

《公司條例草案》委員會
《公司條例草案》附表 10—過渡性條文及保留條文
委員會審議階段修正案

下表載述政府當局就《公司條例草案》附表 10(“過渡性條文及保留條文”)擬議提出的委員會審議階段修正案。政府當局在擬訂這些修正案時，考慮了議員、各團體／代表及立法會法律顧問的意見。該等修正案的標示文本按數序排列，現載於附件以供參閱。

本列表所採用的縮寫如下：

法案委員會：《公司條例草案》委員會

草案：《公司條例草案》

《公司條例》：《公司條例》(第 32 章)

修正案：委員會審議階段修正案

《公司(清盤及雜項條文)條例》：草案生效後的《公司(清盤及雜項條文)條例》(第 32 章)

《前身條例》：在附表 9 第 2 條的生效日期前不時有效的《公司條例》(第 32 章)

處長：公司註冊處處長

項目	有關條文	擬議的 委員會審議階段修正案	備註
第 2 部 — 為第 2 部作的過渡性安排及保留安排			
1	第 2 條 處長的職位	加入新訂的第 2(3)條，以訂明“The place directed or last directed by the Chief Executive under section 303(1) of the predecessor Ordinance before the commencement date of section 20 is to be regarded as the place that has been	<ul style="list-style-type: none"> 提出這項修正案，旨在就公司註冊處的延續性訂定條文。

項目	有關條文	擬議的 委員會審議階段修正案	備註
		designated under section 20(3)”。	
第 3 部 — 為第 3 部作的過渡性安排及保留安排			
2	第 3 條 申請組成公司	把第 3(2)條修訂為“Sections 4, 5, 6, 9, 10, 11, 12, 14, 14A, 15, 16, 18, 18A, 20, 23, and 24 and 304(1) and (2) of the predecessor Ordinance, paragraphs (a) and (aa) of Part I of the Eighth Schedule to the of the predecessor Ordinance, Tables A, B, C, D and E in the First Schedule...”。	<ul style="list-style-type: none"> • 《公司條例》第 304(1)及(2)條和附表 8 第 I 部關乎在公司成立為法團時／就公司成立為法團一事須向處長繳付的費用，以及其他事宜。 • 草案第 21 部會加入有關費用的一般保留條文(註：擬為第 902(3A)條)，以述明在緊接被廢除前有效的《公司條例》第 304(1)及(2)條和附表 8，繼續就根據被草案廢除但按草案附表 10 或其他原因而具有持續效力的《前身條例》條文須繳付的費用而適用。 • 在本保留條文已不需要特別提述《公司條例》第 304(1)及(2)條，以及附表 8 第 I 部，因為新訂的第 902(3A)條已載有相關提述。
3	第 6 條 公司宗旨的修改	加入新訂的第 6(2)條，以訂明 “Item 1(a) of Schedule 1 to the Companies (Fees and Percentages) Order (Cap. 32 sub. leg. C), as in force immediately before its repeal, continues to apply in relation to a petition to confirm an alteration in a memorandum presented under section 8 of the predecessor Ordinance having a continuing	<ul style="list-style-type: none"> • 根據第 32 章某些條文(包括第 8 條)展開法律程序所須繳付的法院費用，載於《公司(費用及百分率)令》(第 32C 章)附表 1。 • 第 32C 章會在《公司(清盤及雜項條文)條例》中保留。我們相應修訂第 32C 章附表 1，以草案的相應條文取代對《公司條例》現

項目	有關條文	擬議的 委員會審議階段修正案	備註
		effect under subsection (1).”。	<p>行條文的提述。基於這些相應修訂，第 32C 章經修訂的附表 1 所載的法院費用指明款額，不適用於公司在過渡期內根據草案附表 10(過渡性條文及保留條文)所保留的條文提起的法律程序。</p> <ul style="list-style-type: none"> 提出這項修正案，旨在訂立適當的過渡性及保留條文，以保留公司在過渡期內或會根據第 32 章第 8 條提起法律程序所須繳付的費用。
4	第 12 條 無限期重新 註冊為有限公 司	把第 12(2)條修訂為“Sections 19(1), (2), (3), (4) and (5); <u>and</u> 117 and 304(1) and (2) of the predecessor Ordinance and the Eighth Schedule to that Ordinance , as in force immediately before their repeal...”。	<ul style="list-style-type: none"> 請參閱上文第 2 項。
第 4 部 — 為第 4 部作的過渡性安排及保留安排			
5	第 15 條 董事行使權力 配發股份或授 予權利	刪除附註，並把“...before the commencement date of the Companies (Amendment) Ordinance 1984 (6 of 1984).”修訂為“before 31 August 1984.”。	<ul style="list-style-type: none"> 有關現行草案 37 個附註的詳細修訂建議，載於二零一二年四月十日討論的立法會 CB(1)1295/11-12(02)號文件“《公司條例草案》中的‘附註’和‘例子’”。刪除附表 10 第 15 條的附註，改而在條文內載列有關資料的建議，獲議員通過。

項目	有關條文	擬議的 委員會審議階段修正案	備註
6	第 17 條 分配申報表	刪除第 17(2)條。	<ul style="list-style-type: none"> 財政司司長在二零一二年二月一日發表的《二〇一二至一三年度政府財政預算案》演辭中建議，取消向本地公司徵收股本註冊費。《2012 年公司條例(修訂附表 8)令》會在二零一二年六月一日實施，以取消現時《公司條例》所訂的股本註冊費。我們須提出修正案，以便在草案中實施這項建議。 附表 10 的下述條文關乎根據草案徵收股本註冊費一事，因此須予廢除，詳情如下： <ul style="list-style-type: none"> <u>第 17(2)條</u> 這條條文保留以下責任：公司在草案生效後登記分配申報表，須就草案生效前配發股份繳付“股本註冊費”。 <u>第 27 條</u> 這條條文訂明，在草案生效後，原有公司若符合某些條件，可就增加其已發行股本獲豁免繳付“股本註冊費”。 <u>第 28(2)條</u> 這條條文保留以下責任：公司在草案生效後登記關於股本增加的通知，須就其根據在草案生效前通過的決議而增加名義股本繳付“股
7	第 27 條 原有公司增加其已發行股本可獲豁免繳費	刪除第 27 條。	
8	第 28 條 關於股本增加的通知	刪除第 28(2)條。	

項目	有關條文	擬議的 委員會審議階段修正案	備註
			本註冊費”。
9	第 30 條 更改類別的權利：有股本的公司	加入新訂的第 30(2)條，以訂明“Item 2(a) of Schedule 1 to the Companies (Fees and Percentages) Order (Cap. 32 sub. leg. C), as in force immediately before its repeal, continues to apply in relation to an application made under section 64 of the predecessor Ordinance having a continuing effect under subsection (1).”。	<ul style="list-style-type: none"> • 根據《公司條例》某些條文(包括第 64 條)展開法律程序所須繳付的法院費用，載於《公司(費用及百分率)令》(第 32C 章)附表 1。 • 第 32C 章會在《公司(清盤及雜項條文)條例》中保留。我們相應修訂第 32C 章附表 1，以草案的相應條文取代對《公司條例》現行條文的提述。基於這些相應修訂，第 32C 章經修訂的附表 1 所載的法院費用指明款額，不適用於公司在過渡期內根據草案附表 10(過渡性條文及保留條文)所保留的條文提起的法律程序。 • 提出這項修正案，旨在訂立適當的過渡性及保留條文，以保留公司在過渡期內或會根據第 32 章第 64 條提起法律程序所須繳付的費用。
10	第 33 條 關於後備股本的條文的廢除	把條文修訂為“The repeal of sections <u>52 and 56</u> of the predecessor Ordinance...under that <u>those</u> sections...”。	<ul style="list-style-type: none"> • 提出這項修正案，旨在使《公司條例》第 52 及 56 條的廢除，不會影響在草案生效前根據該等條文通過的決議的效力。

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			<ul style="list-style-type: none"> 立法會 CB(1)1033/11-12(02)號文件載有經修訂的附表 9，而《公司條例》第 52 及 56 條會根據該附表第 30 條予以廢除。不過，現時附表 10 第 33 條只保存根據《公司條例》第 56 條而非第 52 條通過的決議的效力。
11	第 39 條 股份溢價帳的 貸方結餘的運 用	<p>(I) 刪除第 39(1)(c)條的附註，並把該條中“...before the commencement date of the Companies (Amendment) Ordinance 1991 (77 of 1991).”修訂為“...before 1 September 1991.”。</p> <p>(II) 把第 39(2) 條中 “...after the commencement date of the Companies (Amendment) Ordinance 1991 (77 of 1991)...”修訂為“...after 1 September 1991...”。</p>	<ul style="list-style-type: none"> 有關現行草案 37 個附註的詳細修訂建議，載於二零一二年四月十日討論的立法會 CB(1)1295/11-12(02)號文件“《公司條例草案》中的‘附註’和‘例子’”。刪除附表 10 第 39(1)(c)條的附註，改而在條文內載列有關資料的建議，獲議員通過。 與根據第(I)項修訂的第 39(1)(c)條所用字眼劃一。
第 5 部 — 為第 5 部作的過渡性安排及保留安排			
12	第 43 條 原訟法庭確認 的股本減少	(I) 把第 43(1)條修訂為“Section 58 (so far as it relates to a reduction of share capital) and sections 59 to 63 of the predecessor Ordinance <u>and Order 102 of the Rules of the High Court (Cap. 4 sub. leg. A)</u> , as in force immediately	<ul style="list-style-type: none"> 這些修正案是因應立法會法律顧問的意見而提出的。 附表 10 第 43 條訂明，根據《公司條例》第 58(1)條提出的，要求法院認許股本減少的申

