3).~~³⁰

78. Section 168J substituted/amended (~~Disqualification after investigation of company~~)

Section 168J—

Repeal the section

Substitute

“168J. Disqualification after investigation of company

(1) The court may make a disqualification order against a person where, on an application under section 867(6) of the Companies Ordinance (_____ of 2011), it is satisfied that the person’s conduct in relation to the company makes the person unfit to be concerned in the management of a company.

(2) The maximum period of disqualification under this section is 15 years.”.

~~(1) Section 168J—~~

~~Repeal subsection (1).~~

~~(2) Section 168J(2)—~~

Repeal

~~“this section”~~

Substitute

~~“section 867(6) of the Companies Ordinance (_____ of 2011)”.~~³¹

85. Section 179 amended (Provisions as to applications for winding up)

(1) Section 179(1), Chinese text, proviso, paragraph (a)(ii)—

³⁰ Item 9 / 第9項

³¹ Item 10 / 第10項

Repeal

“分配”

Substitute

“配發”.³²

(2) Section 179(1), proviso, paragraph (d)—

Repeal

“section 147(2)(a)”

Substitute

“section 867(1) of the Companies Ordinance (of 2011)”.

94A. Section 265 amended (Preferential payments)

Section 265(6), Chinese text, definition of *related company*, paragraphs (b) and (c)—

Repeal

“控股公司”

Substitute

“控權公司”.³³

95A. Section 285 amended (Unclaimed assets to be paid to companies liquidation account)

Section 285(1), Chinese text—

Repeal

“未予分發”

Substitute

“未派發”.³⁴

³² Item 3 / 第3項

³³ Item 1 / 第1項

100. Sections repealed

Sections 303, 303B, 304, [305](#)³⁵ and 305A—

Repeal the sections.

103. Section 308 [S](#)ubstituted³⁶

Section 308—

Repeal the section

Substitute

“308. Application of Ordinance to companies registered under Companies Ordinances

- (1) Subject to section 308A, this Ordinance applies to a company registered but not formed under the Companies Ordinance (of 2011) and its officers, members, contributories and creditors in the same manner in all respects as if the company had been formed under that Ordinance.
- (2) This Ordinance applies to a company registered but not formed under a former Companies Ordinance and its officers, members, contributories and creditors in the same manner as it applies to a company registered but not formed under the Companies Ordinance (of 2011).
- (3) For the purposes of applying this Ordinance to a company registered but not formed under a former Companies Ordinance or the Companies Ordinance (of 2011), a reference in this Ordinance to the date of registration is to be read as the date on which the company was registered under the former Companies Ordinance or the Companies Ordinance (of 2011), as the case may be.”

³⁴ Item 11 / 第 11 項

³⁵ Item 12 / 第 12 項

³⁶ Item 13 / 第 13 項

104. Section 308A added

After section 308—

Add

“308A. Exceptions to section 308

(1) If a company registered but not formed under the Companies Ordinance (of 2011) is wound up, every person who has a relevant liability is a person specified in subsection (3) is a contributory—

(a) a contributory in respect of the company’s debts and liabilities contracted before registration; and liable to pay or contribute to the payment of—

~~—~~
~~(i) the company’s debts and liabilities contracted before the registration;~~

~~—~~
~~(ii) any sum for the adjustment of the rights of the members among themselves in respect of those debts and liabilities; and~~

~~—~~
~~(iii) the costs and expenses of winding up the company, so far as relating to those debts and liabilities; and~~

(b) a contributory who is liable to contribute to the assets of the company, in the course of the winding up, all sums due from the person in respect of the relevant liability. liable—to contribute to the company’s assets all sums due from the person in respect of the liability under paragraph (a).

(2) In subsection (1)—

relevant liability () means the liability to pay or contribute to the payment of—

- (a) the company's debts and liabilities contracted before the registration;
- (b) any sum for the adjustment of the rights of the members among themselves in respect of those debts and liabilities; or
- (c) the costs and expenses of winding up the company, so far as relating to those debts and liabilities.

(23) In the event of the death or bankruptcy of such a contributory, the provisions of this Ordinance with respect to the personal representatives of deceased contributories, and to the trustees of bankrupt contributories, apply.”.

~~(3)The person specified for the purposes of subsection (1) is a person who is liable to pay or contribute to the payment of that company's debts and liabilities contracted before the registration.”³⁷~~

~~105. Section 309 amended (Application of Ordinance to companies re-registered under former Companies Ordinance)~~

~~(1) Section 309, heading—~~

~~Repeal~~

~~“former Companies Ordinance”~~

~~Substitute~~

~~“Companies Ordinances”.~~

105. Section 309 substituted

Section 309—

Repeal the section

Substitute

“309. Application of Ordinance to companies re-registered under Companies Ordinances

(1) This Ordinance as read with section 128 of the Companies Ordinance (of 2011) applies to an unlimited company registered as a limited company under—

(a) section 58 of the Companies Ordinance 1911 (58 of 1911);

(b) section 19 of the pre-amended Ordinance; and

(c) section 125 of the Companies Ordinance (of 2011).

(2) For the purposes of applying this Ordinance to an unlimited company registered as a limited company under the Companies Ordinance 1911 (58 of 1911), the pre-amended Ordinance or the Companies Ordinance (of 2011), a reference in this Ordinance to the date of registration is to be read as the date on which the unlimited company was registered as a limited company under the Companies Ordinance 1911 (58 of 1911), the pre-amended Ordinance or the Companies Ordinance (of 2011), as the case may be.”.

~~(2) Section 309~~

Repeal

~~“, in the same manner as it applies to an unlimited company registered in pursuance of this Ordinance”~~

Substitute

~~“or section 19 of the pre amended Ordinance, in the same manner as it applies to an unlimited company registered under the Companies Ordinance (of 2011)”.~~

~~(3) Section 309, proviso~~

Repeal

~~“the said section of the Companies Ordinance 1911~~

(58 of 1911)”

Substitute

“~~section 58 of the Companies Ordinance 1911 (58 of 1911) or section 19 of the pre-amended Ordinance, as the case may be~~”.³⁸

105A. Part IX heading amended

Part IX, heading—

Repeal

“UNDER THIS ORDINANCE AUTHORIZED TO REGISTER UNDER THIS ORDINANCE”

Substitute

“, BUT REGISTERED, UNDER COMPANIES ORDINANCES”.³⁹

113A. Section 342B amended (Provisions as to expert's consent, and allotment)

(1) Section 342B, Chinese text, heading—

Repeal

“分配”

Substitute

“配發”.⁴⁰

(2) Section 342B(1)(a), Chinese text—

Repeal

“註冊”

³⁸ Item 15 / 第 15 項

³⁹ Item 16 / 第 16 項

⁴⁰ Item 3 / 第 3 項

Substitute

“登記”.⁴¹

114. Section 342C amended (Registration of prospectus)

(1) Section 342C, Chinese text, heading—

Repeal

“註冊”

Substitute

“登記”.⁴²

(12) Section 342C(2)(c)—

Repeal

“or specified by the Registrar under section 346 which are applicable to prospectuses to be registered under this Part”

Substitute

“and the requirements set out in subsection (7A)”.

(67) After section 342C(7)—

Add

“(7A) The following are the requirements set out for the purposes of subsections (2)(c) and (7)(a)(iv)—

- (a) any requirement that the Registrar may specify, by notice in the Gazette, in relation to font size of prospectuses for the purposes of this section;
- (b) any other requirements that the Registrar may specify, ~~by any means~~

⁴¹ Item 2 / 第 2 項

⁴² Item 2 / 第 2 項

~~that the Registrar thinks fit,~~⁴³ for the purpose of—

- (i) ensuring that documents of the same kind are of a standard form; and
- (ii) enabling the Registrar to make copies or image records of documents and to make and keep records of the information contained in them.

(7B) For the purposes of subsection (7A)(b), the Registrar may specify different requirements for different documents or classes of documents.”.

(8) Section 342C(1), (2)(a) and (b), (3), (5)(a) and (b), (6), (7)(a) and (b) and (8), Chinese text—

Repeal

“註冊” (wherever appearing)

Substitute

“登記”.⁴⁴

129. Section 360 amended (Power to amend requirements as to accounts, Schedules, tables, forms and fees)

(2) Section 360—

Repeal subsections (1), (2), (3A), (4) ~~and,~~⁴⁵ (5) and (10).

137. Third Schedule amended (Matters to be Specified in Prospectus and Reports to be set out therein)

(1A) Third Schedule, Chinese text, Part I, paragraph 9—

Repeal

⁴³ Item 17 / 第17項

⁴⁴ Item 2 / 第2項

⁴⁵ Item 18 / 第18項

“分配” (wherever appearing)

Substitute

“配發”.⁴⁶

(8) Third Schedule, Chinese text, Part III, paragraph 38—

Repeal

“分配” (wherever appearing)

Substitute

“配發”.⁴⁷

(89) Third Schedule, Part III, paragraph 40—

Repeal

“accounts of the company or business have only been made up”

Substitute

“financial statements of the company or business have only been prepared”.

