

Bills Committee on Companies Bill

Follow-up actions to be taken by the Administration for the meeting on 18 April 2011

PURPOSE

This paper sets out the Administration's response to the following issues raised by Members at the Bills Committee meeting on 18 April 2011:-

- Part 1: The formulation of "responsible person" (Clause 3)
- (a) Cases and examples;
 - (b) Offences under the Companies Bill (CB) that impose liability on "responsible person"; and
 - (c) Provisions in the Companies Ordinance (CO) and other legislation which adopt "failure to take all reasonable steps".

ADMINISTRATION'S RESPONSE

(a) Cases and examples

2. Under the current CO, prosecution of an "officer who is in default"¹ is very difficult, given that the evidential burden for the prosecution to prove "knowingly and wilfully" is very high.

3. The new formulation of "responsible person" under the CB² aims at lowering the prosecution threshold and evidential burden, thus making prosecution of officers who are reckless, turn a blind eye to their responsibilities or make no attempt to ascertain what their obligations are,

¹ Section 351(2) of the CO defines an "officer who is in default" as "*any officer of the company...who knowingly and wilfully authorizes or permits the default, refusal or contravention...*"

² Clause 3 of the CB sets out the new formulation of "responsible person" as an officer or shadow director of the company or non-Hong Kong company who "*authorizes or permits, participates in or fails to take all reasonable steps to prevent, the contravention or failure*".

possible. This accords with one of the major policy objectives of the rewrite exercise, i.e. to enhance corporate governance in Hong Kong.

4. For example, under section 92(1) of the CO, a company must have a registered office and under section 92(3) any change must be notified to the Registrar of Companies (the Registrar) within 14 days. Failure to do so is an offence for which any officer in default may be liable under section 92(4). For a director or any other officer to be prosecuted under the current formulation of “officer in default”, it has to be proved that he knowingly and wilfully authorized or permitted the contravention. It is therefore unlikely that he could be successfully prosecuted if, for example, he deliberately shut his eyes or was reckless as to the requirements, or claimed that he did not know that the company had an obligation to maintain a registered office or that he was required to notify any change. As previously advised³ where the threshold is “knowingly and wilfully”, there has to be an irresistible inference from the evidence that the director or other officer knew of the obligation and in the exercise of his will, authorized or permitted the non-compliance⁴. If the director or other officer deliberately shut his eyes to the statutory requirements or was reckless as to such requirements or claimed ignorance of his obligation it is unlikely that he would be convicted.

5. Under the new formulation of “responsible person” it is hoped that such a director or other officer would be convicted for his failure to take all reasonable steps to prevent the contravention. For example, an executive director of a new company, who is also the company secretary and who has previously been involved in management of other companies which have complied with their filing obligations in the past, fails to take any steps at all to ensure that a return under section 92 of the CO is filed for the new company. The director has never taken steps for a compliance system to be implemented for the new company, nor for delegation of filing responsibilities to any person. The director now claims that he has no knowledge of the filing obligations. As the prosecution threshold is lowered under the new formulation of “responsible person”, it would be easier to establish liability, as the court need only draw an inference that the officer did not care whether there was compliance or that he was aware of a possibility of non-compliance but failed to take reasonable steps to prevent it. Under the existing law, there would only be liability if the court is prepared to infer that there was an actual intention to omit to file the returns.

³ Paragraph 5 of the LC Paper No CB(1)1879/10-11(02) dated 11 April 2011.

⁴ *HKSAR v Tang Tze Hoo Anthony* HCMA 775/2008.

6. On the other hand, as previously advised⁵, if the director or other officer appoints someone whom he believed to be competent and reliable to attend to the filing obligations under the Ordinance, and generally monitors the situation, then it is unlikely that he will be convicted for having failed to take all reasonable steps to prevent the breach. Even if in fact the delegate turned out to be incompetent, provided that his experience and qualifications were sufficient to reasonably expect him to be competent, the director should have a good defence that he has fulfilled the requirement of having taken reasonable steps to ensure compliance. It is unnecessary for an officer to have taken every conceivable step in order to avoid liability. An officer will not be liable if the steps taken were reasonable, even if there conceivably might have been other steps that could have been taken to prevent the contravention.

7. This analysis will apply to all of the current offences under the CO where there is liability for an officer in default, for example, filing of the annual return⁶, filing of particulars concerning directors or secretary⁷, filing of return of allotments⁸, filing of a special resolution⁹ etc.

8. There are two Hong Kong cases where the phrase “failure to take all reasonable steps” has been considered in the criminal context. Both cases concern the CO and the provisions relating to directors.

9. In *R v Lo Hon Yiu Henry*¹⁰ the appellant was a director of a company and was prosecuted together with two fellow directors for failing to take all reasonable steps to lay both the balance sheet and the profit and loss account before the company in general meeting in breach of sections 122(1), (2) and (3) of CO. The two fellow directors were acquitted before the Magistrate as they claimed that they had appointed the appellant to look after the business administration of the company. The Magistrate accepted that this was sufficient for them to avoid any liability. The appellant was convicted, however his conviction was overturned on appeal as the evidence showed that he had taken reasonable steps to comply with the CO. To complete the accounts he was required to verify information and this required some time. He

⁵ See footnote 3, paragraph 19.

⁶ CO, section 109(4), reinstated in the CB as clause 653(6).

⁷ CO, section 158(8), reinstated in the CB as clause 632(7).

⁸ CO, section 45(3), reinstated in the CB as clause 137(4) to (7).

⁹ CO, section 117(5), reinstated in the CB as clause 612(7).