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		<p>before their repeal <u>the commencement date of Subdivision 3 of Division 3 of Part 5</u>, continue to apply in relation to a resolution for reducing share capital that was passed under section 58(1) of the predecessor Ordinance immediately before the <u>that commencement date of Subdivision 3 of Division 3 of Part 5</u>.”。</p>	<p>請，可根據該條例的有關條文繼續進行。不過，該條文沒有明確提述減少“股份溢價”或“資本贖回儲備”的事宜。</p> <ul style="list-style-type: none"> • 法律顧問關注到，如根據《高等法院規則》(第 4 章，附屬法例 A)第 102 號命令有關減少“股份溢價”及“資本贖回儲備”的法律程序在草案開始實施時正在進行，申請人是否須把呈請由減少“股份溢價”及“資本贖回儲備”改為減少“股本”，這一點並不清晰。
		<p>(II) 加入新訂的第 43(1A)條，以訂明在緊接第 5 部第 3 分部第 3 次分部的生效日期前有效的《前身條例》第 58 至 63 條，以及《高等法院規則》(第 4 章，附屬法例 A)第 102 號命令，繼續就以下決議而適用：根據在緊接第 5 部第 3 分部第 3 次分部的生效日期前有效的《前身條例》第 58(1)條，通過的關乎減少股份溢價或資本贖回儲備的決議。</p>	
		<p>(III) 加入新訂的第 43(1B)條，以訂明在緊接被廢除前有效的《公司(費用及百分率)令》(第 32C 章)附表 1 第 1(b)項所載列的費用繼續就以下決議而適用：按根據本條第(1)款或新訂第(1A)款具有持續效力的《前身條例》第 59</p>	<ul style="list-style-type: none"> • 根據《公司條例》某些條文(包括第 59 條)展開法律程序所須繳付的法院費用，載於《公司(費用及百分率)令》(第 32C 章)附表 1。 • 第 32C 章會在《公司(清盤及雜項條文)條例》中保留。我們相應修訂第 32C 章附表

項目	有關條文	擬議的 委員會審議階段修正案	備註
		條通過的、關乎減少股本、股份溢價或資本贖回儲備的決議。	<p>1，以草案的相應條文取代對《公司條例》現行條文的提述。基於這些相應修訂，第 32C 章經修訂的附表 1 所載的法院費用指明款額，不適用於公司在過渡期內根據草案附表 10(過渡性條文及保留條文)所保留的條文提起的法律程序。</p> <ul style="list-style-type: none"> • 因此，我們須加入適當的過渡性及保留條文，以保留公司在過渡期內根據《公司條例》第 59 條提起法律程序所須繳付的費用。
13	第 45 條 在生效日期前發行的可贖回股份	刪除第 45 條的附註，並把該條中“...before the commencement date of the Companies (Amendment) Ordinance 1991 (77 of 1991)...”修訂為“...before 1 September 1991...”。	<ul style="list-style-type: none"> • 有關現行草案 37 個附註的詳細修訂建議，載於二零一二年四月十日討論的立法會 CB(1)1295/11-12(02)號文件“《公司條例草案》中的‘附註’和‘例子’”。刪除附表 10 第 45 條的附註，改而在條文內載列有關資料的建議，獲議員通過。
14	第 46 條 公司沒有贖回或回購股份的后果	刪除第 46 條的附註，並把該條中“...before the commencement date of the Companies (Amendment) Ordinance 1991 (77 of 1991).”修訂為“...before 1 September 1991.”。	<ul style="list-style-type: none"> • 有關現行草案 37 個附註的詳細修訂建議，載於二零一二年四月十日討論的立法會 CB(1)1295/11-12(02)號文件“《公司條例草案》中的‘附註’和‘例子’”。刪除附表 10 第 46 條的附註，改而在條文內載列有關資料的建議，獲議員通過。

項目	有關條文	擬議的 委員會審議階段修正案	備註
第 6 部 — 為第 6 部作的過渡性安排及保留安排			
15	第 49 條 就某些分派而對《前身條例》作的保留	刪除第 49(2)(b)(ii)及(iii)條。	<ul style="list-style-type: none"> • 立法會法律顧問在二零一一年十一月十一日的法案委員會會議上提出意見，這項修正案是因應其意見而提出的。 • 訂立附表 10 第 49(2)(b)(ii)及(iii)條，目的是在《公司條例》第 79J 條於草案生效後繼續適用的情況下，把草案第 5 部第 4 分部所述用作回購股份的利潤列為第 79J 條中的“相繼分發”。 • 不過，我們注意到，第 79J(2)(d)條的概括性應足以涵蓋上述情況，因此第 49(2)(b)(ii)及(iii)條可予刪除。
第 7 部 — 為第 7 部作的過渡性安排及保留安排			
16	新訂的第 50A 條 Register of debenture holders	加入新訂的第 50A 條，以就債權證持有人登記冊的延續性訂定條文。	<ul style="list-style-type: none"> • 這項修正案是因應立法會法律顧問的意見而提出的。法律顧問認為應就草案中不同類別的登記冊訂定延續條文。我們認為一致地將這些條文載於附表 10 是較理想的做法。
17	第 52 條	把附表 10 第 52 及 53 條中“Section...(4), (5) and (6) of the predecessor Ordinance,	<ul style="list-style-type: none"> • 提出這項修正案，旨在使《前身條例》第 348C(3)條亦繼續就以下要求而適用：有關公

項目	有關條文	擬議的 委員會審議階段修正案	備註
	查閱債權證持有人登記冊的權利	as in force immediately before its repeal...”修訂為“Section...(4), (5) and (6) and <u>348C(3)</u> of the predecessor Ordinance, as in force immediately before its <u>their</u> repeal...”。	司在草案第 306 條的生效日期前收到的、關乎查閱債權證持有人登記冊的要求。
18	第 53 條 獲提供債權證持有人登記冊文本的權利		<ul style="list-style-type: none"> 《前身條例》第 348C(3)條訂明，公司如以非可閱形式儲存紀錄或登記冊，則須履行准許查閱紀錄的責任，即准許查閱紀錄或其有關部分的可閱形式複製本或提供該複製本。
19	第 55 條 公司告知最近一次作出更改的日期	刪除第 55 條。	<ul style="list-style-type: none"> 第 55 條旨在訂明，某人如在草案生效前要求查閱債權證持有人登記冊，或獲提供該登記冊的文本，則有關公司須將最近一次對該登記冊作出更改的日期告知該人。 經檢討後，我們認為《公司條例》的條文應繼續適用於在草案生效前提出的要求。因此，附表 10 第 55 條應予刪除。 這亦使有關債權證持有人登記冊的規定與第 12 部中有關成員登記冊的規定一致。
第 8 部 — 為第 8 部作的過渡性安排及保留安排			
20	新訂的第 72A 條 Register of	加入新訂的第 72A 條，以就押記登記冊的延續性訂定條文。	<ul style="list-style-type: none"> 這項修正案是因應立法會法律顧問的意見而提出的。法律顧問認為應就草案中不同類別的登記冊訂定延續條文。我們認為一致地將

項目	有關條文	擬議的 委員會審議階段修正案	備註
	charges		這些條文載於附表 10 是較理想的做法。
21	新訂的第 72B 條 Notifying Registrar of place where copies of instruments creating charges are kept	加入新訂的第 72B 條，以訂明《前身條例》第 88(4)條繼續適用於以下責任：在草案第 350 條的生效日期前產生的、公司或非香港公司根據第 88(3)條須就備存設立押記的文書副本的地方或該地方的更改，向處長送交通知的責任。	<ul style="list-style-type: none"> 類似的過渡性條文見於附表 10 第 51 條，該條訂明有關將備存債權證持有人登記冊的地方通知處長的規定。
22	新訂的第 72C 條 Notifying Registrar of place where register of charges is kept	加入新訂的第 72C 條，以訂明《前身條例》第 89(4)及(5)條繼續適用於以下責任：在草案第 353 條的生效日期前產生的、公司或非香港公司根據第 89(3)條須就備存押記登記冊的地方或該地方的更改，向處長送交通知的責任。	<ul style="list-style-type: none"> 類似的過渡性條文見於附表 10 第 51 條，該條訂明有關將備存債權證持有人登記冊的地方通知處長的規定。
23	新訂的第 72D 條 Right to inspect copies of instruments	加入新訂的第 72D 條，以訂明《前身條例》第 90 及 348C(3)條繼續適用於以下責任：在草案第 354 條的生效日期前產生的、公司或非香港公司須讓人查閱設立押記的文書副本或押記登記冊的責任。	<ul style="list-style-type: none"> 類似的過渡性條文見於附表 10 第 52 條，該條訂明有關讓人查閱債權證持有人登記冊的規定。 請參閱第 17 及 18 項有關須保留《前身條

項目	有關條文	擬議的 委員會審議階段修正案	備註
	creating charges and register of charges		例》第 348C(3)條的備註。
第 9 部 — 為第 9 部作的過渡性安排及保留安排			
24	第 75 條 帳目及董事報告書	<p>(I) 把第 75(1)條修訂為“Sections...161A and, 161B, 161BA and 161BB of, and the Tenth Schedule to, the predecessor Ordinance...”。</p> <p>(II) 把第 75(2) 條 修 訂 為 “...that commencement date as if paragraph (b) of that section were omitted. had been substituted by “(b) extend the period of 6 and 9 months referred to in subsection (1A) up to the company’s primary accounting reference date under section 365(1) of the Companies Ordinance (of 2011).””。</p> <p>(III) 加入新訂的第 75(2A)條，以訂明“If the Court makes an order under section 122(1B) of the predecessor Ordinance having a continuing effect under subsection (2), the accounts to</p>	<ul style="list-style-type: none"> 第 161BA 及 161BB 條是與《公司條例》第 161B 條所述的類似貸款和信貸交易有關的進一步條文。為了使條文的意思清晰和完整，第 161BA 及 161BB 條也應予保留。 經檢討後，我們認為，第 75(2)條原文所提述把 6 個月及 9 個月兩段期限延長的條文並不合宜。如未能按《公司條例》的規定提交帳目，關乎過渡財政年度的帳目，須以根據第 365(1)(b)條釐定的日期為結算日期。 參閱上文第(II)項。