138. Fourth Schedule amended (Form of Statement in lieu of Prospectus to be delivered to Registrar by a Company which does not issue a Prospectus or which does not go to Allotment on a Prospectus Issued, and Reports to be set out therein)

(1) Fourth Schedule, Chinese text, heading—

Repeal

“分配”

Substitute

“配發”.⁴⁸

⁴⁶ Item 3 / 第3項

⁴⁷ Item 3 / 第3項

⁴⁸ Item 3 / 第3項

(+2) Fourth Schedule, Part I—

Repeal

“THE COMPANY ORDINANCE

*Statement in lieu of Prospectus delivered for
registration by
[Insert the name of the company]*

Pursuant to section 43 of the
Companies Ordinance”

Substitute

“COMPANIES (WINDING UP AND
MISCELLANEOUS PROVISIONS) ORDINANCE

*Statement in lieu of Prospectus delivered for
registration by
[Insert the name of the company]*

Pursuant to section 43 of the Companies (Winding Up
and Miscellaneous Provisions) Ordinance”.

(3) Fourth Schedule, Chinese text, Part I—

Repeal

“授權交付註冊”

Substitute

“授權交付登記”.⁴⁹

(24) Fourth Schedule, Part I—

Repeal

“nominal share capital”

Substitute

“amount of the issued share capital”.

(5) Fourth Schedule, Chinese text, Part I—

⁴⁹ Item 2 / 第 2 項

Repeal

“分配” (wherever appearing)

Substitute

“配發”⁵⁰.

(36) Fourth Schedule, Part II, paragraph 1(b)—

Repeal

“accounts of the business were made up”

Substitute

“financial statements of the business were prepared”.

140. Twelfth Schedule amended (Punishment of offences under this Ordinance)

- (1) Twelfth Schedule, entries relating to the following—
- (a) section 8(8);
 - (b) section 10(3);
 - (c) section 13(4);
 - (d) section 18A(2);
 - (e) section 21(9);
 - (f) section 22(1B);
 - (g) section 22(6);
 - (h) section 22A(4);
 - (i) section 26(2);
 - (j) section 27(2);
 - (k) section 30(2);

- (l) section 30(2A);
- (m) section 45(3);
- (n) section 46(5);
- (o) section 47A(3);
- (p) section 47F(4);
- (q) section 47F(5);
- (r) section 47G(10);
- (s) section 49G(6);
- (t) section 49G(7);
- (u) section 49K(6);
- (v) section 49M(6);
- (w) section 49N(4);
- (x) section 50(3);
- (y) section 54(2);
- (z) section 55(3);
- (za) section 57A(3);
- (zb) section 57B(6);
- (zc) section 58(1B);
- (zd) section 63;
- (ze) section 64(5);
- (zf) section 69(2);
- (zg) section 70(2);
- (zh) section 71A(9);
- (zi) section 74A(4);

- (zj) section 75(4);
- (zk) section 81(3);
- (zl) section 82(2);
- (zm) section 87(7);
- (zn) section 88(4);
- (zo) section 89(4);
- (zp) section 89(5);
- (zq) section 90(2)(a);
- (zr) section 91(6);
- (zs) section 92(4);
- (zt) section 93(3);
- (zu) section 93(4);
- (zv) section 93(5);
- (zw) section 95(4);
- (zx) section 95A(3);
- (zy) section 96(3);
- (zz) section 98(3);
- (zza) section 99(4);
- (zzb) section 103(7);
- (zzc) section 104(7);
- (zzd) section 109(4);
- (zze) section 111(5)(relating to subsections (1) and (2));
- (zzf) section 111(5)(relating to subsection (4));

(zzg)	section 114C(3);
(zzh)	section 114C(5);
(zzi)	section 115A(7);
(zzj)	section 116B(10);
(zzk)	section 116BA(2);
(zzl)	section 116BC(5);
(zzm)	section 116BC(6);
(zzn)	section 117(5);
(zzo)	section 117(6);
(zzp)	section 119(4);
(zzq)	section 119A(3);
(zzr)	section 120(3);
(zzs)	section 121(4);
(zzt)	section 122(3);
(zzu)	section 123(6);
(zzv)	section 124(3);
(zzw)	section 128(6);
(zzx)	section 129(6);
(zzy)	section 129B(3);
(zzz)	section 129C(3);
(zzza)	section 129F;
(zzzb)	section 129G(3)(relating to subsection (1) or (2A));
(zzzc)	section 129G(3)(relating to subsection (2));

- (zzzd) section 131(7);
- (zzze) section 133(2);
- (zzzf) section 134(1);
- (zzzg) section 140A(7);
- (zzzh) section 140B(3);
- (zzzi) section 141CA(2);
- (zzzj) section 141CC(3)(offence relating to
contravention of section 141CC(1));
- (zzzk) section 141CC(3)(offence relating to
contravention of section 141CC(2));
- (zzzl) section 141CD(3);
- (zzzm) section 141CE(2);
- (zzzn) section 141CF(3)(a);
- (zzzo) section 141CF(3)(b);
- (zzzp) section 141D(4);
- (zzzq) section 141E(4);
- (zzzr) section 152A(4);
- (zzzs) section 152B(4);
- (zzzt) section 152C(2);
- (zzzu) section 152D(1);
- (zzzv) section 152E;
- (zzzw) section 152FC(3);
- (zzzx) section 153(3);
- (zzzy) section 153A(3);
- (zzzz) section 153C(4);

(zzzza)	section 153C(5);
(zzzzb)	section 155(5);
(zzzzc)	section 155A(5);
(zzzzd)	section 155B(3);
(zzzze)	section 155B(4);
(zzzzf)	section 156(1);
(zzzzg)	section 157J(3);
(zzzzh)	section 158(8);
(zzzzi)	section 158A(3);
(zzzzj)	section 158B(2);
(zzzzk)	section 159(3);
(zzzzl)	section 161A(2);
(zzzzm)	section 161BA(7);
(zzzzn)	section 161BA(11);
(zzzzo)	section 161BB(3);
(zzzzp)	section 161BB(7);
(zzzzq)	section 161C(3);
(zzzzr)	section 162(3);
(zzzzs)	section 162A(2);
(zzzzt)	section 162B(3);
(zzzzu)	section 163B(2);
(zzzzv)	section 166(4);
(zzzzw)	section 166A(4);
(zzzzx)	section 166A(5);

(zzzzy) section 167(3);

(zzzzz) section 168A(4);

(zzzzzaa) section 168BAI(3);⁵¹

(zzzzza) section 291AA(14);

(zzzzzb) section 292(5);

(zzzzzc) section 337B(7);

(zzzzzd) section 340;

(zzzzze) section 348C(4);

(zzzzzf) section 349A(1);

(zzzzzg) section 349A(2);

(zzzzzh) section 350;

(zzzzzi) section 350A—

Repeal the provisions.

(1A) Twelfth Schedule, Chinese text, entry relating to section 43(4), under the column “General nature of offence”—

Repeal

“分配”

Substitute

“配發”.⁵²

(1B) Twelfth Schedule, Chinese text, entry relating to section 44A(4), under the column “General nature of offence”—

Repeal

“分配”

⁵¹ Item 19 / 第 19 項

⁵² Item 3 / 第 3 項

Substitute

“配發”.⁵³

144. Seventeenth Schedule amended (Offers specified for the purposes of paragraph (b)(ii) of the definition of “prospectus” in section 2(1) of this Ordinance)

(1) Seventeenth Schedule, Part 1, ~~paragraph section~~⁵⁴ 6—

Repeal

everything after “merger or a share”

Substitute

“buy-back which is in compliance with the Codes on Takeovers and Mergers and Share Buy-backs issued by the Commission as in force from time to time.”