¹⁰ [1985] 1 HKC 183.

therefore took advice from his auditors and solicitor on whether it was possible for him to defer the Annual General Meeting and thus delay the presentation of the accounts. The advice was that he could do so, and he acted upon this advice. The advice was wrong. The Court on appeal held that statutory non-compliance is not an offence if reasonable but unsuccessful steps were taken to ensure compliance and that it was a question of fact whether what the appellant had done amounted to reasonable steps. On consideration of all of the facts, the Judge was satisfied that the appellant had not only taken steps that a reasonable director would have taken but steps that a zealous director would have taken and he allowed his appeal against conviction.

10. In the case of *The Queen v Yung Leonora*¹¹, the appellant was convicted of failing to take all reasonable steps to keep proper books under section 121(4) of CO. The appellant was a director and a minority shareholder and she was the director responsible for the keeping of the accounts. She was asked to leave the company sometime in April 1991. There was evidence to the effect that there were proper books and accounts kept as at February 1991 and that when she left the company the appellant had given a hard copy of the accounts to the other director and majority shareholder. When the company was wound up in October 1991, however, there were no accounts. On looking at the facts and the evidence, the Judge on appeal considered that the appellant had taken all reasonable steps to secure compliance. After she was effectively removed from the management, it was difficult to see what else she could have done to secure compliance. Her appeal against conviction was allowed.

(b) Offences under the CB that impose liability on “responsible person”

11. The offences under the CO and CB which target “officer who is in default” or “responsible person” are for the most part regulatory in nature. For this reason, very few are prosecuted on indictment or are punishable by imprisonment. Out of the 168 offences that impose liability on “responsible person”, 158 (or 93%) are summary offences punishable by fine (**Annex A**). Of the remaining 10 offences, six are summary offences and are punishable by fine and imprisonment (**Annex B**), while four can be prosecuted summarily or on indictment and are punishable by fine and imprisonment (**Annex C**). It is considered

¹¹ [1994] 3 HKC 141.

necessary to lower the threshold for prosecution of such offences to protect the integrity of the Register and to enhance corporate governance.

(c) Provisions in the CO and other legislation which adopt “failure to take all reasonable steps”

12. The proposal to impose liability for failure to take all reasonable steps is not new in Hong Kong.

13. Section 155A(5)¹² of the CO and sections 3¹³, 4¹⁴, 7¹⁵ and 15¹⁶ of the Companies (Revision of Accounts and Reports) Regulations (Cap. 32N), and sections 95¹⁷, 96¹⁸ and 97¹⁹ of the Mandatory Provident Fund Schemes (General) Regulations (Cap. 485A) already impose liability for failure to take all reasonable steps.

14. Under the CO, there are also provisions where directors are criminally liable for failing to take all reasonable steps to secure compliance. These are sections 121²⁰, 122²¹, 123²², 124²³, 129F,²⁴ 141D²⁵, 161A²⁶, 161BA²⁷ and 161BB²⁸. In these provisions there is a statutory defence if the director can prove that he had reasonable grounds to believe and did believe that a competent and reliable person was charged with the duty of seeing that the provisions were complied with and was in a position to discharge that duty. It is further provided that there will be no imprisonment unless the offence was committed wilfully.

¹² Approval of company required for disposal by directors of fixed assets of the company.

¹³ Matters to be included in revised accounts.

¹⁴ Matters to be included in revised directors' report.

¹⁵ Approval and signature of revised directors' report.

¹⁶ Laying of revised accounts or director's report before general meeting.

¹⁷ Approved trustee to ensure financial statements are audited.

¹⁸ Approved trustee to appoint auditor to audit scheme account.

¹⁹ Approved trustee to notify Authority of failure to appoint auditor.

²⁰ Keeping of books of account.

²¹ Laying profit and loss account and balance sheet before the company in general meeting.

²² General provisions as to contents and form of accounts.

²³ Obligation to lay group accounts before holding company.

²⁴ Failing to comply with sections 129D and 129E re directors' report.

²⁵ Directors report.

²⁶ Certain items to be included in accounts.

²⁷ Provisions relating to loans to officers of authorized financial institutions

²⁸ Provisions relating to quasi-loans and credit transactions.

15. The use of the phrase in context is best explained by reference to the cases decided in Hong Kong, as detailed in paragraphs 9 and 10 above, on breach of sections 121 and 122 of CO. Each case will depend upon its own facts and the court will consider whether or not what was done was reasonable in the circumstances to prevent the contravention. The fact that it did not prevent the contravention will not be conclusive.

16. The formulation being proposed is the same as that adopted in the United Kingdom (UK) under its Companies Act 2006 (UKCA 2006)²⁹.

17. The formulation is also used in Singapore in relation to certain offences under various Acts³⁰.

18. In Australia, certain regulatory offences under the Corporations Act 2001 (ACA) attribute criminal liability to a secretary of a company, or a director of a proprietary company³¹ if such proprietary company does not have a secretary³², in addition to the defaulting company or proprietary company. Section 188(1) and (2) of the ACA provides for strict liability offences if there is a contravention of various provisions including, amongst others³³, the requirement to have a registered office³⁴,

²⁹ UKCA 2006, section 1121(3).