項目	有關條文	擬議的 委員會審議階段修正案	備註
		be laid at the meeting concerned must be made up to the company's primary accounting reference date under section 365(1)(b) of the Companies Ordinance (of 2012).”。	
25	新訂的第 81A 條 Right to inspect register referred to in section 161BB(1) of predecessor Ordinance	加入新訂的第 81A 條，以就類似貸款及信貸交易等的登記冊的延續性訂定條文。	<ul style="list-style-type: none"> 這項修正案是因應立法會法律顧問的意見而提出的。法律顧問認為應就草案中不同類別的登記冊訂定延續條文。我們認為一致地將這些條文載於附表 10 是較理想的做法。
26	新訂的第 81B 條 Right to inspect register kept under section 161BB(2) of predecessor Ordinance	加入新訂的第 81B 條，以訂明“Sections 161BB(5), (7) and (8) and 348C(3) of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a request received by the company before the commencement date of section 378C for inspecting a register kept under section 161BB(2) of the predecessor Ordinance.”。	<ul style="list-style-type: none"> 提出這修正案，旨在與附表 10 有關不同類別登記冊的第 52、104(2)及 105 條劃一。 請參閱第 17 及 18 項有關須保留《前身條例》第 348C(3)條的備註。

項目	有關條文	擬議的 委員會審議階段修正案	備註
27	新訂的第 81C 條 Right to obtain copy of register kept under section 161BB(2) of predecessor Ordinance	加入新訂的第 81C 條，以訂明“Section 161BB(6), (7) and (8) and 348C(3) of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a request received by the company before the commencement date of section 378C for a copy of the register kept under section 161BB(2) of the predecessor Ordinance.”。	<ul style="list-style-type: none"> • 提出這項修正案，旨在與附表 10 有關不同類別登記冊的第 53、54 及 104(3)條劃一。 • 請參閱第 17 及 18 項有關須保留《前身條例》第 348C(3)條的備註。
第 10 部 — 為第 10 部作的過渡性安排及保留安排			
28	第 83 條 須有最少一名 自然人董事	把第 83(4)條修訂為“ <u>If the company mentioned in subsection (3) enters into an accounting transaction, that subsection</u> (3) ceases to have effect on and after the date of the accounting transaction”。	<ul style="list-style-type: none"> • 立法會法律顧問認為，有需要釐清條文的用意，即附表 10 第 83(4)條所述的“the company”(上述公司)指附表 10 第 83(3)條所述的公司，我們遂因應其意見提出這項修正案。
29	第 88 條 董事會議的紀錄	把第 88(2)條修訂為“...if they have been kept for at least 20 <u>10</u> years from the date of the meeting.”，以及把第 88(4)條修訂為“...if the record has been kept for at least 20 <u>10</u> years from the date of the decision.”。	<ul style="list-style-type: none"> • 這項修正案是依照草案第 12 部第 608(2)條的修正案而提出的，旨在把年期由 20 年改為 10 年。 • 法案委員會委員認為 20 年的年期過長。第 608(2)條的修正案是因應他們的關注而提出的。

項目	有關條文	擬議的 委員會審議階段修正案	備註
第 12 部 — 為第 12 部作的過渡性安排及保留安排			
30	第 101 條 周年成員大會	把第 101(5)(a) 條修訂為 “...in section 600(7) <u>and (9)</u> , there were substituted the words...”。	<ul style="list-style-type: none"> 立法會法律顧問認為，為附表 10 第 101(5)條的目的，第 600(9)條中的字句須予取代。我們遂因應其意見提出這項修正案。
31	第 102 條 決議及會議的紀錄	修訂第 102 (2) 條為 “...at least 20 —10 years...”。	<ul style="list-style-type: none"> 這項修正案是依照草案第 12 部第 608(2)條的修正案而提出的，旨在把年期由 20 年改為 10 年。 法案委員會委員認為 20 年的年期過長。第 608(2)條的修正案是因應他們的關注而提出的。
32	新訂的第 102A 條 Right to inspect records or resolution and meetings	加入新訂的第 102A 條，以訂明在緊接被廢除前有效的《前身條例》第 120(1)、(3)及(4)條及第 348C(3)條，繼續適用於有關公司在第 610 條的生效日期前收到的、關乎以下方面的要求：(a)查閱載有該公司成員大會的議事程序紀錄的簿冊；(b)查閱根據第 32 章第 116B(7)條作出的紀錄；以及(c)查閱根據第 32 章第 116BC(3)條作出的紀錄。	<ul style="list-style-type: none"> 提出這項修正案，旨在與附表 10 第 104(2)及 105 條劃一。
33	新訂的第	加入新訂的第 102B 條，以訂明在緊接被廢除前有效的《前身條例》第 120(2)、	<ul style="list-style-type: none"> 提出這項修正案，旨在與附表 10 第 53、54

項目	有關條文	擬議的 委員會審議階段修正案	備註
	102B 條 Right to obtain copy of records of resolutions and meetings	(3)及(4)條及第 348C(3)條，繼續適用於有關公司在第 610 條的生效日期前收到的、關乎獲提供以下文本的要求：(a)載有該公司成員大會的議事程序紀錄的簿冊的文本；(b)根據第 32 章第 116B(7)條所作紀錄的文本；以及(c)根據第 32 章第 116BC(3)條所作紀錄的文本。	及 104(3)條劃一。
34	第 103 條 對某類別成員的會議的適用範圍	刪除第 103(2)條。	<ul style="list-style-type: none"> 立法會法律顧問認為，附表 10 第 90 條已就第 103(2)條所述的事宜訂定條文，我們遂因應其意見提出這項修正案。
35	第 104 條 成員登記冊	<p>(I) 修訂第 104(1)條為“On <u>and</u> or after the commencement date of section 617...”。</p> <p>(II) 把第 104(2)及(3)條中“Section ... (3) and (4) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply ...”修訂為“<u>Sections</u> ... (3) and (4) and <u>348C(3)</u> of the predecessor Ordinance, as in force immediately before—its <u>their</u> repeal, continues to apply...”。</p>	<ul style="list-style-type: none"> 這條文應為“on <u>and</u> after”而非“on <u>or</u> after”。 加入對《前身條例》第 348C(3)條的提述，因為該條文適用於查閱根據《公司條例》須備存的任何登記冊、索引或會議紀錄冊和提供這些文件的文本。

項目	有關條文	擬議的 委員會審議階段修正案	備註
36	第 105 條 查閱董事及秘書登記冊	把第 105 條修訂為“Sections 158(7), (8) and (9) and <u>348C(3)</u> of the predecessor Ordinance, as in force immediately before its <u>their</u> repeal, continues to apply...”。	<ul style="list-style-type: none"> 參閱上文第 35(II)項。
37	第 106 條 董事登記冊	修訂第 106 條為“On <u>and</u> or after the commencement date of section 632...”。	<ul style="list-style-type: none"> 參閱上文第 35(I)項。
38	第 107 條 Particulars to be registered <u>in register of directors</u>	(I) 把第 107 條的標題修訂為“Particulars to be registered <u>in register of directors</u> ”。	<ul style="list-style-type: none"> 提出這項修正案，旨在使條文更為清晰。
		(II) 把第 107(5)及(5)(a)條修訂為“In the case of <u>a director or reserve director of an existing company who is a natural person, the address of the company’s registered office</u> ——(a) the relevant existing address of a director or reserve director is to be regarded, on <u>and</u> or after the commencement date of section 634, as the correspondence address of the <u>a</u> director or reserve director. ; <u>and</u> ”。	<ul style="list-style-type: none"> 由於第 2 部的修正案把公司註冊辦事處的地址推定為董事或備任董事的通訊地址，我們遂提出這項修正案。 加入對“自然人”的提述，旨在釐清該推定條文不適用於法人團體董事的地址。 有關“on <u>and</u> or after the commencement date”的修訂，參閱上文第 35(I)項
		(III) 刪除第 107(5)(b)、107(6)、(7)及(8)	<ul style="list-style-type: none"> 鑑於上文第(II)項的推定條文，該等條文無須

項目	有關條文	擬議的 委員會審議階段修正案	備註
		條。	保留。
		(IV) 把第 107(9)條修訂為“The operation of subsections (5), (6), (7) and (8) does not...”。	<ul style="list-style-type: none"> 這項修正案是因應上文第(III)項刪除該等條文而提出的。
39	第 108 條 關於須登記的 詳情的補充條 文	把第(1)款修訂為“...any entry relating to a shadow director <u>who is deemed to be a director of the company under section 158(10)(a) of the predecessor Ordinance.</u> ”。	<ul style="list-style-type: none"> 立法會法律顧問認為，幕後董事應為根據《公司條例》第 158(10)(a)條被推定為董事者，我們遂因應其意見提出這項修正案。
40	第 109 條 公司秘書登記 冊	修訂第 109 條為“On <u>and</u> or after the commencement date of section 639...”。	<ul style="list-style-type: none"> 參閱上文第 35(I)項。
41	第 110 條 <u>Particulars to be registered in register of company secretaries</u>	<p>(I) 把第 110 條的標題修訂為“<u>Particulars to be registered in register of company secretaries</u>”。</p> <p>(II) 修訂第 110(5)及 110(5)(a)條，述明“<u>In the case of a company secretary of an existing company who is a natural person, the address of the company’s registered office—the relevant existing address is to be regarded, on</u></p>	<ul style="list-style-type: none"> 提出這項修正案，旨在使條文更為清晰。 見上文第 38(II)項。 加入對“自然人”的提述，旨在釐清該推定條文不適用於屬法人團體或公司的公司秘書的辦事處地址。