(2) Seventeenth Schedule, Chinese text, Part 1, section 7(a)(ii)—

Repeal

“分發”

Substitute

“分派”.⁵⁵

146. Twenty-third Schedule amended (Parent and subsidiary undertakings)

(1) Twenty-third Schedule, Chinese text, section 1(1), definition of *shares*, paragraph (a)—

Repeal

“分配”

Substitute

⁵³ Item 3 / 第3項

⁵⁴ Item 20(I) / 第20(I)項

⁵⁵ Item 20(II) / 第20(II)項

“配發”.⁵⁶

(2) Twenty-third Schedule, section 2(1)(b)(i)—

Repeal

“~~memorandum or articles~~the subsidiary undertaking's memorandum or articles or equivalent constitutional documents”

Substitute

“~~constitution~~any document constituting or regulating the subsidiary undertaking”.⁵⁷

(23) Twenty-third Schedule, section 5(b)(i)—

Repeal

“~~the memorandum or articles, or equivalent constitutional documents, of the undertaking~~memorandum or articles”

Substitute

“any document constituting or regulating the undertaking~~constitution~~”.⁵⁸

Part 1A

**Amendment to Companies (Amendment)
Ordinance 2010 (12 of 2010)**

**147A. Part 7 repealed (Amendments Relating to Paperless
Holding and Transfer of Shares and Debentures)**

Part 7—

Repeal the Part.⁵⁹

⁵⁶ Item 3 / 第3項

⁵⁷ Item 21 / 第21項

⁵⁸ Item 22 / 第22項

⁵⁹ Item 23 / 第23項

Part 3

Amendments to Companies (Fees and Percentages) Order (Cap. 32 sub. leg. C)

151. Schedule 1 ~~amended~~substituted

Schedule 1—

Repeal the schedule

Substitute

(1)—Schedule 1, before item 1—

“SCHEDULE 1 [paragraph 3]

<u>Item</u>	<u>Particular</u>	<u>Fee</u>	<u>Document to be stamped</u>
<u>1A.</u>	<u>On an application under section 290 of the Ordinance for a declaration that the dissolution of a company is void.</u>	<u>\$1,045.00</u>	<u>The notice of motion or summons.</u>
<u>1.</u>	<u>On presenting a petition—</u>		
	<u>(a) under section 84 of the Companies Ordinance (of 2011) to cancel an alteration of the objects in a company's articles; or</u>		
	<u>(b) under section 221 of the Companies</u>	<u>\$1,045.00</u>	<u>The petition.</u>

Ordinance
(_____ of
2011)_____ to
confirm _____ a
reduction of
share capital.

This _____ fee
includes any
fee _____ on
answering a
petition _____ or
setting down
for hearing.
Where _____ a
petition _____ is
presented
under more
than one of
these
sections, only
one fee of
\$1,045.00 is
charged _____ on
the petition.

2. On _____ an
application—

(a) under section
177 of the
Companies
Ordinance
(_____ of
2011)_____ to
cancel _____ a
variation of
shareholders'
rights

(b) under section
753 of the
Companies
Ordinance
(_____ of
2011)_____ for
restoration of
a company to
the
Companies
Register;

(c) under section
345 of the

Companies Ordinance (of 2011) for extension of time for registration;

(d) under section 346 of the Companies Ordinance (of 2011) for rectification of register of charges; or

\$1,045.00 The notice of motion or summons.

(e) under section 664 of the Companies Ordinance (of 2011) to sanction an arrangement or compromise.

~~“1A. On an application under section 290 of the Ordinance for a declaration that the dissolution of a company is void. \$1,045.00 The notice of motion or summons.”~~

~~(2) Schedule 1, item 1~~

~~Repeal~~

~~everything after “On presenting a petition”~~

~~Substitute~~

~~“(a) under section 84 of the Companies Ordinance (of 2011) to cancel an alteration of the objects in a company’s articles; or~~

~~(b) under section 221 of the Companies Ordinance (of 2011) to confirm a reduction of share capital.~~

~~This fee includes any fee on answering a petition or setting down for hearing. Where a petition is presented under more than one of these sections, only one fee of \$1,045.00 is charged on the petition.”.~~

~~(3) Schedule 1, item 2, paragraph (a)~~

Repeal

~~“section 64”~~

Substitute

~~“section 177 of the Companies Ordinance (of 2011)”.~~

~~(4) Schedule 1, item 2~~

Repeal paragraph (b).

~~(5) Schedule 1, item 2, paragraph (c)~~

Repeal

~~“section 291 to restore a name to the register of companies”~~

Substitute

~~“section 753 of the Companies Ordinance (of 2011) for restoration of a company to the Companies Register”.~~

~~(6) Schedule 1, item 2~~

Repeal paragraph (ca).

~~(7) Schedule 1, item 2, paragraph (d)~~

Repeal

~~everything after “under”~~

Substitute

~~“section 345 of the Companies Ordinance (of 2011) for extension of time for registration;”.~~

~~(8) Schedule 1, item 2, after paragraph (d)~~

Add

~~“(da) under section 346 of the Companies Ordinance (of 2011) for rectification of register of charges; and”.~~

~~(9) Schedule 1, item 2, paragraph (e)~~

Repeal

~~“section 166 to sanction a compromise or arrangement”~~

Substitute

~~“section 664 of the Companies Ordinance (of 2011) to sanction an arrangement or compromise”.⁶⁰~~

151A. Schedule 3 amended

~~(1) Schedule 3, Chinese text, Table A, item 6(a) and (b)~~

Repeal

~~“分發”~~

Substitute

~~“派發”.~~

~~(2) Schedule 3, Chinese text, Table B, number IV(3)~~

Repeal

~~“分發”~~

Substitute

~~“派發”.⁶¹~~

Part 6

⁶⁰ Item 24 / 第 24 項

⁶¹ Item 25 / 第 25 項

**Amendments to Companies (Winding-Up) Rules
(Cap. 32 sub. leg. H)**

159A. Rule 22 amended (Form of petition)

(1) Rule 22—

Repeal

“, 3 or 3A”

Substitute

“or 3”.

(2) Rule 22—

Repeal

“, 3 & 3A”

Substitute

“ and 3”.⁶²

166A. Rule 125 amended (Cases in which creditors may not vote)

Rule 125—

Repeal

“Receiving Order in bankruptcy”

Substitute

“bankruptcy order”.⁶³

~~170. Rule 209 amended (Formal defect not to invalidate proceedings)~~

~~Rule 209(1)—~~

⁶² Item 26 / 第 26 項

⁶³ Item 27 / 第 27 項

Repeal

~~“the Ordinance or the rules”~~

Substitute

~~“the Ordinance, the pre-amended Ordinance or the rules”.~~⁶⁴

171. Appendix amended (Forms)

(4A) Appendix, Forms 3A and 4A—

Repeal the forms.⁶⁵

(11A) Appendix, Chinese text, Form 23, Statement of Affairs—

Repeal

~~“分配”~~

Substitute

~~“配發”.~~⁶⁶

(14A) Appendix, Chinese text, Form 23, List I—

Repeal

~~“分配”~~

Substitute

~~“配發”.~~⁶⁷

(21A) Appendix, Chinese text, Form 73—

Repeal

~~“股票” (wherever appearing)~~

⁶⁴ Item 28 / 第 28 項

⁶⁵ Item 29 / 第 29 項

⁶⁶ Item 3 / 第 3 項

⁶⁷ Item 3 / 第 3 項

Substitute

“股份證明書”.⁶⁸

Part 10

**Amendments to Companies Ordinance
(Exemption of Companies and Prospectuses
from Compliance with Provisions) Notice
(Cap. 32 sub. leg. L)**

182. Section 6 amended (~~Exemptions from valuation of operating leases~~ requirement to set out valuation report)⁶⁹

(1) Section 6(1)(a)—

Repeal

“under”⁷⁰ the Ordinance”

Substitute

“under”⁷¹ a former Companies Ordinance or the Companies Ordinance (of 2011)”.

(2) Section 6(7), definition of *group*—

Repeal

“the Ordinance”

Substitute

“a former Companies Ordinance or the Companies Ordinance (of 2011)”.⁷²

(3) Section 6(8)—

⁶⁸ Item 30 / 第 30 項

⁶⁹ Item 31(I) / 第 31(I)項

⁷⁰ Item 31(II) / 第 31(II)項

⁷¹ Item 31(II) / 第 31(II)項

⁷² Item 31(III) / 第 31(III)項

Repeal

“under the Ordinance”

Substitute

“under a former Companies Ordinance or the Companies Ordinance (of 2011)”.⁷³

185. Section 9A amended (Exemptions from requirement to issue form of application for shares or debentures with prospectus)

(3) Section 9A(9), Chinese text, definition of *printed form prospectus*, paragraphs (c)(i) and (c)(ii)—

Repeal

“註冊”

Substitute

“登記”.⁷⁴

⁷³ Item 31(III) / 第 31(III)項

⁷⁴ Item 2 / 第 2 項

Companies Bill
Proposed amendments to the new Schedule 9A

New By adding—

“Schedule 9A [ss. 900 & 908]

Consequential and Related Amendments to Other Ordinances and Subsidiary Legislation

Part 4

Amendments to The⁷⁵ Rules of the High Court (Cap. 4 sub. leg. A)

4. Order 1 amended (Citation, application, interpretation and forms)

(1) Order 1, rule 2(2)⁷⁶, Table, item 2, under “Enactments”—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

⁷⁵ Item 33 / 第 33 項

⁷⁶ Item 34(I) / 第 34(I)項

(2) Order 1, rule 2(2), Table, after item 2—

Add

“2A. Proceedings relating to remedies for unfair prejudice to members’ interests. Companies Ordinance (_____ of 2011), Section 716.”⁷⁷

Part 5

Amendments to Bankruptcy Ordinance (Cap. 6)

7. Section 30B amended (Early discharge of bankrupt)

Section 30B(2)(g)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 24⁷⁸ of Schedule 9 to the Companies Ordinance (_____ of 2011) or to section 471 of the Companies Ordinance (_____ of 2011)”.