³⁰ Sections 174 (statutory meeting and statutory report) and 204 of the Companies Act; sections 55C (lodging a court order re approval of transfer of business with the Registrar and Authority) and 55M (lodging a certificate of restructuring with the Registrar) of the Banking Act; section 15 of the Business Trusts Act (securing compliance of the audit committee). There are other Acts where criminal liability is imposed for failing to take all reasonable steps to secure compliance, subject to a defence that he had reasonable grounds to believe that another person was charged with the duty of compliance and that person was competent and in a position to discharge the duty. These are as follows: section 84 of the Financial Advisers Act (any officer of a licensed financial adviser complying with the Act); section 66 of the Banking Act (any director or officer of a bank complying with the Act); section 332 of the Securities and Futures Act (any officer of an approved holding company, a securities exchange company etc. complying with the Act); section 41 of the Deposit Insurance Act (any officer of a bank or finance company complying with the Act); section 65 of the Trust Companies Act (any officer of a licensed trust company complying with the Act) and section 51 of the Payment Systems (Oversight) Act (any officer of a participant, operator or settlement institution etc. complying with the Act).

³¹ A proprietary company is a company which is (a) limited by shares or is an unlimited company with a share capital, (b) has no more than 50 non-employee shareholders, and (c) does not do anything that would require disclosure to investors under Chapter 6D of the ACA (except in limited circumstances) (sections 45A(1) and 113 of ACA).

³² Section 188(2) of the ACA provides that each director of a proprietary company contravenes this section if the proprietary company contravenes a provision referred to in section 188(1) and the proprietary company does not have a secretary when it contravenes that section.

³³ Sections 346C (requirement to respond to extract of particulars), 348D (requirement to respond to return of particulars), 205B (lodgement of notices with Australian Securities and Investment Commission), 178A (notice of change of registered member), 178C (notice of change to share structure), 349A (notice of change to ultimate holding company) of the ACA.

³⁴ Section 142 of the ACA.

the requirement for the registered office of a public company to be open to the public³⁵, notice of issue of shares³⁶, lodgement of financial reports³⁷ and notice of change of principal place of business³⁸. A defence is provided if such secretary or director shows that he has taken all reasonable steps to ensure the company complies with the relevant section³⁹.

**Financial Services and the Treasury Bureau
Companies Registry
6 May 2011**

³⁵ Section 145 of the ACA.

³⁶ Section 254X of the ACA.

³⁷ Section 319(1) of the ACA.

³⁸ Section 146 of the ACA.

³⁹ Section 188(3) of the ACA.

**Offences under the Companies Bill (CB) that impose liability on the
“responsible person” of a company or non-Hong Kong company**

Summary offences punishable by fine

Item no.	Clause no.	General description of the offence
1.	37(3)	Company failing to comply with the notice of the Registrar of Companies (R of C) to resolve inconsistency between a registered document and other information on the Companies Register
2.	38(2)	Company failing to comply with R of C’s notice to require further information for updating information on the Companies Register
3.	51(8)	Company failing to enter in its register of directors the address required by the provision as the correspondence address of a director (the address required may be protected address or a usual residential address of the director concerned)
4.	69(2)	Company failing to deliver all the signed consent(s) to act as director with the R of C in accordance with the prescribed requirement and within the prescribed time
5.	83(6)	Company failing to deliver to the R of C for registration, following alteration to its articles, a notice of the alteration in the specified form and a copy of its articles as altered and certified within the prescribed time
6.	84(9)	<ul style="list-style-type: none">• Company failing to deliver to the R of C for registration, following a special resolution to alter the company’s objects is passed, a notice of the alteration in the specified form and a copy of its articles as altered and certified as correct within the prescribed time• Company failing to give immediate notice to the R of C that an application is made to the Court to cancel the alteration of

Item no.	Clause no.	General description of the offence
		<p>company's objects</p> <ul style="list-style-type: none"> ● Company failing to deliver to the R of C for registration an office copy of the court order, and in the case of an order confirming the alteration, notice of alteration in the specified form and a copy of its articles as altered and certified as correct within the prescribed time
7.	85(8)	<ul style="list-style-type: none"> ● Company failing to deliver to the R of C for registration, following a special resolution to alter certain provisions of articles specified under clause 85(1)¹ of an existing company is passed, a notice of the alteration in the specified form and a copy of its articles as altered and certified as correct within the prescribed time ● Company failing to give immediate notice to the R of C that an application is made to the Court to cancel the alteration of certain articles of the company ● Company failing to deliver to the R of C for registration an office copy of the court order, and in the case of an order confirming the alteration, notice of alteration in the specified form and a copy of its articles as altered and certified as correct within the prescribed time
8.	88(2)	Company issuing copies of its articles of association without incorporating therein any alteration that has been made to its articles
9.	89(3)	Company failing to deliver to the R of C for registration, following alteration of the company's articles which results in a private company converting to a public company, a notice of the change of the company's status in the specified form within the prescribed time
10.	89(4)	Company failing to deliver to the R of C for registration, following alteration of the company's articles which results in a private company converting to a public company, a copy of the company's annual financial statements that are prepared in accordance with specified requirements and is for the financial year immediately before the financial year in which the alteration takes effect, and

¹ Clause 85(1) of the CB: "Alteration of certain articles by existing company".

Item no.	Clause no.	General description of the offence
		certified as true within the prescribed time
11.	90(3)	Company failing to deliver to the R of C for registration, following alteration of the company's articles which results in a public company converting to private company, a notice of the change of the company's status in the specified form within the prescribed time
12.	91(4)	<ul style="list-style-type: none"> ● Company failing to deliver to the R of C for registration, following alteration of the company's articles by an order of the Court, a notice of the alteration of the company's articles in the specified form within the prescribed time; or ● Company failing to deliver to the R of C for registration, an office copy of the court order for such alteration and a copy of the articles as altered by the court order within the prescribed time
13.	92(3)	<ul style="list-style-type: none"> ● Company failing to deliver to the R of C for registration, following alteration of the company's articles by any Ordinance other than the new Companies Ordinance, a notice of the alteration of the company's articles in the specified form within the prescribed time; or ● Company failing to deliver to the R of C for registration, a copy of the articles as altered by that other Ordinance within the prescribed time
14.	102(6)	Company failing to deliver to the R of C for registration, a notice of change of its name in the specified form within the prescribed time
15.	103(5)	<p>Company failing to change its name within the prescribed time as directed by the R of C on the ground that:-</p> <p>(a) it is a name the same as or too like a name in the index of names kept under section 22C of the Companies Ordinance (CO)² or in the Index of Company Names;</p>

² Section 22C of the CO: "R of C's index of company names".