項目	有關條文	擬議的 委員會審議階段修正案	備註
		<p>and or—after the commencement date of section 641, as the correspondence address of the company secretary, and”。</p>	<ul style="list-style-type: none"> 有關“on <u>and or</u>—after the commencement date”的修訂，參閱上文第 35(I)項
		<p>(III) 刪除第 110(5)(b)、(6)、(7)及(8)條。</p>	<ul style="list-style-type: none"> 鑑於上文第(II)項的推定條文，該段規定無須保留。
		<p>(IV) 把第 110(9)條中“The operation of subsections (5), (6), (7) and (8) does not...”修訂為“The operation of subsections (5), (6), (7) and (8) does not...”。</p>	<ul style="list-style-type: none"> 這項修正案是因應上文第(III)項刪除該等條文而提出的。
<p>第 13 部 — 為第 13 部作的過渡性安排及保留安排</p>			
42	<p>第 114 條 就認許安排或妥協保留《前身條例》</p>	<p>(I) 把第 114 條修訂為第 114(1)條，並把條文的內容修訂為“...of the predecessor Ordinance <u>and rule 117 of the Companies (Winding-up) Rules (Cap. 32 sub. leg. H)</u>, as in force immediately before their repeal...”。</p>	<ul style="list-style-type: none"> 提出這項修正案，使第 32H 章適用於在草案的有關條文生效前提出的申請。
		<p>(II) 加入新訂的第 114(2)條，以訂明“Item 2(e) of Schedule 1 to the Companies (Fees and Percentages) Order (Cap. 32 sub. leg. C), as in</p>	<ul style="list-style-type: none"> 第 32C 章會在《公司(清盤及雜項條文)條例》中保留。我們相應修訂第 32C 章附表 1，以草案的相應新條文取代對《公司條例》

項目	有關條文	擬議的 委員會審議階段修正案	備註
		force immediately before its repeal, continue to apply in relation to an application made under section 166 of the predecessor Ordinance having a continuing effect under subsection (1)”。	<p>現行條文的提述。基於這些相應修訂，第 32C 章經修訂的附表 1 所載的法院費用指明款額，不適用於公司在過渡期內根據草案附表 10(過渡性條文及保留條文)所保留的條文提起的法律程序。</p> <ul style="list-style-type: none"> 提出這項修正案，旨在訂立適當的過渡性及保留條文，以保留公司在過渡期內或會根據第 32 章第 166 條提起法律程序所須繳付的費用。
第 14 部 — 為第 14 部作的過渡性安排及保留安排			
43	第 116 條 就不公平地損害提出的呈請	<p>(I) 把第 116(1)條修訂為“...as in force immediately before its amendment by section 4 of Schedule 3 to the Companies (Amendment) Ordinance 2004 (30 of 2004)15 July 2005, continues to apply...”。</p> <p>(II) 加入新訂的第 116(3)條，以訂明“The Companies (Winding-up) Rules (Cap. 32 sub. leg. H), as in force immediately before the commencement date of Division 2 of Part 14, continue to apply in relation to a petition presented on or after 15 July 2005, but before that commencement date,</p>	<ul style="list-style-type: none"> 旨在方便使用者和與附表 10 的類似條文劃一。請參閱例如上文第 11 項所述的第 39 條。 提出這項修正案，旨在訂立類似第 116(2)條的條文，使第 32H 章適用於在草案的有關條文生效前，根據《公司條例》第 168A 條提出的呈請。

項目	有關條文	擬議的 委員會審議階段修正案	備註
		for an order under section 168A of the predecessor Ordinance.”。	
第 16 部 — 為第 16 部作的過渡性安排及保留安排			
44	第 124 條 註冊申請	<p>(I) 加入新訂的第 124(2)條，以訂明“Paragraph (a) of Part III of the Eighth Schedule to the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to an application mentioned in subsection (1), as if the reference to section 333AA(2)(c) in that paragraph were a reference to section 765(4)(a).”。</p> <p>(II) 加入新訂的第 124(3)條，以訂明“Paragraph (aa) of Part III of the Eighth Schedule to the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to an application mentioned in subsection (1), as if the reference to section 333 in that paragraph were a reference to section 764.”。</p>	<ul style="list-style-type: none"> • 《公司條例》附表 8 第 III 部(a)及(aa)段關乎非香港公司根據該條例申請註冊而須向處長繳付的費用，以及其他事宜。 • 新訂的第 124(2)及(3)條是為以下費用而設的保留條文：根據草案第 765(4)(a)及 764 條獲發註冊證明書所須繳付的費用，以及就草案附表 10 第 124(1)條所述的申請交付文件時所須繳付的存放費用。這些費用載於在緊接被廢除前有效的《公司條例》附表 8 第 III 部(a)及(aa)段。

項目	有關條文	擬議的 委員會審議階段修正案	備註
45	第 126 條 登記申報表	加入新的第 126(3)條，以訂明“Paragraphs (a) and (aa) of Part III of the Eighth Schedule to the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to an application mentioned in subsection (1), as if the reference to section 335(3) in that paragraph were a reference to section 767(1)(b).”(在緊接被廢除前有效的《前身條例》附表 8 第 III 部(a)及(aa)段，繼續就第(1)款所述的申請而適用，猶如該段提述第 335(3)條之處是提述第 767條。)	<ul style="list-style-type: none"> • 《公司條例》附表 8 第 III 部(a)及(aa)段關乎註冊非香港公司就更改法團名稱交付申報表而須向處長繳付的費用，以及其他事宜。 • 新訂的第 126(3)條是為以下費用而設的保留條文：因應草案附表 10 第 126(1)條所述的申請而根據草案第 767(1)(b)條獲發新註冊證明書所須繳付的費用。這費用載於在緊接被廢除前有效的《公司條例》附表 8 第 III 部(a)段。
第 18 部 — 為第 18 部作的過渡性安排及保留安排			
46	第 139 條 根據《前身條例》第 168J(1)條申請取消資格令	把第 139(2)條修訂為“Section 168J(2) of the predecessor Ordinance, as in force immediately before its amendment repeal by section 900, continues to apply...”。	<ul style="list-style-type: none"> • 提出這項修正案，因為第 168J(2)條會予以廢除，並以立法會 CB(1)1033/11-12(02)號文件所載的經修訂附表 9 內的新條文取代。
第 19 部 — 為其他第 20 部作的過渡性安排及保留安排			
47	第 19 部	把標題修訂為“ Other Transitional and	<ul style="list-style-type: none"> • 在二零一二年五月九日的法案委員會會議

項目	有關條文	擬議的 委員會審議階段修正案	備註
	Other Transitional and Saving Arrangements for Part 20	Saving Arrangements <u>for Part 20</u> ”。	上，委員認為該標題應如此修訂，因為草案附表 10 第 19 部的唯一條文第 141 條關乎第 20 部。我們遂因應委員的意見提出這項修正案。

財經事務及庫務局

公司註冊處

二零一二年五月三十日

Schedule 10

[s. 901]

Transitional and Saving Provisions

Part 2

Transitional and Saving Arrangements for Part 2

2. Office of Registrar

- (1) A person holding or acting in the office of Registrar of Companies immediately before the commencement date of section 20 continues to hold or act in that office (as the case may be) as if the person were appointed under section 20(1).
- (2) The last seals that were directed under section 303(4) of the predecessor Ordinance to be prepared are to be regarded as seals that have been directed under section 20(4) to be prepared.
- (3) The place directed or last directed by the Chief Executive under section 303(1) of the predecessor Ordinance before the commencement date of section 20 is to be regarded as the place that has been designated under section 20(3).¹

¹ Item 1 / 第 1 項

Part 3

Transitional and Saving Arrangements for Part 3

3. Application for company formation

- (1) This section applies to a pending application—
 - (a) that was made before the commencement date of Division 1 of Part 3 to the Registrar for the purposes of section 14A(1) of the predecessor Ordinance; and
 - (b) in respect of which section 15(1) of that Ordinance was complied with before that date.
- (2) Sections 4, 5, 6, 9, 10, 11, 12, 14, 14A, 15, 16, 18, 18A, 20, 23 ~~and, 24 and 304(1) and (2) of the predecessor Ordinance, paragraphs (a) and (aa) of Part I of the Eighth Schedule to the~~ of the² predecessor Ordinance, Tables A, B, C, D and E in the First Schedule to that Ordinance, and the Companies (Specification of Names) Order (Cap. 32 sub. leg. E), as in force immediately before their repeal, continue to apply in relation to the pending application.

² Item 2 / 第 2 項

6. Alteration of company's objects

(1) Section 8 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a special resolution passed before the commencement date of Subdivision 4 of Division 2 of Part 3 for the purposes of section 8(1) of the predecessor Ordinance.