Part 6

Amendment to Evidence Ordinance (Cap. 8)

9. Section 20 amended (Copy of entry in banker’s record)

(1) Section 20(5)(b)(i), after “Companies Ordinance (Cap. 32)”—

Add

⁷⁷ Item 34(II) / 第 34(II)項

⁷⁸ Item 32 / 第 32 項

“as in force from time to time before the commencement date of section 24⁷⁹ of Schedule 9 to the Companies Ordinance (of 2011) or under Part 3 or 17 of the Companies Ordinance (of 2011)”.

Part 13

Amendments to Insurance Companies Ordinance (Cap. 41)

23. Section 2 amended (Interpretation)

(3) Section 2(1)—

Repeal the definition of *holding company*

Substitute

“*holding company* (控權公司) has the meaning given by section 12 of the Companies Ordinance (of 2011) for the purposes of that Ordinance⁸⁰”.

51. Second Schedule amended (Directors and Controllers)

(6) Second Schedule, Form B, paragraph 10(b)—

Repeal

“registration under Part XI of the Companies Ordinance”

Substitute

“the certificate of registration issued under Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 42 of Schedule 9 to the Companies Ordinance (of 2011) or under section 765 of the Companies Ordinance (of 2011)”.

52. Third Schedule amended (Accounts and statements)

(3) Third Schedule, Part 1, paragraph 1A(1)—

⁷⁹ Item 32 / 第 32 項

⁸⁰ Item 35 / 第 35 項

Repeal

everything after “parent in accordance with”⁸¹,

Substitute

“undertaking or subsidiary undertaking is construed in accordance with”⁸² Schedule 1 to the Companies Ordinance (of 2011).”.

(3A) Third Schedule, Part 1, paragraph 1A(2)(a), after “parent” —

Add

“undertaking that is a”.⁸³

53. Fourth Schedule amended (Proposed appointment of controller within the meaning of section 13A(1) or authorized representative under section 50B)

(6) Fourth Schedule, Form B, paragraph 10(b)—

Repeal

“registration under Part XI of the Companies Ordinance (Cap. 32)”

Substitute

“the certificate of registration issued under Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 21”⁸⁴ of Schedule 9 to the Companies Ordinance (of 2011) or under section 765 of the Companies Ordinance (of 2011)”.

54. Fifth Schedule amended (Person proposing to become controller within the meaning of section 13B(1))

(6) Fifth Schedule, Form B, paragraph 10(b)—

Repeal

⁸¹ Item 36(I) / 第36(I)項

⁸² Item 36(I) / 第36(I)項

⁸³ Item 36(II) / 第36(II)項

⁸⁴ Item 32 / 第32項

“registration under Part XI of the Companies Ordinance (Cap. 32)”⁸⁵

Substitute

“the certificate of registration issued under Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section [12](#)⁸⁶ of Schedule 9 to the Companies Ordinance (of 2011) or under section 765 of the Companies Ordinance (of 2011)”.

55. Sixth Schedule amended (Person who has become controller of insurer in contravention of section 13B(2))

(6) Sixth Schedule, Form B, paragraph 10(b)—

Repeal

“registration under Part XI of the Companies Ordinance”

Substitute

“the certificate of registration issued under Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section [12](#)⁸⁷ of Schedule 9 to the Companies Ordinance (of 2011) or under section 765 of the Companies Ordinance (of 2011)”.

Part 15

Amendment to Transfer of Businesses (Protection of Creditors) Ordinance (Cap. 49)

59. Section 2 amended (Interpretation)

(2) Section 2(1), definition of *registered charge*—

Repeal

everything after “a charge”

¹ ~~In the English text, “(Cap. 32)” is in the loose leaf edition but is not on the BLIS.~~

⁸⁵ Item 37 / 第 37 項

⁸⁶ Item 32 / 第 32 項

⁸⁷ Item 32 / 第 32 項

Substitute

“which—

- (a) is registered under—
 - (i) the Land Registration Ordinance (Cap. 128);
 - (ii) the Companies Ordinance (of 2011);
 - (iii) the Bills of Sale Ordinance (Cap. 20); or
 - (iv) any other enactment; or
- (b) was registered under the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~21~~⁸⁸ of Schedule 9 to the Companies Ordinance (of 2011).”.

Part 16**Amendments to Professional Accountants Ordinance (Cap. 50)****60. Section 28D amended (Qualification for registration of company as corporate practice)**

- (1) Section 28D(1)—

Repeal

everything after “subsection (11)(b),”

Substitute

“only a company limited by shares, and formed and registered under either of the following Ordinances, is qualified for registration as a corporate practice—

- (a) the Companies Ordinance (of 2011); or

- (b) the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~21~~⁸⁹ of Schedule 9 to the Companies Ordinance (of 2011).”.

Part 17

Amendment to Gas Safety Ordinance (Cap. 51)

65. Section 2 amended (Interpretation)

- (2) Section 2, definition of *company*, after paragraph (a)—

Add

- “(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);”~~incorporated under the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 1 of Schedule 9 to the Companies Ordinance (of 2011);~~⁹⁰”.

Part 21

Amendments to The Hongkong and Shanghai Banking Corporation Limited Ordinance (Cap. 70)

73. Section 2 amended (Interpretation)

- (2) Section 2—

Add in alphabetical order

- “*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~21~~⁹¹ of Schedule 9 to the Companies Ordinance (of 2011).”.

⁸⁹ Item 32 / 第 32 項

⁹⁰ Item 38 / 第 38 項

⁹¹ Item 32 / 第 32 項

Part 22

Amendments to The Hongkong and Shanghai Banking Corporation Limited (Amendment) Ordinance 1997 (54 of 1997)

78. Section 2 amended (Interpretation)

(2) Section 2(1)—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~24~~⁹² of Schedule 9 to the Companies Ordinance (of 2011);”.

81. Section 12 amended (Miscellaneous savings)

(1) Section 12(d)—

Repeal

everything after “to affect”

Substitute

“—

- (i) the application of the relevant Ordinance to the bank with effect on and from 6 October 1989 until immediately before the commencement date of section ~~24~~⁹³ of Schedule 9 to the Companies Ordinance (of 2011) by virtue of the registration of the bank under the relevant Ordinance on 6 October 1989; and
- (ii) the application of the Companies Ordinance (of 2011) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) to the bank with effect on and from the commencement date of section

⁹² Item 32 / 第 32 項

⁹³ Item 32 / 第 32 項

~~21~~ of Schedule 9 to the Companies Ordinance (of 2011).”.

~~Part 23~~

~~Amendment to New Territories Ordinance (Cap. 97)~~

~~82. Section 16 repealed (Exemption of certain clans from the Companies Ordinance)~~

~~Section 16—~~

~~Repeal the section.~~⁹⁴

Part 24

Amendments to Ferry Services Ordinance (Cap. 104)

83. Section 6 amended (Grant of franchises)

Section 6(1)—

Repeal

everything after “may grant”

Substitute

“to—

- (a) any company within the meaning of the Companies Ordinance (of 2011);
- (b) a registered non-Hong Kong company as defined by section 2(1) of that Ordinance;
- (c) a company registered under Part 17 of that Ordinance; or
- (d) a company registered under Part IX of the Companies Ordinance (Cap. 32) as

in force from time to time before the commencement date of section ~~12~~⁹⁵ of Schedule 9 to the Companies Ordinance (of 2011),

a franchise that confers the right to operate a ferry service between such points as are specified by the Chief Executive in Council.”.

Part 30

Amendments to Inland Revenue Ordinance (Cap. 112)

93A. Section 14A amended (Qualifying debt instruments)

Section 14A, definition of *wholly owned subsidiary*—

Repeal

“section 124 of the Companies Ordinance (Cap. 32) by subsection (4) of that section”

Substitute

“Part 9 of the Companies Ordinance (of 2011) by section 356(3) of that Ordinance”⁹⁶.

Part 33

Amendments to Stamp Duty Ordinance (Cap. 117)

99. Section 2 amended (Interpretation)

Section 2(1)—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~2~~⁹⁷ of Schedule 9 to the Companies Ordinance (of 2011);”.