Item no.	Clause no.	General description of the offence
		<p>(b) it is a name the same as or too like a name of a body corporate incorporated or established under an Ordinance;</p> <p>(c) misleading information has been given for the purpose of a company's registration by a particular name;</p> <p>(d) any undertaking or assurance given for the purpose of a company's registration has not been fulfilled;</p> <p>(e) that name would be likely to give the impression that the company is connected in any way with the Central People's Government or the Government of Hong Kong or any department of either Government or includes any word or expression for the time being specified in an order made under section 96 of the CB³ where prior consent from the R of C for registering such name has not been obtained; or</p> <p>(f) upon the receipt by the R of C of a copy of an order made by the court for restraining a company from using its company name or any part thereof</p>
16.	104(5)	<p>Company failing to change its name within the prescribed time as directed by the R of C on the ground that:-</p> <p>(a) such name gives so misleading an indication of the nature of its activities as to be likely to cause harm to the public;</p> <p>(b) the use of such name would constitute a criminal offence; or</p> <p>(c) such name is offensive or otherwise contrary to the public interest</p>
17.	109(2)	<p>Company limited by guarantee failing to deliver to the R of C for registration, a notice of an increase in number of its members beyond the registered number in the specified form within the prescribed time</p>
18.	119(3)	<p>Company which has a common seal failing to produce it in metallic form and engrave its name in legible characters on its common seal</p>

³ Clause 96 of the CB: "Financial Secretary may specify word or expression for section 95(2)(b)".

Item no.	Clause no.	General description of the offence
19.	137(4)	Company failing to deliver to the R of C for registration a return of allotment of shares within the prescribed time
20.	138(2)	Company failing to register an allotment of shares by entering in the register of members the necessary information within the prescribed time
21.	139(3)	Company failing to complete the certificates for shares allotted and have the certificates ready for delivery within the prescribed time
22.	143(4)	Company failing to deliver to the R of C the specified form disclosing the amount or rate of commissions paid by the company for persons to subscribe for shares
23.	146(5)	<ul style="list-style-type: none"> ● Company failing within the prescribed time to either register a transfer of shares or send the transferee and the transferor notice of refusal to register the transfer ● Company failing within the prescribed time to either register a transfer of shares or give a statement of reasons of refusal after receiving a request for such statement
24.	150(4)	Company failing to complete the certificates for shares transferred and have the certificates ready for delivery within the prescribed time
25.	153(5)	<ul style="list-style-type: none"> ● Company failing within the prescribed time to either register a transmission of shares or send the person requesting the registration notice of refusal to register ● Company failing within the prescribed time to either register a transmission of shares or give a statement of reasons of refusal after receiving a request for such statement
26.	161(2)	Listed company failing to publish notice of issue of replacement certificate

Item no.	Clause no.	General description of the offence
27.	166(5)	Company failing to deliver a notice to the R of C for registration in relation to an alteration of its share capital under clause 165 ⁴ within the prescribed time
28.	168(3)	Company failing to deliver a notice to the R of C for registration in relation to a redenomination of share capital under the relevant provision within the prescribed time
29.	170(3)	Company failing to deliver a notice to the R of C for registration in relation to a reconversion of stock into shares under the relevant provision within the prescribed time
30.	174(4)	Company failing to disclose on share certificates the different classes of shares or the voting rights for shares where there are different classes
31.	176(2)	Company failing to give written notice of a variation of class rights to each holder of shares in that class within the prescribed time
32.	178(2)	Company failing to deliver a copy of the court order confirming or disallowing a variation of class rights to the R of C within the prescribed time
33.	179(3)	Company failing to deliver to the R of C, within the prescribed time:- (a) a copy of the resolution or other document that authorized a variation of class rights; and (b) a notice in the specified form about the variation
34.	184(2)	Company failing to give written notice of a variation of class rights to each holder of shares in that class within the prescribed time

⁴ Clause 165 of the CB: “Permitted alteration of share capital”.

Item no.	Clause no.	General description of the offence
35.	186(2)	Company failing to deliver a copy of the court order confirming or disallowing a variation of class rights to the R of C within the prescribed time
36.	187(3)	<p>Company failing to deliver to the R of C, within the prescribed time:-</p> <p>(a) a copy of the resolution or other document that authorized a variation of class rights; and</p> <p>(b) a notice in the specified form about the variation</p>
37.	197(2)	Company failing to state paid-up capital on documents stating issued capital and issues, circulars or distributes those documents in Hong Kong
38.	213(3)	<ul style="list-style-type: none"> ● Company failing to publish a notice about the particulars of a proposed reduction of share capital in the Gazette within the prescribed time ● Company failing to publish a notice about the particulars of a proposed reduction of share capital in newspapers within the prescribed time
39.	213(5)	Company failing to deliver to the R of C for registration a copy of the solvency statement for a reduction of capital within the prescribed time
40.	214(3)	<ul style="list-style-type: none"> ● Company failing to ensure that the special resolution for a proposed reduction of share capital and the solvency statement are kept at its registered office or at a prescribed place during the prescribed period ● Company failing to permit a member or creditor to inspect the special resolution and solvency statement during the prescribed period