(2) Item 1(a) of Schedule 1 to the Companies (Fees and Percentages) Order (Cap. 32 sub. leg. C), as in force immediately before its repeal, continues to apply in relation to a petition to confirm an alteration in a memorandum presented under section 8 of the predecessor Ordinance having a continuing effect under subsection (1).³

³ Item 3 / 第 3 項

12. Re-registration of unlimited company as limited company

- (1) This section applies to a special resolution—
- (a) that was passed before the commencement date of Subdivision 2 of Division 2 of Part 3 for the purposes of section 19(1) of the predecessor Ordinance by an existing company registered as an unlimited company on or after 31 August 1984; and
 - (b) in respect of which no certificate of incorporation was issued before that commencement date under section 19(4) of that Ordinance.
- (2) Sections 19(1), (2), (3), (4) and (5) ~~and~~, 117 ~~and~~ 304(1) ~~and~~ ~~(2)~~ of the predecessor Ordinance ~~and the Eighth Schedule to that Ordinance~~⁴, as in force immediately before their repeal, continue to apply in relation to the special resolution.
- (3) An unlimited company re-registered as a limited company on or after the commencement date of Division 2 of Part 3 under the provisions having a continuing effect under subsection (2) is, for all purposes, to be regarded as a limited company registered under the predecessor Ordinance.

⁴ Item 4 / 第 4 項

Part 4

Transitional and Saving Arrangements for Part 4

15. Exercise by directors of power to allot shares or grant rights

Section 135 does not apply to an allotment of shares by a company on or after the commencement date of that section in accordance with an offer, agreement or option made or granted by the company before ~~the commencement date of the Companies (Amendment) Ordinance 1984 (6 of 1984)~~ 31 August 1984.⁵

Note—

~~The commencement date of the Companies (Amendment) Ordinance 1984 (6 of 1984) was 31 August 1984—see L.N. 247 of 1984.~~⁶

⁵ Item 5 / 第 5 項

⁶ Item 5 / 第 5 項

17. Return of allotments

(1) Section 45 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply to shares allotted before the commencement date of section 137.

~~(2) Section 304(1) and (2) of the predecessor Ordinance and paragraph (c) of Part I of the Eighth Schedule to that Ordinance, as in force immediately before their repeal, continue to apply to a return of allotments in relation to shares referred to in subsection (1).⁷~~

⁷ Item 6 / 第 6 項

~~27. Fee exemption for existing companies that increase their issued share capital~~

- ~~(1) This section applies to an existing company that, at the relevant time, has paid the required fees under paragraphs (a), (b) and (ba) (if applicable) of Part I of the Eighth Schedule to the predecessor Ordinance calculated by reference to the company's nominal share capital or increases in the company's nominal share capital.~~
- ~~(2) A fee is not payable by the company under section 137(3) or 166(3) in respect of so much of an increase in its issued share capital after the relevant time that, together with any other increases in its issued share capital after the relevant time, does not exceed the difference between the company's registered share capital at the relevant time and the nominal value of its issued share capital at the relevant time.~~

~~Note—~~

~~For example, a company registered before the commencement date of this section had a registered share capital (otherwise known as its authorized share capital) of \$1,000,000 immediately before that commencement date. The nominal value of the company's issued share capital immediately before that commencement date was \$250,000. A fee is not payable by the company under section 137(3) for registration of a return of an allotment showing an increase in issued share capital, or under section 166(3) for registration of a notice of alteration of share capital showing an increase in issued share capital, in respect of so much of the increase that, together with any previous increases since that commencement date, does not exceed \$750,000 (\$1,000,000 – \$250,000). For example:~~

- ~~(a) the company increases its share capital by allotting shares of \$250,000: the increase does not exceed \$750,000, and so no fee is payable under section 137(3);~~
- ~~(b) the company subsequently increases its share capital by \$300,000 without allotting shares: the increase, together with that in (a), is \$550,000 (\$250,000 + \$300,000) which does not exceed \$750,000, and so no fee is payable under section 166(3);~~

- ~~—— (c) the company subsequently increases its share capital by allotting shares of \$600,000: the increase, together with those in (a) and (b), is \$1,150,000 (\$250,000 + \$300,000 + \$600,000) which exceeds \$750,000, so a fee is payable under section 137(3) in respect of that part of the increase that exceeds \$750,000, that is, \$400,000;~~
- ~~—— (d) fees would be payable under section 137(3) or 166(3) (as applicable) in respect of any subsequent increases in the company's issued share capital.~~

~~(3) In this section —~~

~~*relevant time* (有關時間) means —~~

- ~~—— (a) for an existing company formed and registered before the commencement date of this section, the time immediately before that commencement date;~~
- ~~—— (b) for any other existing company, the time of registration of the company.⁸~~

⁸ Item 7 / 第 7 項

28. Notice of increase of share capital

(1) Section 55 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply to an increase in a company's share capital if the resolution authorizing the increase was passed before the commencement date of section 166.

~~(2) Section 304(1) and (2) of the predecessor Ordinance and paragraph (b) of Part I of the Eighth Schedule to that Ordinance, as in force immediately before their repeal, continue to apply in relation to an increase of share capital referred to in subsection (1).⁹~~

⁹ Item 8 / 第 8 項

30. Variation of class rights: companies having a share capital

(1) Sections 63A and 64 of the predecessor Ordinance, as in force immediately before their repeal, continue to apply to a variation or abrogation of the rights attaching to a class of shares if the resolution or written consent for the variation or abrogation was passed or given before the commencement date of section 175.

(2) [Item 2\(a\) of Schedule 1 to the Companies \(Fees and Percentages\) Order \(Cap. 32 sub. leg. C\), as in force immediately before its repeal, continues to apply in relation to an application made under section 64 of the predecessor Ordinance having a continuing effect under subsection \(1\).](#)¹⁰

¹⁰ Item 9 / 第 9 項

33. Repeal of provision about reserve share capital

The repeal of sections [52 and](#)¹¹ 56 of the predecessor Ordinance does not affect the validity of any resolution under ~~those~~^{at} sections¹² that was in force immediately before the repeal.

¹¹ Item 10 / 第 10 項

¹² Item 10 / 第 10 項

39. Use of amount standing to credit of share premium account

- (1) Despite section 38 of this Schedule, a company may, on or after the commencement date of section 130, use the amount that was standing to the credit of its share premium account immediately before that commencement date to—
- (a) pay up, in accordance with an agreement made before that commencement date, shares that are to be issued on or after that commencement date to members of the company as fully paid bonus shares;
 - (b) write off—
 - (i) the preliminary expenses of the company incurred before that commencement date; or
 - (ii) the expenses incurred, commission paid, or discount allowed, before that commencement date, in respect of any issue of shares in the company; or
 - (c) provide for the premium payable on redemption of redeemable preference shares issued before ~~the commencement date of the Companies (Amendment) Ordinance 1991 (77 of 1991)~~ 1 September 1991¹³.
- Note—**
- ~~The commencement date of the Companies (Amendment) Ordinance 1991 (77 of 1991) was 1 September 1991—see L.N. 283 of 1991.~~¹⁴
- (2) Despite section 38 of this Schedule, if redeemable shares issued by a company on or after ~~the commencement date of the Companies (Amendment) Ordinance 1991 (77 of 1991)~~ 1 September 1991¹⁵ but before the commencement date of

¹³ Item 11(I) / 第 11(I) 項

¹⁴ Item 11(I) / 第 11(I) 項

¹⁵ Item 11(II) / 第 11(II) 項

section 130 are redeemed on or after the commencement date of section 130, any premium payable on their redemption may be paid out of the proceeds of a fresh issue of shares made for the purpose of the redemption, up to an amount equal to the lesser of—

- (a) the aggregate of the premiums received by the company on the issue of the shares redeemed;
 - (b) the amount that was standing to the credit of the company's share premium account immediately before the commencement date of section 130 less any amounts already applied under subsection (1) or this subsection.
- (3) If an amount is paid under subsection (2), the remaining amount available for the purposes of subsection (1) or (2) must be reduced by a corresponding amount.

Part 5

Transitional and Saving Arrangements for Part 5

43. Reduction of share capital confirmed by Court

(1) Section 58 (so far as it relates to a reduction of share capital) and sections 59 to 63 of the predecessor Ordinance and Order 102 of The Rules of the High Court (Cap. 4 sub. leg. A), as in force immediately before ~~their repeal~~ the commencement date of Subdivision 3 of Division 3 of Part 5, continue to apply in relation to a resolution for reducing share capital that was passed under section 58(1) of the predecessor Ordinance immediately before ~~the~~ that commencement date ~~of Subdivision 3 of Division 3 of Part 5~~¹⁶.

(1A) Sections 58 to 63 of the predecessor Ordinance and Order 102 of The Rules of the High Court (Cap. 4 sub. leg. A), as in force immediately before the commencement date of Subdivision 3 of Division 3 of Part 5—

(a) continue to apply, by virtue of section 48B(1) of the predecessor Ordinance as so in force, in relation to a resolution for reducing share premium that was passed under section 58(1) of the predecessor Ordinance before that commencement date; and

(b) continue to apply, by virtue of section 49H(4) of the predecessor Ordinance as so in force, in relation to a resolution for reducing capital redemption reserve that was passed under section 58(1) of the predecessor Ordinance before that commencement date.¹⁷

¹⁶ Item 12(I) / 第 12(I) 項

¹⁷ Item 12(II) / 第 12(II) 項

(1B) Item 1(b) of Schedule 1 to the Companies (Fees and Percentages) Order (Cap. 32 sub. leg. C), as in force immediately before its repeal—

(a) continues to apply to an application to confirm a reduction of capital made under section 59 of the predecessor Ordinance having a continuing effect under subsection (1);

(b) continues to apply, by virtue of section 48B(1) of the predecessor Ordinance as in force immediately before its repeal, in relation to an application to confirm a reduction of share premium made under section 59 of the predecessor Ordinance having a continuing effect under subsection (1A)(a); and

(c) continues to apply, by virtue of section 49H(4) of the predecessor Ordinance as in force immediately before its repeal, to an application to confirm a reduction of capital redemption reserve made under section 59 of the predecessor Ordinance having a continuing effect under subsection (1A)(b).¹⁸

(2) Division 3 of Part 5 does not apply to a reduction of share capital referred to in subsection (1).