⁹⁵ Item 32 / 第 32 項

⁹⁶ Item 40 / 第 40 項

⁹⁷ Item 32 / 第 32 項

101A. Section 29CA amended (Further provisions on special stamp duty chargeable on certain agreements for sale)

Section 29CA(11)(b)(v)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”⁹⁸.

101B. Section 29DA amended (Further provisions on special stamp duty chargeable on certain conveyances on sale)

Section 29DA(11)(b)(v)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”⁹⁹.

Part 37

**Amendments to Gambling Regulations
(Cap. 148 sub. leg. A)**

108. First Schedule amended

(1) First Schedule, Form 7, item 4, after “Memorandum”—

Add

“of association (if any)”¹⁰⁰.

⁹⁸ Item 41 / 第 41 項

⁹⁹ Item 42 / 第 42 項

¹⁰⁰ Item 43 / 第 43 項

_____ (1A) First Schedule, Form 7, item 5—

Repeal

“Nominal capital

Part 39

Amendments to Banking Ordinance (Cap. 155)

111. Section 3 amended (Application)

(1) Section 3(1)(c)—

Repeal

everything after “mortgage, or”

Substitute

“charge—

- (i) registered, or to be registered, under the Companies Ordinance (of 2011);
- (ii) registered, or to be registered, under a provision of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~21~~¹⁰¹ of Schedule 9 to the Companies Ordinance (of 2011), having a continuing effect under Schedule 10 ~~to~~¹⁰² the Companies Ordinance (of 2011); or
- (iii) registered under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);”.

(2) Section 3(5)—

Repeal

“under the Companies Ordinance (Cap. 32) shall be

¹⁰¹ Item 32 / 第 32 項

¹⁰² Item 44 / 第 44 項

subject to that Ordinance as well as to this Ordinance, except that where there is any conflict or inconsistency between this Ordinance and the Companies Ordinance (Cap. 32) the provisions of this Ordinance shall prevail.”

Substitute

“under—

- (a) the Companies Ordinance (of 2011); or
- (b) the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~42~~¹⁰³ of Schedule 9 to the Companies Ordinance (of 2011),

is subject to the Companies Ordinance (of 2011) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), as well as to this Ordinance, except that, where there is any conflict between this Ordinance on the one hand and the Companies Ordinance (of 2011) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) on the other, this Ordinance prevails.”.

Part 47

Amendments to Solicitors (Group Practice) Rules (Cap. 159 sub. leg. X)

146. Section 7 amended (Group practice management company)

- (1) Section 7(1)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“Companies Ordinance (of 2011), or under the Companies Ordinance (Cap. 32) as in force from time

to time before the commencement date of section ~~24~~¹⁰⁴ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 48

Amendments to Money Lenders Ordinance (Cap. 163)

150. Schedule 1 amended

(1) Schedule 1, Part 2, paragraph 2—

Repeal subparagraph (a)

Substitute

“(a) registered, or to be registered, under the Companies Ordinance (of 2011);

(ab) registered, or to be registered, under a provision of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~24~~¹⁰⁵ of Schedule 9 to the Companies Ordinance (of 2011), having a continuing effect under Schedule 10 ~~of~~¹⁰⁶ the Companies Ordinance (of 2011);

(ac) registered under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011); or”.

(2) Schedule 1, Part 2, paragraph 2(b)—

Repeal

everything after “section 2(1)”

Substitute

“—

(i) where the mortgage, charge, lien or encumbrance was created before the

¹⁰⁴ Item 32 / 第 32 項

¹⁰⁵ Item 32 / 第 32 項

¹⁰⁶ Item 45 / 第 45 項

commencement date of section ~~42~~¹⁰⁷ of Schedule 9 to the Companies Ordinance (of 2011), be able to be registered under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011) if the company were incorporated under that former Companies Ordinance; or

- (ii) where the mortgage, charge, lien or encumbrance is created on or after that commencement date, be able to be registered under the Companies Ordinance (of 2011) if the company were incorporated under that Ordinance.”.

Part 49

Amendments to Money Lenders Regulations (Cap. 163 sub. leg. A)

152. Schedule 2 amended (Licensing and Exemption Forms)

- (4) Schedule 2, Form 3, question 7(a), Table, entry relating to particulars of share—holdings¹⁰⁸, after “nominal value”—

Add

“(if any)”.

Part 56

Amendments to Public Bus Services Ordinance (Cap. 230)

162. Section 5 amended (Grant of franchises)

Section 5(1)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

¹⁰⁷ Item 32 / 第 32 項

¹⁰⁸ Item 46 / 第 46 項

“Companies Ordinance (of 2011), or under the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section [24](#)¹⁰⁹ of Schedule 9 to the Companies Ordinance (of 2011).”.

Part 60

Amendments to Employees’ Compensation Ordinance (Cap. 282)

171. Section 38 amended (Interpretation)

(4) Section 38—

Add in alphabetical order

“*group of companies* (公司集團) has the meaning given by section 2(1) of the Companies Ordinance (of 2011);

holding company (控權公司) has the meaning given by section 12 of the Companies Ordinance (of 2011) [for the purposes of that Ordinance](#)¹¹⁰;

subsidiary (附屬公司) has the meaning given by section 14 of the Companies Ordinance (of 2011) for the purposes of that Ordinance.”.

Part 66

Amendments to Business Registration Ordinance (Cap. 310)

179. Section 2 amended (Interpretation)

(4) Section 2(1), definition of *non-Hong Kong company registration form*—

Repeal

¹⁰⁹ Item 32 / 第 32 項

¹¹⁰ Item 47 / 第 47 項

everything after “means”

Substitute

“a company registration application in the specified form referred to in section 764(4) of the Companies Ordinance (of 2011);”¹¹¹

182. Section 7A amended (Refund of prescribed business registration fees, prescribed branch registration fees or levies)

(2) After section 7A(3)(a)—

Add

“(ab) a company¹¹² incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);”.

(3) Section 7A(3)—

Repeal paragraph (b)

Substitute

“(b) a non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011);

(c) a company incorporated outside Hong Kong that has established a place of business in Hong Kong, but has ceased to have any such place of business before the repeal of Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 24¹¹³ of Schedule 9 to the Companies Ordinance (of 2011).”.

184. Section 9 amended (Exemption from payments of fees for small businesses)

Section 9(6)—

² ~~The English text is revised this way due to the wording in the Chinese text.~~

¹¹¹ Item 48 / 第 48 項

¹¹² Item 49 / 第 49 項

¹¹³ Item 32 / 第 32 項

Repeal

everything after “apply to”

Substitute

“—

- (a) any company which is incorporated in Hong Kong under—
 - (i) the Companies Ordinance (of 2011); or
 - (ii) a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);
- (b) any non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011); or
- (c) any company incorporated outside Hong Kong that has established a place of business in Hong Kong, but has ceased to have any such place of business before the repeal of Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 24¹¹⁴ of Schedule 9 to the Companies Ordinance (of 2011).”.

185. Section 16 amended (Exemptions)

Section 16(1)(c), proviso—

Repeal

everything after “apply to”

Substitute

“—

- (a) any company which is incorporated in

¹¹⁴ Item 32 / 第 32 項

Hong Kong under—

- (i) the Companies Ordinance (of 2011); or
 - (ii) a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011);
- (b) any non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011); or
- (c) any company incorporated outside Hong Kong that has established a place of business in Hong Kong, but has ceased to have any such place of business before the repeal of Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 24¹¹⁵ of Schedule 9 to the Companies Ordinance (of 2011);”.

187. Schedule 2 amended

- (2) Schedule 2, ~~item section~~¹¹⁶ 3(b)(i)—

Repeal

“application”

Substitute

“submission”.

Part 70

Amendments to Trade Unions Ordinance (Cap. 332)

194. Section 68 amended (Result of registration)

¹¹⁵ Item 32 / 第 32 項

¹¹⁶ Item 50 / 第 50 項

(2) Section 68(1)—

Repeal

“Companies Ordinance (Cap. 32) or the Co-operative Societies Ordinance (Cap. 33), as the case may be,”
[\(wherever appearing\)](#)¹¹⁷

Substitute

“relevant Ordinance”.

(3) After section 68(2)—

Add

“(3) For the purposes of this section—

relevant Ordinance (《有關條例》) means—

- (a) the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section [24](#)¹¹⁸ of Schedule 9 to the Companies Ordinance (of 2011);
- (b) the Co-operative Societies Ordinance (Cap. 33); or
- (c) the Companies Ordinance (of 2011).”.