Item no.	Clause no.	General description of the offence
41.	215(5)	Company failing to give the R of C notice in the specified form of the application within the prescribed time after an application to oppose a proposed reduction of share capital is served on the company
42.	218(2)	Company failing to deliver an office copy of an order (to confirm or cancel a proposed reduction of share capital) to the R of C for registration within the prescribed time
43.	232(6)	<ul style="list-style-type: none"> ● Company failing to keep at its registered office or at a prescribed place a copy of the contract, agreement, or a memorandum of terms for buying back its own shares ● Company failing to keep for 10 years a copy of the contract, agreement, or a memorandum of terms for buying back its own shares ● Company failing to make the copy of the contract, agreement, or a memorandum of terms for buying back its own shares available during business hours for inspection
44.	256(3)	<ul style="list-style-type: none"> ● Company failing to publish a notice about the particulars of a proposed payment out of capital for a share redemption or buy-back in the Gazette within the prescribed time ● Company failing to publish a notice about the particulars of the proposed payment out of capital in newspapers within the prescribed time
45.	256(5)	Company failing to deliver to the R of C for registration a copy of the solvency statement for a share redemption or buy-back within the prescribed time
46.	257(3)	<ul style="list-style-type: none"> ● Company failing to ensure that the special resolution for a proposed payment out of capital and the solvency statement are kept at its registered office or at a prescribed place during the prescribed period ● Company failing to permit a member or creditor to inspect the special resolution and solvency statement during the prescribed

Item no.	Clause no.	General description of the offence
		period
47.	258(5)	Company failing to give the R of C notice in the specified form of the application within the prescribed time after an application to oppose a proposed payment out of capital is served on the company
48.	261(2)	Company failing to deliver an office copy of an order (to confirm or cancel a proposed payment out of capital) to the R of C for registration within the prescribed time
49.	266(4)	Company that redeems or buys back its own shares failing to deliver a return to the R of C for registration within the prescribed time
50.	279(5)	Company failing to send to its member a copy of the solvency statement and a notice containing prescribed information about the giving of financial assistance for an acquisition of the company's or its holding company's shares within the prescribed time
51.	282(6)	Company failing to give the R of C notice in the specified form of the application within the prescribed time after an application to oppose a financial assistance proposal is served on the company
52.	285(2)	Company failing to deliver an office copy of an order (to confirm or cancel a financial assistance proposal) to the R of C for registration within the prescribed time
53.	304(3)	<ul style="list-style-type: none"> ● Company, issuing a series of debentures, or any debenture stock, that are not transferable by delivery, failing to keep a register of the holders of the debentures or debenture stock ● Company failing to enter in the register of debenture holders the prescribed particulars
54.	305(5)	<ul style="list-style-type: none"> ● Company failing to keep its register of debenture holders available for inspection at:- <ul style="list-style-type: none"> (a) the company's registered office; or

Item no.	Clause no.	General description of the offence
		<p>(b) a place prescribed by regulations made under clause 648⁵</p> <ul style="list-style-type: none"> ● Company failing to notify the R of C of the place at which the register of debenture holders is kept within the prescribed time ● Company failing to notify the R of C of any change in the place at which the register of debenture holders is kept within the prescribed time
55.	306(6)	<ul style="list-style-type: none"> ● Company failing to provide a copy of the register of debenture holders or trust deed within the prescribed time after receiving such a request and the prescribed fee ● Company failing to inform a person of the most recent date on which alterations were made to the register of debenture holders when:- <ul style="list-style-type: none"> (a) the person inspects the register; or (b) the company provides the person with a copy of the register
56.	308(6)	Company failing to supply certificates as to closure of the register of debenture holders
57.	309(4)	<ul style="list-style-type: none"> ● Company failing to notify the R of C of the place at which the branch register of debenture holders is kept within the prescribed time ● Company failing to notify the R of C of any change in the place at which the branch register of debenture holders is kept within the prescribed time
58.	310(6)	Company failing to transmit entries made in a branch register to the principal register and to keep a duplicate of the branch register

⁵ Clause 648 of the CB: “Regulations about keeping and inspection of company records and provision of copies”.

Item no.	Clause no.	General description of the offence
59.	312(4)	Company failing to deliver to the R of C for registration a notice in the specified form informing the R of C of the discontinuance of a branch register of debenture holders within the prescribed time
60.	313(3)	Company failing to deliver to the R of C for registration a return of allotment of debentures or debenture stock
61.	314(2)	Company failing to register an allotment of debentures or debenture stock by entering in the register of debenture holders the necessary information within the prescribed time
62.	315(3)	Company failing to complete the certificates for debentures or debenture stock allotted and have the certificates ready for delivery within the prescribed time
63.	318(3)	Company failing within the prescribed time to either register a transfer of debentures or debenture stock or send the transferee and the transferor notice of refusal to register the transfer
64.	320(4)	Company failing to complete the debentures or certificates for debentures stock transferred and have them ready for delivery within the prescribed time
65.	336(3)	Company or registered non-Hong Kong company failing to deliver to the R of C for registration the requisite document(s) in respect of a registrable charge created by it within the prescribed time
66.	337(6)	Company failing to deliver to the R of C for registration the requisite document(s) in respect of a charge existing on property acquired by it within the prescribed time
67.	338(7)	Registered non-Hong Kong company failing to deliver to the R of C for registration the requisite document(s) in respect of a charge existing on property acquired by it within the prescribed time