¹⁸ Item 12(III) / 第 12(III)項

45. Redeemable shares issued before commencement date

Any redeemable preference shares issued before ~~the commencement date of the Companies (Amendment) Ordinance 1991 (77 of 1991)~~ 1 September 1991¹⁹ and any redeemable shares issued on or after that date but before the commencement date of section 229 may be redeemed in accordance with this Ordinance.

Note—

~~The commencement date of the Companies (Amendment) Ordinance 1991 (77 of 1991) was 1 September 1991—see L.N. 283 of 1991.~~²⁰

¹⁹ Item 13 / 第 13 項

²⁰ Item 13 / 第 13 項

46. Effect of company's failure to redeem or buy back

Sections 267 and 268 do not apply to any redeemable preference shares issued before ~~the commencement date of the Companies (Amendment) Ordinance 1991 (77 of 1991)~~ 1 September 1991²¹.

Note—

~~The commencement date of the Companies (Amendment) Ordinance 1991 (77 of 1991) was 1 September 1991—see L.N. 283 of 1991.~~²²

²¹ Item 14 / 第 14 項

²² Item 14 / 第 14 項

Part 6

Transitional and Saving Arrangements for Part 6

49. Saving of predecessor Ordinance for certain distribution

(1) Subject to subsection (2), Part IIA of the predecessor Ordinance, as in force immediately before its repeal, continues to apply to a distribution specified in section 291(2), to which Part 6 does not apply.

(2) That Part IIA applies as if—

(a) in section 79A(1) of the predecessor Ordinance, in the definition of *distribution*, the following had been added after paragraph (b)—

“(ca) the redemption or buy-back of any shares in the company out of capital (including the proceeds of any fresh issue of shares), or out of unrealized profits, in accordance with Division 4 of Part 5 of the Companies Ordinance (of 2011);

(cb) financial assistance given by the company to a member under section 279, 280 or 281 of the Companies Ordinance (of 2011);”;

(b) in section 79J(2) of the predecessor Ordinance, —

~~(i)~~ the following had been added after paragraph (a)—

“(ba) financial assistance—

(i) that is given by the company in contravention of Division 5 of Part 5 of the Companies Ordinance (of 2011);
and

(ii) the giving of which reduces the company's net assets or increases its net liabilities;”;

~~and (ii) in paragraph (e), the comma at the end had been substituted by “; and”;~~

~~(iii) the following had been added after paragraph (e) —~~

~~“(f) a payment made under Division 4 of Part 5 of the Companies Ordinance (of 2011) by the company of any description specified in section 252(5) of that Ordinance (except a payment lawfully made otherwise than out of distributable profits),”;~~²³ and

(c) in section 79M(2) of the predecessor Ordinance —

(i) in paragraph (a), the word “or” had been deleted;
and

(ii) the following had been added after paragraph (a) —

“(ba) financial assistance given by a company in contravention of section 271 of the Companies Ordinance (of 2011);”.

²³ Item 15 / 第 15 項

Part 7

Transitional and Saving Arrangements for Part 7

50A. Register of debenture holders

On and after the commencement date of section 304, a register of holders of debentures kept under section 74A of the predecessor Ordinance is to be regarded as a register of debenture holders kept under section 304.²⁴

²⁴ Item 16 / 第 16 項

52. Right to inspect register of debenture holders

Sections 75(1), (4), (5) and (6) and 348C(3)²⁵ of the predecessor Ordinance, as in force immediately before their~~its~~ repeal, continues²⁶ to apply in relation to a request received by the company before the commencement date of section 306 for inspecting a register of debenture holders.

²⁵ Item 17 / 第 17 項

²⁶ Item 17 / 第 17 項

53. Right to obtain copy of register of debenture holders

Sections 75(2), (4) and (5) and 348C(3)²⁷ of the predecessor Ordinance, as in force immediately before theirs repeal, continues²⁸ to apply in relation to a request received by the company before the commencement date of section 306 for a copy of a register of debenture holders (or any part of it).

²⁷ Item 18 / 第 18 項

²⁸ Item 18 / 第 18 項

~~55. — Company to inform most recent date of alterations~~

- ~~(1) — When a person inspects a register of debenture holders, or is provided with a copy of a register of debenture holders (or any part of it), under the provisions having a continuing effect under this Schedule, the company must inform the person of the most recent date (if any) on which alterations were made to the register.~~
- ~~(2) — If a company contravenes subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.²⁹~~

²⁹ Item 19 / 第 19 項

Part 8

Transitional and Saving Arrangements for Part 8

72A. Register of charges

On and after the commencement date of section 351—

- (a) a register of charges kept under section 89 of the predecessor Ordinance is to be regarded as a register of charges kept under section 351(1); and
- (b) a register of charges kept, by virtue of section 91 of the predecessor Ordinance, under section 89 of that Ordinance, is to be regarded as a register of charges kept under section 352(1).³⁰

³⁰ Item 20 / 第 20 項

72B. Notifying Registrar of place where copies of instruments creating charges are kept

Section 88(4) of the predecessor Ordinance, as in force immediately before its repeal—

- (a) continues to apply in relation to an obligation of a company to send notice to the Registrar under section 88(3) of the predecessor Ordinance that arose before the commencement date of section 350; and
- (b) continues to apply, by virtue of section 91 of the predecessor Ordinance as so in force, in relation to an obligation of a non-Hong Kong company registered under Part XI of the predecessor Ordinance to send notice to the Registrar under section 88(3) of the predecessor Ordinance that arose before that commencement date.³¹

³¹ Item 21 / 第 21 項

72C. Notifying Registrar of place where register of charges is kept

Section 89(4) and (5) of the predecessor Ordinance, as in force immediately before its repeal—

(a) continues to apply in relation to an obligation of a company to send notice to the Registrar under section 89(3) of the predecessor Ordinance that arose before the commencement date of section 353; and

(b) continues to apply, by virtue of section 91 of the predecessor Ordinance as so in force, in relation to an obligation of a non-Hong Kong company registered under Part XI of the predecessor Ordinance to send notice to the Registrar under section 89(3) of the predecessor Ordinance that arose before that commencement date.³²

³² Item 22 / 第 22 項

72D. Right to inspect copies of instruments creating charges and register of charges

Sections 90 and 348C(3) of the predecessor Ordinance, as in force immediately before their repeal—

- (a) continue to apply in relation to a request received by a company before the commencement date of section 354 for inspecting a register of charges or copies of instruments creating a charge; and
- (b) continue to apply, by virtue of section 91 of the predecessor Ordinance as so in force, in relation to a request received by a non-Hong Kong company registered under Part XI of the predecessor Ordinance before that commencement date for inspecting a register of charges or copies of instruments creating a charge.³³

Part 9

Transitional and Saving Arrangements for Part 9

75. Accounts and directors' report

(1) Sections 122, 123, 124, 125, 126, 128, 129, 129A, 129B, 129C, 129D, 129G, 141C, 161, 161A, ~~and 161B,~~ 161BA and 161BB³⁴ of, and the Tenth Schedule to, the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to accounts for a financial year beginning before the commencement date of Subdivision 3 of Division 4 of Part 9 and ending on or after that commencement date.

(2) Despite subsection (1), section 122(1B) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to accounts for a financial year beginning before the commencement date of Subdivision 3 of Division 4 of Part 9 and ending on or after that commencement date as if paragraph (b) of that section were omitted³⁵. ~~had been substituted by—~~

~~“(b) extend the period of 6 and 9 months referred to in subsection (1A) up to the company’s primary accounting reference date under section 365(1) of the Companies Ordinance (—of 2011).”~~

(2A) If the Court makes an order under section 122(1B) of the predecessor Ordinance having a continuing effect under subsection (2), the accounts to be laid at the meeting concerned must be made up to the company’s primary

³⁴ Item 24(I) / 第 24(I) 項

³⁵ Item 24(II) / 第 24(II) 項

[accounting reference date under section 365\(1\)\(b\) of the Companies Ordinance \(of 2012\).](#)³⁶

- (3) Sections 129D, 129E, 129F and 141C of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a directors' report for a financial year beginning before the commencement date of Subdivision 4 of Division 4 of Part 9 and ending on or after that commencement date.

³⁶ Item 24(III) / 第 24(III) 項

81A. Register kept under section 161BB(2) of predecessor Ordinance

On and after the commencement date of section 378A, a register kept under section 161BB(2) of the predecessor Ordinance is to be regarded as a register kept under section 378A.³⁷

81B. Right to inspect register kept under section 161BB(2) of predecessor Ordinance

Sections 161BB(5), (7) and (8) and 348C(3) of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a request received by the company before the commencement date of section 378C for inspecting a register kept under section 161BB(2) of the predecessor Ordinance.³⁸

³⁸ Item 26 / 第 26 項

81C. Right to obtain copy of register kept under section 161BB(2) of predecessor Ordinance

Sections 161BB(6), (7) and (8) and 348C(3) of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a request received by the company before the commencement date of section 378C for a copy of the register kept under section 161BB(2) of the predecessor Ordinance.³⁹

³⁹ Item 27 / 第 27 項

Part 10

Transitional and Saving Arrangements for Part 10

83. Requirement to have at least one director who is natural person

- (1) If, on the commencement date of section 448—
 - (a) a company has at least one director; but
 - (b) that director is not a natural person and none of the company's other directors (if any) are natural persons, section 448(2) does not apply to the company until after the end of 6 months after that commencement date.
- (2) If, on the date of incorporation of a company formed and registered under a provision of the predecessor Ordinance having a continuing effect under this Schedule or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1)—
 - (a) the company has at least one director; but
 - (b) that director is not a natural person and none of the company's other directors (if any) are natural persons, section 448(2) does not apply to the company until after the end of 6 months after the commencement date of section 448.
- (3) If, on the commencement date of section 448, a company is a company deemed to be a dormant company under section 344A of the predecessor Ordinance, section 448(2) does not apply in relation to the company.