Part 74

Amendment to Trading with the Enemy Ordinance (Cap. 346)

200. Section 2 amended (Interpretation)

Section 2(1), definition of *company*—

Repeal

¹¹⁷ Item 51 / 第 51 項

¹¹⁸ Item 32 / 第 32 項

“[section 2 of the Companies Ordinance](#)¹¹⁹ (Cap. 32)”

Substitute

“[section 2\(1\) of the Companies Ordinance](#)¹²⁰ (of 2011)”.

Part 80

Amendments to Protection of Wages on Insolvency Ordinance (Cap. 380)

207. Section 2 amended (Interpretation)

- f(3) Section 2, definition of *pay for untaken annual leave*, paragraph (a)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (4) Section 2, definition of *pay for untaken statutory holidays*, paragraph (a)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.¹²¹

Part 81

¹¹⁹ Item 52 / 第 52 項

¹²⁰ Item 52 / 第 52 項

³ ~~The amendment is put in place based on the assumption that the Protection of Wages on Insolvency (Amendment) Bill gets passed and that Ordinance comes into force before this Bill gets passed, and is subject to the final form of that Amendment Ordinance.~~

¹²¹ Item 53 / 第 53 項

Amendments to Ocean Park Corporation Ordinance (Cap. 388)

210. Section 2 amended (Interpretation)

Section 2, definition of *company*—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name Ocean Park Limited, under the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 42¹²² of Schedule 9 to the Companies Ordinance (of 2011);”.

Part 83

Amendment to Broadcasting (Miscellaneous Provisions)¹²³ Authority Ordinance (Cap. 391)

213. Section 22 amended (Investigation of licensee’s business)

Section 22(8)—

Repeal

“within the meaning of section 2 of the Companies Ordinance (Cap. 32)”

Substitute

“as defined by section 14 of the Companies Ordinance (of 2011) for the purposes of that Ordinance”.

Part 86

Amendments to Drug Trafficking (Recovery of

¹²² Item 32 / 第 32 項

¹²³ Item 54 / 第 54 項

Proceeds) Ordinance (Cap. 405)

216A. Section 17 amended (Winding up of company holding realisable property)

(1) Section 17(3)—

Repeal

“(Cap. 32)”

Substitute

“(_____ of 2011) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”¹²⁴

(2) Section 17(5), definition of *company*—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”¹²⁵

Part 87

Amendments to Drug Trafficking (Recovery of Proceeds) (Designated Countries and Territories) Order (Cap. 405 sub. leg. A)

218. Schedule 2 amended (Drug Trafficking (Recovery of Proceeds) Ordinance as modified)

(2) Schedule ~~2~~², section 17(5), definition of ~~*company*~~¹²⁶—

Repeal

“Companies Ordinance”

Substitute

¹²⁴ Item 55(I) / 第55(I)項

¹²⁵ Item 55(II) / 第55(II)項

¹²⁶ Item 56 / 第56項

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 91

Amendments to Merchant Shipping (Registration) Ordinance (Cap. 415)

223. Section 20 amended (Declarations by and on behalf of owners and demise charterers)

Section 20(1)(c) and (2)(b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹²⁷ of Schedule 9 to the Companies Ordinance (of 2011) or under Part 16 of the Companies Ordinance (of 2011)”.

224. Section 21 amended (Evidence on first registration)

Section 21(1)(b) and (3)(c), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹²⁸ of Schedule 9 to the Companies Ordinance (of 2011) or under Part 16 of the Companies Ordinance (of 2011)”.

Part 94

Amendments to Toys and Children’s Products Safety Regulation (Cap. 424 sub. leg. B)

231. Section 3 amended (Identification marking for children’s products)

¹²⁷ Item 32 / 第 32 項

¹²⁸ Item 32 / 第 32 項

Section 3(3)—

Repeal

“(Cap. 32)”

Substitute

“(_____ of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (_____ ~~xx~~¹²⁹ of 2011)”.

Part 95

Amendments to Occupational Retirement Schemes Ordinance (Cap. 426)

232. Section 2 amended (Interpretation)

(5) Section 2(1), definition of *subsidiary*, paragraph (b)—

Repeal

“so deemed to be a subsidiary of the employer were the employer a company within the meaning of the Companies Ordinance¹³⁰ (Cap. 32)”

Substitute

“by virtue of section 14 of the Companies Ordinance (_____ of 2011) a subsidiary of the employer were the employer a company as defined by section 2(1) of that Ordinance(_____ of 2011)¹³¹”.

~~[Part 100~~

~~Amendments to Air Transport (Licensing of Air Services) Regulations (Cap. 448 sub. leg. A)~~

¹²⁹ Item 57 / 第 57 項

¹³⁰ Item 58 / 第 58 項

¹³¹ Item 58 / 第 58 項

~~241. Regulation 15A amended (Corporate licensees' duties to provide audited financial statements and other information)~~

~~(1) Regulation 15A(3)(a) and (b), (5)(b), (6) and (7), Chinese text~~

Repeal

~~“控股公司” (wherever appearing)~~

Substitute

~~“控權公司”.~~

~~(2) Regulation 15A(8)~~

Repeal the definition of *holding company*

Substitute

~~“*holding company* (控權公司) has the meaning given by section 12 of the Companies Ordinance (of 2011).”⁴¹³²~~

Part 111

Amendments to Mandatory Provident Fund Schemes (General) Regulation (Cap. 485 sub. leg. A)

261. Section 109 amended (Approved trustee to lodge trustee's return with Authority)

Section 109(7)(a)—

Repeal

~~everything after “not a non-Hong Kong company,”~~

Substitute

⁴~~The amendment is put in place based on the assumption that the Air Transport (Licensing of Air Services) (Amendment) Regulation 2011 comes into force before this Bill gets passed.~~

“a copy of the financial statements, or the balance sheet and profit and loss account, of the company relating to the immediately preceding financial year of the company, together with a copy of the auditor’s report on the documents and a copy of the directors’ report for that year, all of which must be prepared in accordance with Part 9 of the Companies Ordinance (of 2011) or Part IV of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 24¹³³ of Schedule 9 to the Companies Ordinance (of 2011), as the case may be;”.

Part 112

Amendments¹³⁴ to Mandatory Provident Fund Schemes (Exemption) Regulation (Cap. 485 sub. leg. B)

262. Section 17 amended (Effect of exemption certificate and mandatory conditions)

Section 17(3)(c)—

Repeal

everything after “articles”

Substitute

“of association; or”.

Part 113

Amendments to Non-local Higher and Professional Education (Regulation) Ordinance (Cap. 493)

263. Section 38 amended (Notices)

(1) Section 38(1)(c)—

¹³³ Item 32 / 第 32 項

¹³⁴ Item 60 / 第 60 項

Repeal

“to which Part XI of the Companies Ordinance (Cap. 32) applies”

Substitute

“as defined by section 2(1) of the Companies Ordinance (of 2011)”.¹³⁵

(2) Section 38(3)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

Part 120

Amendment to Copyright Ordinance (Cap. 528)

272. Section 145 amended (Licensing schemes and licensing bodies)

Section 145(3)—

Repeal

“assigned to it by section 2 of the Companies Ordinance”¹³⁶ (Cap. 32)”

Substitute

“given by section 2(1) of the Companies Ordinance”¹³⁷ (of 2011)”.

Part 122

¹³⁵ Item 61 / 第 61 項

¹³⁶ Item 62 / 第 62 項

¹³⁷ Item 62 / 第 62 項

Amendments to Merchant Shipping (Local Vessels) (Certification and Licensing) Regulation (Cap. 548 sub. leg. D)

274. Section 2 amended (Interpretation)

Section 2(1), definition of *document of identification*—

Repeal paragraphs (b) and (c)

Substitute

- “(b) in relation to a company as defined by section 2(1) of the Companies Ordinance (of 2011), the certificate of incorporation issued in respect of the company under the Ordinance under which the company was formed and registered; or
- (c) in relation to a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011), the certificate of registration issued in respect of the company under the Ordinance under which the company was registered as a [registered](#)¹³⁸ non-Hong Kong company;”.

Part 123

Amendment to Merchant Shipping (Local Vessels) (General) Regulation (Cap. 548 sub. leg. F)

277. Section 51 amended (Notice of appointment of agent)

Section 51(5)—

Repeal paragraphs (b) and (c)

Substitute

- “(b) in relation to a company as defined by section 2(1) of the Companies Ordinance (of 2011), the certificate of incorporation issued in respect of the company under the Ordinance under which the company was formed and

registered; or

- (c) in relation to a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011), the certificate of registration issued in respect of the company under the Ordinance under which the company was registered as a registered¹³⁹ non-Hong Kong company.”.