Item no.	Clause no.	General description of the offence
68.	339(8)	Registered non-Hong Kong company which has, on the date of its registration under Part 16 ⁶ , any property in Hong Kong that is subject to a charge created by it or to a charge that subsisted when the property was acquired by it, failing to deliver to the R of C for registration the requisite document(s) in respect of such charge within the prescribed time
69.	340(9)	Company or registered non-Hong Kong company failing to deliver to the R of C for registration a statement of the particulars of every issue of debentures in a series within the prescribed time
70.	342(2)	Company or registered non-Hong Kong company failing to deliver to the R of C for registration within the prescribed time a statement of the particulars of any commissions, allowances or discounts paid by the company in respect of debentures
71.	350(7)	<ul style="list-style-type: none"> ● Company or registered non-Hong Kong company failing to keep copies of instruments creating registrable charges under the CB or CO at the prescribed place ● Company or registered non-Hong Kong company failing to notify the R of C of the place where a copy of an instrument creating a registrable charge is first kept or of a change in the place where such copy is kept within the prescribed time
72.	351(3)	Company failing to keep a register of charges at the prescribed place or enter in its register of charges the required particulars
73.	352(4)	Registered non-Hong Kong company failing to keep a register of charges at the prescribed place or enter in its register of charges the required particulars
74.	353(4)	Company or registered non-Hong Kong company failing to notify the R of C of the place where a register of charges is first kept or of a change in the place where such register is kept within the prescribed time

⁶ Part 16 of the CB: “Non-Hong Kong Companies”.

Item no.	Clause no.	General description of the offence
75.	367(8)	Company failing to notify the R of C in the specified form of the new accounting reference date within 14 days after a resolution specifying a new date is passed
76.	371(6)	<ul style="list-style-type: none"> ● Company failing to allow a director to make a copy of accounting records during inspection ● Company failing to provide director with a copy of accounting records upon request
77.	372(5)	<ul style="list-style-type: none"> ● Company failing to adequately record information contained in accounting records ● Company failing to enable accounting records that are kept in electronic form to be reproduced in hard copy form ● Company failing to take adequate precautions and steps to guard against, and facilitate discovery of, falsification of accounting records not kept in a bound book
78.	379(2)	Company failing to have statement of financial position approved and signed before circulation, publication or issue
79.	382(3)	<ul style="list-style-type: none"> ● Company failing to have a directors' report approved and signed ● Company failing to have the name of the signatory of the director's report stated in every copy of the report laid before a general meeting, sent to a member or otherwise circulated, published or issued by the company
80.	400(4)	Company failing to have the auditor's name stated in every copy of the auditor's report laid before a general meeting, sent to a member or otherwise circulated, published or issued by the company
81.	404(5)	Company (being a holding company) failing to take all reasonable steps to obtain, as soon as practicable, information or explanations in respect of its subsidiary incorporated overseas that an auditor reasonably requires for performance of his duties from the following persons:-

Item no.	Clause no.	General description of the offence
		(a) such subsidiary; (b) an officer or auditor of such subsidiary; (c) a person holding or accountable for any accounting records of such subsidiary; and (d) any person falling within paragraphs (b) or (c) at a time to which the information etc relates
82.	410(5)	Company failing to notify the R of C in the specified form within 14 days of passing a resolution to remove an auditor
83.	413(9)	Company failing, upon the request of a resigning auditor or an auditor about to be replaced or removed from office, to:- (a) state in the notice of meeting given to members that a cessation statement has been made by such auditor or send to members a copy of the statement before the meeting; or (b) ensure that the statement is read out at the meeting if it has not been so sent
84.	425(1)	Company failing to send to members a copy of the reporting documents for the financial year at least 21 days before the Annual General Meeting (AGM) at which the copy is required to be laid
85.	425(2)	If an AGM is not required to be held (because the company is a sole member company or as a result of dispensation of the requirement by unanimous members' consent under clause 602(2) ⁷), company failing to send to members a copy of the reporting documents for the financial year within the period specified in clause 422 ⁸ for laying and publishing financial statements
86.	426(3)	Company failing to provide members or personal representatives of deceased members, on demand within 7 days, a copy of the latest financial statements, directors' or auditor's report

⁷ Clause 602 of the CB: "Circumstances in which company not required to hold annual general meeting".

⁸ Clause 422 of the CB: "Period for laying and publishing financial statements etc."

Item no.	Clause no.	General description of the offence
87.	427(5)	<ul style="list-style-type: none"> ● Specified financial statements being circulated, published or issued without the auditor’s report on those statements ● Non-statutory accounts being circulated, published or issued without a statement in clause 427(3)⁹ in relation to the specified financial statements and the auditor’s report on those statements ● Non-statutory accounts circulated, published or issued with the auditor’s report on the specified financial statements
88.	431(3)	<ul style="list-style-type: none"> ● Company failing to have a summary financial report approved and signed ● Company failing to have the name of the signatory of the summary financial report stated in every copy of the report laid before a general meeting, sent to a member or otherwise circulated, published or issued by the company
89.	436(6)	<ul style="list-style-type: none"> ● Company failing to send, upon request and within the time specified in clause 436(3)¹⁰, a copy of the reporting documents to a member who has been sent a copy of the summary financial report under clauses 432¹¹ and 435¹² ● Company failing to send, upon request and within the time specified in clause 436(3), a copy of the summary financial report to a member who has been sent a copy of the reporting documents under clause 421¹³
90.	437(3)	<ul style="list-style-type: none"> ● Company sending a copy of a summary financial report to a member where it is prohibited to do so under clause 437(1)¹⁴ ● Company sending a copy of a summary financial report to a member where it is prohibited to do so under clause 437(2)
91.	440(4)	Company (which is a public company or a company limited by guarantee) failing to deliver to the R of C for registration a warning

⁹ Clause 427 of the CB: “Requirement in connection with publication of financial statements etc.”