- (4) If the company mentioned in subsection (3)⁴⁰ enters into an accounting transaction, that subsection ~~(3)~~⁴¹ ceases to have effect on and after the date of the accounting transaction.

⁴⁰ Item 28 / 第 28 項

⁴¹ Item 28 / 第 28 項

88. Records of meetings of directors

- (1) Section 119 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply to meetings of directors held before the commencement date of sections 472 and 473.
- (2) Despite subsection (1), a company is not required to keep the minutes that have been entered in a book in accordance with section 119(1) of the predecessor Ordinance if they have been kept for at least 1020⁴² years from the date of the meeting.
- (3) Section 153C of the predecessor Ordinance, as in force immediately before its repeal, continues to apply to decisions taken before the commencement date of section 474.
- (4) Despite subsection (3), a company is not required to keep a record that has been entered into a book in accordance with section 153C(3) of the predecessor Ordinance if the record has been kept for at least 1020⁴³ years from the date of the decision.

⁴² Item 29 / 第 29 項

⁴³ Item 29 / 第 29 項

Part 12

Transitional and Saving Arrangements for Part 12

101. Annual general meetings

- (1) The repeal of section 115A of the predecessor Ordinance does not affect its application in relation to a requisition under section 115A(1)(a) of the predecessor Ordinance made to a company before the repeal.
- (2) If a company is required under section 75(1) of this Schedule to lay at its annual general meeting an account or a balance sheet in accordance with section 122 of the predecessor Ordinance—
 - (a) section 111(1), (5) and (6) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to an annual general meeting at which the account or balance sheet is to be laid; and
 - (b) section 600 applies in relation to subsequent annual general meetings.
- (3) For the purposes of subsection (2)(a), section 111(6)(a) of the predecessor Ordinance has effect as if for the words “a resolution or resolutions in accordance with section 116B”, there were substituted the words “a written resolution or written resolutions”.
- (4) The repeal of section 111(2), (3), (4) and (5) of the predecessor Ordinance does not affect its operation in relation to a company if an application under section 111(2) of the predecessor Ordinance was made before the commencement date of section 600.
- (5) If a company has contravened section 111(1) of the predecessor Ordinance and no member of the company has

made an application under section 111(2) of that Ordinance, section 600(7), (8) and (9) has effect in relation to the company as if—

- (a) for the words “subsection (1), (2), (3) or (6)” in section 600(7) and (9)⁴⁴, there were substituted the words “section 111(1) of the predecessor Ordinance”; and
 - (b) for the words “the financial year in respect of which the company has failed to hold an annual general meeting in accordance with this section” in section 600(8), there were substituted the words “the year in respect of which the company has failed to hold an annual general meeting in accordance with section 111(1) of the predecessor Ordinance”.
- (6) In so far as it relates to giving notice of a resolution in relation to an annual general meeting, section 115A of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to requisitions made to a company under section 115A(1)(a) of the predecessor Ordinance before the commencement date of sections 605 and 606.

⁴⁴ Item 30 / 第 30 項

102. Records of resolutions and meetings

- (1) Sections 116B(7), (8), (9) and (10), 116BC, 119, 119A and 120 of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to resolutions passed, meetings held or decisions taken before the commencement date of sections 607 to 611.
- (2) Despite subsection (1), a company is not required to keep a record or the minutes that have been entered into a book in accordance with section 116B(7), 116BC(3) or 119(1) of the predecessor Ordinance if the record or the minutes have been kept for at least 2010⁴⁵ years from the date of the resolution, meeting or decision, as the case may be.
- (3) Section 117(1), (5) and (7) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to resolutions passed and agreements made, but not forwarded to the Registrar, before the commencement date of section 612 (except subsections (4) and (5)).
- (4) Section 117(2), (6) and (7) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a company's articles issued before the commencement date of section 612(4).
- (5) Section 117(3), (6) and (7) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply if the request was received by the company before the commencement date of section 612(5).

⁴⁵ Item 31 / 第 31 項

102A. Right to inspect records of resolutions and meetings

Sections 120(1), (3) and (4) and 348C(3) of the predecessor Ordinance, as in force immediately before their repeal—

(a) continue to apply in relation to a request received by the company before the commencement date of section 610 for inspecting the books containing the minutes of proceedings of any general meeting of the company;

(b) continue to apply, by virtue of section 116B(9) of the predecessor Ordinance as so in force, in relation to a request received by the company before the commencement date of section 610 for inspecting the record made in accordance with section 116B(7) of that Ordinance; and

(c) continue to apply, by virtue of section 116BC(4) of the predecessor Ordinance as so in force, in relation to a request received by the company before the commencement date of section 610 for inspecting the record made in accordance with section 116BC(3) of that Ordinance.⁴⁶

102B. Right to obtain copy of records of resolutions and meetings

Sections 120(2), (3) and (4) and 348C(3) of the predecessor Ordinance, as in force immediately before their repeal—

(a) continue to apply in relation to a request received by the company before the commencement date of section 610 for a copy of the books containing the minutes of proceedings of any general meeting of the company;

(b) continue to apply, by virtue of section 116B(9) of the predecessor Ordinance as so in force, in relation to a request received by the company before the commencement date of section 610 for a copy of the record made in accordance with section 116B(7) of that Ordinance; and

(c) continue to apply, by virtue of section 116BC(4) of the predecessor Ordinance as so in force, in relation to a request received by the company before the commencement date of section 610 for a copy of the record made in accordance with section 116BC(3) of that Ordinance.⁴⁷

103. Application to class meetings

(1) Section 63A(6) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to meetings of which notice was given before the commencement date of Subdivision 12 of Division 1 of Part 12.

~~(2) Section 163B(4) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to meetings—~~

~~(a) at which a resolution for an approval for the purposes of section 514 was proposed; and~~

~~(b) notice of which was given before the commencement date of Subdivision 12 of Division 1 of Part 12.⁴⁸~~

104. Register of members

- (1) On ~~and or~~ after the commencement date of section 617, a register of members kept under section 95 of the predecessor Ordinance is to be regarded as a register of members kept under and for the purposes of section 617⁴⁹.
- (2) Sections 98(1), (3) and (4) ~~and 348C(3)~~ of the predecessor Ordinance, as in force immediately before ~~their~~ repeal, continues⁵⁰ to apply in relation to a request received by the company before the commencement date of section 621 for inspecting a register of members or index of members' names.
- (3) Sections 98(2), (3) and (4) ~~and 348C(3)~~ of the predecessor Ordinance, as in force immediately before ~~their~~ repeal, continues⁵¹ to apply in relation to a request received by the company before the commencement date of section 621 for a copy of a register of members (or any part of it).
- (4) Section 99 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a closure of a register of members if the notice for the purposes of section 99(1) of the predecessor Ordinance was given before the commencement date of section 623.
- (5) Section 104 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a register of members kept under a licence issued under section 103 of that Ordinance.

⁴⁹ Item 35(I) / 第 35(I) 項

⁵⁰ Item 35(II) / 第 35(II) 項

⁵¹ Item 35(II) / 第 35(II) 項

105. Inspection of register of directors and secretaries

Sections 158(7), (8) and (9) and 348C(3) of the predecessor Ordinance, as in force immediately before theirs repeal, continues⁵² to apply in relation to a request received by the company before the commencement date of sections 633 and 640 for inspecting a register of directors and secretaries.

⁵² Item 36 / 第 36 項

106. Register of directors

| On and or⁵³ after the commencement date of section 632, a register of directors and secretaries kept by a company under section 158(1) of the predecessor Ordinance, in so far as it relates to the company's directors or reserve directors, is to be regarded as a register of directors kept under and for the purposes of section 632.

⁵³ Item 37 / 第 37 項

107. Particulars to be registered in register of directors⁵⁴

- (1) An existing company need not comply with any provision of this Ordinance requiring the company's register of directors to contain particulars additional to those required by the predecessor Ordinance until—
 - (a) the date to which the company makes up its first annual return made up to a date on or after the commencement date of section 634; or
 - (b) if the company fails to do so, the last date to which the company should have made up that return.
- (2) Unless the existing company is a company formed and registered under a provision of the predecessor Ordinance having a continuing effect under this Schedule or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1), subsection (1) does not apply in relation to a director or reserve director of whom particulars are first registered on or after the commencement date of section 634 (whether the director or reserve director was appointed before, on or after that date).
- (3) Subsection (1) ceases to apply in relation to a director or reserve director whose registered particulars fall to be altered on or after the commencement date of section 634 (whether the change occurred before, on or after that date).
- (4) Subsections (1), (2) and (3) do not affect the particulars required to be included in the company's annual return.
- (5) In the case of a director or reserve director of an existing company who is a natural person, the address of the company's registered office—

⁵⁴ Item 38(I) / 第 38(I) 項

- ~~(a) the relevant existing address of a director or reserve director is to be regarded, on and or after the commencement date of section 634, as the correspondence address of the director or reserve director.⁵⁵~~
- ~~(b) an entry in the company's register of directors stating the relevant existing address is to be regarded, on or after the commencement date of section 634, as complying with the requirement to state a correspondence address.⁵⁶~~
- ~~(6) The relevant existing address is the address that immediately before the commencement date of section 634 appeared in the company's register of directors and secretaries as the usual residential address of the director or reserve director.⁵⁷~~
- ~~(7) If the existing company is a company formed and registered under a provision of the predecessor Ordinance having a continuing effect under this Schedule or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1), the relevant existing address is the address that immediately before the commencement date of section 634 appeared in the company's incorporation form as the usual residential address of the director.⁵⁸~~
- ~~(8) A notification of a change of a relevant existing address occurring before the commencement date of section 634 that is received by the company on or after that date is to be~~

⁵⁵ Item 38(II) / 第 38(II) 項

⁵⁶ Item 38(III) / 第 38(III) 項

⁵⁷ Item 38(III) / 第 38(III) 項

⁵⁸ Item 38(III) / 第 38(III) 項

~~regarded as including a notification of a change of correspondence address.~~⁵⁹

- (9) The operation of subsections (5), ~~(6), (7) and (8)~~⁶⁰ does not give rise to any duty to deliver a notice to the Registrar under section 636.