Part 124

Amendment to Merchant Shipping (Local Vessels) (Safety and Survey) Regulation (Cap. 548 sub. leg. G)

278. Section 4 amended (Appointment of agent)

Section 4(4)—

Repeal paragraphs (b) and (c)

Substitute

- “(b) in relation to a company as defined by section 2(1) of the Companies Ordinance (of 2011), the certificate of incorporation issued in respect of the company under the Ordinance under which the company was formed and registered; or
- (c) in relation to a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2011), the certificate of registration issued in respect of the company under the Ordinance under which the company was registered as a registered¹⁴⁰ non-Hong Kong company.”.

Part 125

Amendments to Mass Transit Railway Ordinance (Cap. 556)

¹³⁹ Item 64 / 第 64 項

¹⁴⁰ Item 65 / 第 65 項

280. Section 2 amended (Interpretation)

(2) Section 2(1)—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~12~~¹⁴¹ of Schedule 9 to the Companies Ordinance (of 2011);”.

Part 129

**Amendments to Hong Kong Science and
Technology Parks Corporation Ordinance (Cap.
565)**

294. Section 2 amended (Interpretation)

(2) Section 2—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section ~~24~~¹⁴² of Schedule 9 to the Companies Ordinance (of 2011);”.

Part 131

**Amendments to Securities and Futures
Ordinance (Cap. 571)**

**306. Section 68 amended (Transfer and resumption of
functions of ~~the~~¹⁴³ Commission)**

¹⁴¹ Item 32 / 第 32 項

¹⁴² Item 32 / 第 32 項

¹⁴³ Item 66 / 第 66 項

(1) Section 68(2)(b)—

Repeal

“and”.

(2) Section 68(2)—

Repeal paragraph (c)

Substitute

“(c) Parts II and XII of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); and

(d) Part 5 of the Companies Ordinance (of 2011).”.

324. 修訂第 287 條(與法團有關連(內幕交易罪))

第 287(3)條 —

廢除

“的權益的人，而他 [所](#)¹⁴⁴擁有的權益的面值不少於該法團的有關股本的面值的 5%”

代以

“中股份總數的 5%或以上權益的人”。

346. Schedule 1 amended (Interpretation and general provisions)

(17) Schedule 1, Part 1, section 1—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section [24](#)¹⁴⁵ of Schedule 9 to the Companies Ordinance (of 2011);”.

¹⁴⁴ Item 67 / 第 67 項

¹⁴⁵ Item 32 / 第 32 項

350. Schedule 10 amended (Savings, transitional, consequential and related provisions, etc.)

(10) Schedule 10, after Part 4—

Add

“PART 5Part 5¹⁴⁶

Savings and Transitional Provisions Relating to Consequential Amendments to Securities and Futures Ordinance (Cap. 571) made by Companies Ordinance (of 2011)

1. During the period during which section 128(3) and section 129(3) of the relevant Ordinance have a continuing effect under Schedule 10 ~~toef~~¹⁴⁷ the Companies Ordinance (of 2011) in relation to accounts of a corporation, section 332(5), despite its repeal, continues to apply to a report prepared under section 332, in relation to any information of that corporation.
2. During the period during which section 128(3) and section 129(3) of the relevant Ordinance have a continuing effect under Schedule 10 ~~toef~~¹⁴⁸ the Companies Ordinance (of 2011) in relation to accounts of a corporation, section 336(11), despite its repeal, continues to apply to a register of interests in shares and short positions or an index of the names recorded in the register, in relation to any information of that corporation. Section 336(10)(b) is subject to section 336(11) during the period during which section 336(11) so continues to apply.
3. During the period during which section 128(3) and section 129(3) of the relevant Ordinance have a continuing effect under Schedule 10 ~~toef~~¹⁴⁹ the Companies Ordinance (of 2011) in relation to accounts of a corporation, section 352(12), despite its

¹⁴⁶ Item 68(I) / 第 68(I)項

¹⁴⁷ Item 68(II) / 第 68(II)項

¹⁴⁸ Item 68(II) / 第 68(II)項

¹⁴⁹ Item 68(II) / 第 68(II)項

repeal, continues to apply to a register of directors' and chief executives' interests and short positions or an index of the names recorded in the register, in relation to any information of that corporation. Section 352(11)(b) is subject to section 352(12) during the period during which section 352(12) so continues to apply.”.

Part 136

Amendments¹⁵⁰ to Securities and Futures (Levy) Rules (Cap. 571 sub. leg. AA)

356. Section 10 amended (Report)

(1) Section 10(2)(b)(i)—

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or the relevant Ordinance”.

Part 141

Amendments¹⁵¹ to Securities and Futures (Disclosure of Interests-Exclusions) Regulation (Cap. 571 sub. leg. AG)

365. Section 2 amended (Interpretation)

Section 2, Chinese text, definition of 有條件要約, paragraph (b)—

Repeal

“控股公司” (wherever appearing)

Substitute

¹⁵⁰ Item 69 / 第 69 項

¹⁵¹ Item 70 / 第 70 項

“控權公司”。

Part 146

Amendments to Land Titles Ordinance (Cap. 585)

380. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *company*, [paragraph \(a\)](#)¹⁵²—

Repeal

“(Cap. 32)”

Substitute

“(of 2011)”.

Part 147

Amendments to Financial Reporting Council Ordinance (Cap. 588)

385. Section 2 amended (Interpretation)

- (11) Section 2(1)—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section [24](#)¹⁵³ of Schedule 9 to the Companies Ordinance (of 2011);”.

Part 148

Amendments to Unsolicited Electronic Messages Ordinance (Cap. 593)

391. Section 44 amended (Service of notices for purposes of sections 34, 35, 36 and 38)

¹⁵² Item 71 / 第 71 項

¹⁵³ Item 32 / 第 32 項

Section 44(2)—

Repeal

“(Cap. 32) shall be deemed to have its usual place of business at its registered office for the purposes of that Ordinance, and any other organization shall be¹⁵⁴,”

Substitute

“(of 2011) is deemed to have its usual place of business at its registered office in Hong Kong, and any other organization is¹⁵⁵”.

Part 149

Amendment to Unsolicited Electronic Messages Regulation (Cap. 593 sub. leg. A)

392. Section 3 amended (Interpretation)

Section 3(2)—

Repeal

“(Cap. 32) shall be deemed to have its usual place of business at its registered office for the purposes of that Ordinance, and any other organization shall be¹⁵⁶,”

Substitute

“(of 2011) is deemed to have its usual place of business at its registered office in Hong Kong, and any other organization is¹⁵⁷”.

Part 155A

¹⁵⁴ Item 72 / 第 72 項

¹⁵⁵ Item 72 / 第 72 項

¹⁵⁶ Item 73 / 第 73 項

¹⁵⁷ Item 73 / 第 73 項

**Amendments to Anti-Money Laundering and
Counter-Terrorist Financing (Financial
Institutions) Ordinance (Cap. 615)**

**398A. Schedule 2 amended (Requirements Relating to Customer
Due Diligence and Record-keeping)**

(1) Schedule 2, section 1(1), definition of *identification document*—

Repeal paragraphs (b) and (c)

Substitute

“(b) in relation to a company as defined by section 2(1) of the Companies Ordinance (_____ of 2011), means the certificate of incorporation issued in respect of the company under the Ordinance under which the company was formed and registered; or

(c) in relation to a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (_____ of 2011), means the certificate of registration issued in respect of the company under the Ordinance under which the company was registered, as a registered non-Hong Kong company;”¹⁵⁸.

(2) Schedule 2, section 17(4), definition of *subsidiary*—

Repeal

“(Cap. 32)”

Substitute

“(_____ of 2011)”¹⁵⁹.

(3) Schedule 2, section 22(3), definition of *subsidiary undertaking*—

Repeal

“the Twenty-third Schedule to the Companies Ordinance (Cap. 32)”

¹⁵⁸ Item 74(I) / 第 74(I)項

¹⁵⁹ Item 74(II) / 第 74(II)項

Substitute

“Schedule 1 to the Companies Ordinance (_____ of 2011)”.¹⁶⁰

Part 157

Amendments to Hong Kong and China Gas Company (Transfer of Incorporation) Ordinance (Cap. 1022)

401. Section 2 amended (Interpretation)

(2) Section 2(2)—

Add in alphabetical order

“relevant Ordinance (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 24¹⁶¹ of Schedule 9 to the Companies Ordinance (_____ of 2011);”.

403. Section 4 amended (Deemed incorporation under Companies Ordinance)⁵¹⁶²

(1) Section 4, heading—

Repeal

“Companies Ordinance”

Substitute

“the relevant Ordinance”.