¹⁰ Clause 436 of the CB: “Additional copy of reports etc. to be sent by company”.

¹¹ Clause 432 of the CB: “Company may send copy of summary financial report to member”.

¹² Clause 435 of the CB: “Company must comply with member’s request in notice of intent etc.”

¹³ Clause 421 of the CB: “Company must send copies of financial statements etc. to members before general meeting”.

¹⁴ Clause 437 of the CB: “Company must not send summary financial report under some circumstances”.

Item no.	Clause no.	General description of the offence
		statement, in the specified form, within 7 days after the directors' decision to revise financial statements, a copy of which has been delivered to the R of C under clause 655(3)(b) ¹⁵
92.	449(4)	Company failing to comply with a direction issued by the R of C regarding a breach of the requirement to have director(s) or the requirement to have at least one director who is a natural person
93.	462(5)	<ul style="list-style-type: none"> ● Company failing to keep available for members' inspection copy of exempted indemnity provision or memorandum thereof at the prescribed places ● Company failing to retain and keep for members' inspection copy of exempted indemnity provision or memorandum thereof for at least one year after the date of termination or expiry of the exempted indemnity provision ● Company failing to deliver to the R of C for registration a notice of the place, or any change in the place, at which the copy exempted indemnity provision or memorandum thereof
94.	463(4)(a)	Company failing to provide a member of the company upon request with a copy of the exempted indemnity provision or memorandum within the prescribed time
95.	467(4)	Company failing to comply with a direction issued by the R of C regarding a breach of the requirement to have secretary
96.	472(3)	<ul style="list-style-type: none"> ● Company failing to cause minutes of directors' meetings to be recorded ● Company failing to keep the minutes of directors' meetings for at least 20 years from the date of the meeting
97.	474(5)	Company failing to keep a written record of decision provided by its sole director for at least 20 years from the date of the decision

¹⁵ Clause 655 of the CB: "Contents of annual return".

Item no.	Clause no.	General description of the offence
98.	533(6)	<ul style="list-style-type: none"> ● Company, which has entered into a contract by which a person undertakes the management and administration of the whole or any substantial part of any of the company's business, failing to include in its directors' report the prescribed particulars in relation to such contract ● Company failing to keep available for members' inspection at the prescribed places copy of such contract or memorandum thereof ● Company failing to retain and keep available for members' inspection copy of such contract or memorandum thereof for at least one year after the date of termination or expiry of the contract ● Company failing to deliver to the R of C for registration within the prescribed time a notice of the place, or any change in the place, at which the copy of the contract or memorandum is kept
99.	534(4)	Company failing to provide to a member of the company upon request with a copy of the contract or memorandum within the prescribed time
100.	535(3)	Company failing to ensure that the terms of a contract with its sole member who is also a director are set out in a written memorandum and kept at the prescribed place
101.	543(6)	<ul style="list-style-type: none"> ● Company failing to send at its own expense to every member a copy of the written resolution proposed by directors and members and, if required, any members' statement ● Company failing to send to every member copies of the documents required in clause 543(1)¹⁶ within 21 days ● Company failing to send to an eligible member the prescribed guidance which is to accompany copy of the written resolution
102.	545(3)	Company, which is required to circulate a written resolution, failing to send to the company's auditor a copy of the written resolution

¹⁶ Clause 543 of the CB: "Circulation of written resolution".

Item no.	Clause no.	General description of the offence
		and any other related document in accordance with the prescribed requirements
103.	549(2)	Company failing to send a copy of the written resolution to every member and the auditor within 15 days after it is passed
104.	565(2)	Company failing to send to its auditor notice of a general meeting or any other document relating to the general meeting at the same time as it gives notice of them to a member
105.	566(4)	Company failing to ensure, in the event that a resolution is intended to be moved at a general meeting, that a notice of the meeting (a) includes notice of the resolution; and (b) (where the company is not a wholly owned subsidiary) includes a statement containing the information and explanation reasonably necessary to indicate the purpose of the resolution
106.	571(3)	Company, which is required to circulate a statement to its members, failing to send a copy of it to each of its members in accordance with the prescribed requirements
107.	584(2)	Company failing to record in the minutes of proceedings of a general meeting the prescribed results of each resolution decided on a poll
108.	587(2)	Notice calling a meeting of a company failing to contain a statement of the prescribed rights of its members to appoint proxies
109.	590(3)	Company issuing invitations at its expense to some of its members only to appoint as proxy one or more specified persons for the purpose of a general meeting
110.	600(9)	<ul style="list-style-type: none"> ● Company failing to hold a general meeting as its AGM in respect of each financial year within the prescribed periods after the end of the company's accounting reference period ● Company failing to hold a general meeting as its first AGM within the prescribed periods after the anniversary of the company's

Item no.	Clause no.	General description of the offence
		<p>incorporation or the end of the company's first accounting reference period</p> <ul style="list-style-type: none"> ● Company, the accounting reference period of which is shortened, failing to hold a general meeting as its AGM within the prescribed periods after the end of the shortened accounting reference period or the effective date of the shortened accounting reference period ● Company, the period for holding an AGM of which has been extended by the court, failing to hold the general meeting as its AGM within the period so extended ● Company failing to comply with the directions given by the court in relation to the calling of a general meeting and any ancillary or consequential directions
111.	606(4)	Company, which is required to give notice of a resolution that may properly be moved and is intended to be moved at an AGM, failing to send a copy of it at the company's expense to each member in accordance with the prescribed requirements
112.	608(3)	<ul style="list-style-type: none"> ● Company failing to keep records comprising (a) copies of all resolutions of members passed otherwise than at general meetings; (b) minutes of all proceedings of general meetings; and (c) all written records of decision of sole member provided to the company ● Company failing to keep records of resolutions, meetings and decisions of members for at least 20 years from the date of the resolution, meeting or decision
113.	609(5)	<ul style="list-style-type: none"> ● Company failing to keep records of resolutions, meetings and decisions of members available for inspection at the registered office or a prescribed place ● Company failing to notify the R of C in the specified form of the place where records of resolutions, meetings and decisions of members are kept within 14 days ● Company failing to notify the R of C in the specified form of any change (other than a change of the registered office address) in