⁵⁹ Item 38(III) / 第 38(III) 項

⁶⁰ Item 38(IV) / 第 38(IV) 項

108. Supplementary provisions relating to particulars to be registered

- (1) On the commencement date of section 634, an existing company must remove from its register of directors any entry relating to a shadow director [who is deemed to be a director of the company under section 158\(10\)\(a\) of the predecessor Ordinance](#)⁶¹.
- (2) If, in accordance with section 158 of the predecessor Ordinance, an existing company has sent to the Registrar a notification in relation to a shadow director of the company, section 636 applies as if the shadow director had ceased to be a director on the commencement date of section 634.
- (3) The removal by an existing company from its register of directors on or after the commencement date of section 634 of particulars required by the predecessor Ordinance but not required by this Ordinance does not give rise to any duty to deliver a notice to the Registrar under section 636.
- (4) Section 158 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a change occurring before the commencement date of section 634.

⁶¹ Item 39 / 第 39 項

109. Register of company secretaries

On ~~and~~⁶² after the commencement date of section 639, a register of directors and secretaries kept by a company under section 158(1) of the predecessor Ordinance, in so far as it relates to the company secretary or joint company secretaries of the company, is to be regarded as a register of company secretaries kept under and for the purposes of section 639.

⁶² Item 40 / 第 40 項

110. Particulars to be registered in register of company secretaries⁶³

- (1) An existing company need not comply with any provision of this Ordinance requiring the company's register of company secretaries to contain particulars additional to those required by the predecessor Ordinance until—
 - (a) the date to which the company makes up its first annual return made up to a date on or after the commencement date of section 641; or
 - (b) if the company fails to do so, the last date to which the company should have made up that return.
- (2) Unless the existing company is a company formed and registered under a provision of the predecessor Ordinance having a continuing effect under this Schedule or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1), subsection (1) does not apply in relation to a company secretary of whom particulars are first registered on or after the commencement date of section 641 (whether the company secretary was appointed before, on or after that date).
- (3) Subsection (1) ceases to apply in relation to a company secretary whose registered particulars fall to be altered on or after the commencement date of section 641 (whether the change occurred before, on or after that date).
- (4) Subsections (1), (2) and (3) do not affect the particulars required to be included in the company's annual return.
- (5) In the case of a company secretary of an existing company who is a natural person, the address of the company's registered office—

⁶³ Item 41(I) / 第 41(I) 項

- ~~(a) the relevant existing address of a company secretary is to be regarded, on and or after the commencement date of section 641, as the correspondence address of the company secretary.;~~
~~and~~⁶⁴
- ~~(b) an entry in the company's register of company secretaries stating the relevant existing address is to be regarded, on or after the commencement date of section 641, as complying with the requirement to state a correspondence address.~~⁶⁵
- ~~(6) The relevant existing address is the address that immediately before the commencement date of section 641 appeared in the company's register of directors and secretaries as the usual residential address of the company secretary or joint company secretary.~~⁶⁶
- ~~(7) If the existing company is a company formed and registered under a provision of the predecessor Ordinance having a continuing effect under this Schedule or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1), the relevant existing address is the address that immediately before the commencement date of section 641 appeared in the company's incorporation form as the usual residential address of the company secretary or joint company secretary.~~⁶⁷
- ~~(8) A notification of a change of a relevant existing address occurring before the commencement date of section 641 that is received by the company on or after that date is to be~~

⁶⁴ Item 41(II) / 第 41(II) 項

⁶⁵ Item 41(III) / 第 41(III) 項

⁶⁶ Item 41(III) / 第 41(III) 項

⁶⁷ Item 41(III) / 第 41(III) 項

~~regarded as being a notification of a change of correspondence address.~~⁶⁸

- (9) The operation of subsections (5), ~~(6), (7) and (8)~~⁶⁹ does not give rise to any duty to deliver a notice to the Registrar under section 643.

⁶⁸ Item 41(III) / 第 41 (III) 項

⁶⁹ Item 41(IV) / 第 41 (IV) 項

Part 13

Transitional and Saving Arrangements for Part 13

114. Saving of predecessor Ordinance for sanctioning arrangement or compromise

(1) Sections 166, 166A and 167 of the predecessor Ordinance and rule 117 of the Companies (Winding-up) Rules (Cap. 32 sub. leg. H)⁷⁰, as in force immediately before their repeal, continue to apply in relation to an arrangement or compromise if, before the commencement date of Division 2 of Part 13, an application was made to the Court for the purposes of section 166(1) of the predecessor Ordinance for a meeting to be summoned in relation to the arrangement or compromise.

(2) Item 2(e) of Schedule 1 to the Companies (Fees and Percentages) Order (Cap. 32 sub. leg. C), as in force immediately before its repeal, continues to apply in relation to an application made under section 166 of the predecessor Ordinance having a continuing effect under subsection (1).⁷¹

⁷⁰ Item 42(I) / 第 42(I) 項

⁷¹ Item 42(II) / 第 42(I) 項

Part 14

Transitional and Saving Arrangements for Part 14

116. Petition in case of unfair prejudice

- (1) Section 168A of the predecessor Ordinance, as in force immediately before ~~its amendment by section 4 of Schedule 3 to the Companies (Amendment) Ordinance 2004 (30 of 2004)~~15 July 2005⁷², continues to apply in relation to a petition presented before 15 July 2005 for an order under that section 168A.
- (2) Section 168A of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a petition presented on or after 15 July 2005, but before the commencement date of Division 2 of Part 14, for an order under that section.
- (3) The Companies (Winding-up) Rules (Cap. 32 sub. leg. H), as in force immediately before the commencement date of Division 2 of Part 14, continue to apply in relation to a petition presented on or after 15 July 2005, but before that commencement date, for an order under section 168A of the predecessor Ordinance.⁷³

⁷² Item 43(I) / 第 43(I) 項

⁷³ Item 43(II) / 第 43(II) 項

Part 16

Transitional and Saving Arrangements for Part 16

124. Application for registration

(1) If, immediately before the commencement date of Division 2 of Part 16, there was a pending application for registration under section 333(1) of the predecessor Ordinance, the application is to be regarded as an application for registration made under section 764(2).

(2) Paragraph (a) of Part III of the Eighth Schedule to the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to an application mentioned in subsection (1), as if the reference to section 333AA(2)(c) in that paragraph were a reference to section 765(4)(a).⁷⁴

(3) Paragraph (aa) of Part III of the Eighth Schedule to the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to an application mentioned in subsection (1), as if the reference to section 333 in that paragraph were a reference to section 764.⁷⁵

⁷⁴ Item 44(I) / 第 44(I) 項

⁷⁵ Item 44(II) / 第 44(II) 項

126. Registration of return

- (1) If—
- (a) before the commencement date of Division 3 of Part 16, a return and other documents were delivered to the Registrar for registration under section 335(2) of the predecessor Ordinance; and
 - (b) as at the beginning of that commencement date, the Registrar has not registered the return and issued a fresh certificate of registration under section 335(3) of the predecessor Ordinance because the Registrar has not received all the documents mentioned in section 335(2)(b) of the predecessor Ordinance,

the return is to be regarded as a return delivered to the Registrar for registration under section 766.

- (2) If, on or after the commencement date of Division 3 of Part 16, a return and other documents are delivered to the Registrar for registration under section 335(2) of the predecessor Ordinance having a continuing effect by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1), the return is to be regarded as a return delivered to the Registrar for registration under section 766.

- (3) Paragraph (a) of Part III of the Eighth Schedule to the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to an application mentioned in subsection (1), as if the reference to section 335(3) in that paragraph were a reference to section 767(1)(b).⁷⁶

⁷⁶ Item 45 / 第 45 項

Part 18

Transitional and Saving Arrangements for Part 19

139. Application for disqualification order under section 168J(1) of predecessor Ordinance

- (1) This section applies if—
 - (a) before the commencement date of Division 2 or 3 of Part 19 (as the case may be)—
 - (i) the Financial Secretary made an application for a disqualification order under section 168J(1) of the predecessor Ordinance; and
 - (ii) the application has not yet been determined; or
 - (b) on or after the commencement date of Division 2 or 3 of Part 19 (as the case may be), the Financial Secretary, in reliance on section 136(2) or 137(4) of this Schedule, makes an application for a disqualification order under section 168J(1) of the predecessor Ordinance.
- (2) Section 168J(2) of the predecessor Ordinance, as in force immediately before its ~~repeal~~[amendment by section 900](#)⁷⁷, continues to apply in relation to the application.

⁷⁷ Item 46 / 第 46 項

Part 19

~~Other~~ Transitional and Saving Arrangements for Part 20⁷⁸

141. Inspection and production of documents if offence suspected

Section 351B of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to an application made before the commencement date of section 885 for the purposes of that section.

⁷⁸ Item 47 / 第 47 項