Part 177

Amendments to Standard Chartered Asia Limited Ordinance (Cap. 1136)

¹⁶⁰ Item 74(III) / 第 74(III)項

¹⁶¹ Item 32 / 第 32 項

⁵ ~~In the English text, “(Cap. 32)” is not in the loose leaf edition.~~

¹⁶² Item 75 / 第 75 項

427. Section 2 amended (Interpretation)

Section 2(1), definition of *excluded items*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 24¹⁶³ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 178

Amendments to Royal Bank of Scotland Ordinance (Cap. 1138)

430. Section 2 amended (Interpretation)

(2) Section 2(1), definition of *property*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 24¹⁶⁴ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 179

Amendments to The Spiritual Assembly of the Baha’is of Hong Kong Incorporation Ordinance (Cap. 1143)

432. Section 2 amended (Interpretation)

(3) Section 2—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 24¹⁶⁵ of Schedule 9 to the

¹⁶³ Item 32 / 第 32 項

¹⁶⁴ Item 32 / 第 32 項

¹⁶⁵ Item 32 / 第 32 項

Companies Ordinance (of 2011).”.

Part 180

Amendment to Rainier International Bank (Transfer of Hong Kong Undertaking) Ordinance (Cap. 1144)

434. Section 2 amended (Interpretation)

Section 2(1), definition of *Hong Kong undertaking*, paragraph (iv), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 24¹⁶⁶ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 181

Amendments to First Pacific Bank Limited Ordinance (Cap. 1146)

435. Section 2 amended (Interpretation)

Section 2(1), definition of *excluded property*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section 24¹⁶⁷ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 184

Amendments to Dao Heng Bank Limited Ordinance (Cap. 1152)

439. Section 2 amended (Interpretation)

¹⁶⁶ Item 32 / 第 32 項

¹⁶⁷ Item 32 / 第 32 項

Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁶⁸ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 186

Amendment to Middle East Finance International Limited (Transfer of Undertaking) Ordinance (Cap. 1154)

442. Section 2 amended (Interpretation)

Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁶⁹ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 187

Amendments to The Bank of Tokyo-Mitsubishi (Merger of Subsidiaries) Ordinance (Cap. 1161)

443. Section 2 amended (Interpretation)

Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁷⁰ of Schedule 9 to the Companies Ordinance (of 2011)”.

¹⁶⁸ Item 32 / 第 32 項

¹⁶⁹ Item 32 / 第 32 項

¹⁷⁰ Item 32 / 第 32 項

Part 189

Amendment to Lingnan University Ordinance (Cap. 1165)

446. Section 2 amended (Interpretation)

Section 2, definitions of *Lingnan Education Organization Limited* and *Lingnan University Alumni Association (Hong Kong) Limited*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁷¹ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 191

Amendments to Bank of China (Hong Kong) Limited (Merger) Ordinance (Cap. 1167)

448. Section 2 amended (Interpretation)

(1) Section 2(1), definition of *excluded property and liabilities*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁷² of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 192

Amendments to The Bank of East Asia, Limited Ordinance (Cap. 1168)

450. Section 2 amended (Interpretation)

¹⁷¹ Item 32 / 第 32 項

¹⁷² Item 32 / 第 32 項

Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁷³ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 194

**Amendments to The Bank of East Asia, Limited
(Merger) Ordinance (Cap. 1170)**

454. Section 2 amended (Interpretation)

Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁷⁴ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 195

**Amendments to CITIC Ka Wah Bank Limited
(Merger) Ordinance (Cap. 1171)**

456. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property and liabilities*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁷⁵ of Schedule 9 to the Companies Ordinance (of 2011)”.

¹⁷³ Item 32 / 第 32 項

¹⁷⁴ Item 32 / 第 32 項

¹⁷⁵ Item 32 / 第 32 項

- (2) Section 2(1), definition of *Registrar of Companies*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force on the day of the appointment”.

Part 196

Amendments to Dao Heng Bank Limited (Merger) Ordinance (Cap. 1172)

458. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁷⁶ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 197

Amendments to The Bank of East Asia, Limited (Merger of Subsidiaries) Ordinance (Cap. 1173)

460. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁷⁷ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 198

¹⁷⁶ Item 32 / 第 32 項

¹⁷⁷ Item 32 / 第 32 項

Amendments to Standard Chartered Bank (Hong Kong) Limited (Merger) Ordinance (Cap. 1174)

463. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property and liabilities*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁷⁸ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 199

Amendments to Wing Hang Bank, Limited (Merger) Ordinance (Cap. 1176)

465. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force from time to time before the commencement date of section ~~24~~¹⁷⁹ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 200

Amendments to Citibank (Hong Kong) Limited (Merger) Ordinance (Cap. 1177)

468. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property and liabilities*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

Add

¹⁷⁸ Item 32 / 第 32 項

¹⁷⁹ Item 32 / 第 32 項

“as in force from time to time before the commencement date of section 24¹⁸⁰ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 201

Amendments to Industrial and Commercial Bank of China (Asia) Limited (Merger) Ordinance (Cap. 1178)

471. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)” —

Add

“as in force from time to time before the commencement date of section 24¹⁸¹ of Schedule 9 to the Companies Ordinance (of 2011)”.

Part 202

Amendments to Legal Services Legislation (Miscellaneous Amendments) Ordinance 1997 (94 of 1997)

473. Section 2 amended (Part added)

- (1) Section 2, the new section 7B, definition of *company* —

Repeal

“(Cap. 32)”

Substitute

“(of 2011) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2011)”.¹⁸²

¹⁸⁰ Item 32 / 第 32 項

¹⁸¹ Item 32 / 第 32 項

¹⁸² Item 76(I)(i) / 第 76(I)(i)項

(2) Section 2, the new section 7B, definition of *shares*—

Repeal

“(Cap. 32)”

Substitute

“(_____ of 2011)”.¹⁸³

(3) Section 2, the new section 7C(4)—

Repeal

“(Cap. 32)”

Substitute

“(_____ of 2011)”.¹⁸⁴

(4) Section 2, the new section 7E, heading—

Repeal

“**memorandum or**”.¹⁸⁵

(5) Section 2, the new section 7E(1)(a)—

Repeal

“**memorandum or**”.¹⁸⁶

(6) Section 2, the new section 7F(2)—

Repeal

“(Cap. 32)”

Substitute

“(_____ of 2011)”.¹⁸⁷

¹⁸³ Item 76(I)(ii) / 第 76(I)(ii)項

¹⁸⁴ Item 76(II) / 第 76(II)項

¹⁸⁵ Item 76(III) / 第 76(III)項

¹⁸⁶ Item 76(III) / 第 76(III)項

¹⁸⁷ Item 76(IV) / 第 76(IV)項

(7) Section 2, the new section 7G(1)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.¹⁸⁸

(8) Section 2, the new section 7G(2)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”.¹⁸⁹

(9) Section 2, the new section 7H(1)(b)—

Repeal

“memorandum or”.¹⁹⁰

(10) Section 2, the new section 7K, heading—

Repeal

“memorandum and”.¹⁹¹

(11) Section 2, the new section 7K—

Repeal

“memorandum and”.¹⁹²

474. Section 5 amended (Sections added)

¹⁸⁸ Item 76(V) / 第 76(V)項

¹⁸⁹ Item 76(V) / 第 76(V)項

¹⁹⁰ Item 76(VI) / 第 76(VI)項

¹⁹¹ Item 76(VII) / 第 76(VII)項

¹⁹² Item 76(VII) / 第 76(VII)項

Section 5, the new section 39BB(2), definition of *debentures*—

Repeal

“(Cap. 32)”

Substitute

“(_____ of 2011)”.¹⁹³

Part 203

Amendments to Air Transport (Licensing of Air Services) (Amendment) Regulation 2011 (L.N. 158 of 2011)

475. Section 7 amended (Regulations 6 and 7 substituted)

Section 7, the new regulation 6(6), definition of *related undertaking*, paragraph (a)—

Repeal

“the Twenty-third Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“Schedule 1 to the Companies Ordinance (_____ of 2011)”.¹⁹⁴ _

476. Section 17 amended (Regulations 15A to 15F added)

(1) Section 17, Chinese text, the new regulation 15A(3)(a) and (b), (5)(a) and (b), (6) and (7)—

Repeal

“控股公司” (wherever appearing)

Substitute

¹⁹³ Item 77 / 第 77 項

¹⁹⁴ Item 78 / 第 78 項

“控權公司”.¹⁹⁵

(2) Section 17, the new regulation 15A(8)—

Repeal the definition of *holding company*

Substitute

“*holding company* (控權公司) has the meaning given by section 12 of the Companies Ordinance (_____ of 2011) for the purposes of that Ordinance.”.¹⁹⁶

Part 204

Amendments to Lifts and Escalators Ordinance (8 of 2012)

477. Section 149 amended (Service of notices etc.)

Section 149(1)(c)—

Repeal

“(Cap. 32)”

Substitute

“(_____ of 2011)”.¹⁹⁷

¹⁹⁵ Item 79(I) / 第 79(I)項

¹⁹⁶ Item 79(II) / 第 79(II)項

¹⁹⁷ Item 80 / 第 80 項