Item no.	Clause no.	General description of the offence
		the place where the records of resolutions, meetings and decisions of members are kept within 14 days after the change
114.	610(4)	Company failing to provide a member, upon request and payment of the prescribed fee, with a copy of any record of resolutions, meetings and decisions of members within the prescribed period
115.	612(7)	Company failing to deliver to the R of C a copy of the prescribed resolution or agreement within 14 days after it is passed or made
116.	612(8)	<ul style="list-style-type: none"> ● Company, whose articles have been registered, failing to include in, or annex to every copy of its articles issued, a copy of the prescribed resolution, agreement or court order in accordance with the prescribed requirements ● Company, whose articles have not been registered, failing to send to any of its members upon request a copy of the prescribed resolution, agreement or court order
117.	617(7)	<ul style="list-style-type: none"> ● Company failing to keep a register of its members with the prescribed particulars of its members ● Company failing to enter in the register of members the prescribed particulars of its members within 2 months ● Company failing to retain a copy of any details included in the register of members for a period of 20 years
118.	618(5)	<ul style="list-style-type: none"> ● Company failing to keep the register of members available for inspection at the registered office or prescribed place ● Company failing to notify the R of C in the specified form of the place where its register of members is kept within 14 days ● Company failing to notify the R of C in the specified form of any change (other than a change of the registered office address) in the place where its register of members is kept within 14 days after the change
119.	619(3)	<ul style="list-style-type: none"> ● Company failing to enter in its register of members the required information where the number of its member falls to one ● Company failing to enter in its register of members the required information where its membership increases from one to two or

Item no.	Clause no.	General description of the offence
		more members
120.	620(5)	<ul style="list-style-type: none"> ● Company having more than 50 members failing to keep an index of the names of its members ● Company failing to make necessary alteration to the index of members within 7 days after alteration in the register of members ● Company failing to contain in the index of members a sufficient indication in respect of each member to enable the members' account to be readily found ● Company failing to keep index of members at the same place as its register of member
121.	621(6)	<ul style="list-style-type: none"> ● Company failing to provide a person, upon request and payment of the prescribed fee, with a copy of the register of members or index of members' names within the prescribed period ● Company, upon inspection by or provision of a copy of the register of members to a person, failing to inform the person of the most recent date on which alterations were made to the register ● Company, upon inspection by or provision of a copy of the index of members' names to a person, failing to inform the person whether there is any alteration to the register of members that is not reflected in the index
122.	623(6)	Company failing to provide a certificate with prescribed particulars as to the closure of its register of members to any person seeking an inspection.
123.	627(4)	<ul style="list-style-type: none"> ● Company having a share capital, which begins to keep a branch register of its members resident outside Hong Kong, failing to notify the R of C in a specified form of the address where the register is kept within 14 days ● Company which keeps a branch register failing to notify the R of C in a specified form of any change in the address where the branch register is kept within 14 days after the change

Item no.	Clause no.	General description of the offence
124.	628(6)	Company, which keeps a branch register, failing to transmit to its registered office a copy of every entry made in its branch register as soon as possible or cause to be kept a duplicate of its branch register entered up at the place where the register of members is kept
125.	630(4)	Company which keeps a branch register failing to notify the R of C in a specified form of its discontinuance and the register to which all the entries have been transferred within 14 days
126.	632(7)	<ul style="list-style-type: none"> ● Company failing to keep a register of directors ● Company failing to enter in the register of directors the required particulars of each director or reserve director ● Company failing to keep the register of directors available for inspection at the registered office or prescribed place ● Company failing to notify the R of C in the specified form of the place where the register of directors is kept within 14 days ● Company failing to notify the R of C in the specified form of any change (other than a change of the registered office address) in the place where the register of directors is kept within 14 days after the change
127.	633(5)	<ul style="list-style-type: none"> ● Company failing to provide a person, upon request and payment of the prescribed fee, with a copy of the register of directors within the prescribed period ● Company failing to inform a person of the most recent date on which alterations were made to the register of directors upon inspection by or provision of a copy of the register to such person
128.	636(6)	<ul style="list-style-type: none"> ● Company failing to notify the R of C in a specified form containing the particulars of a person appointed as a director and a statement of acceptance of appointment and attainment of age 18 within 14 days after the appointment ● Company failing to notify the R of C in a specified form containing all the particulars of a person nominated as a reserve director within 14 days after the nomination ● Company failing to deliver to the R of C a statement in the specified form that a person nominated as a reserve director has

Item no.	Clause no.	General description of the offence
		<p>accepted the nomination and attained age 18 within 14 days after the nomination</p> <ul style="list-style-type: none"> ● Company failing to notify the R of C in a specified form containing the prescribed particulars of cessation in office of a director or reserve director or any change in the particulars in the register of directors within 14 days after the cessation or change
129.	639(7)	<ul style="list-style-type: none"> ● Company failing to keep a register of its company secretaries ● Company failing to enter in the register of company secretaries the required particulars of each company secretary or joint company secretaries ● Company failing to keep the register of company secretaries available for inspection at the registered office or prescribed place ● Company failing to notify the R of C in the specified form of the place where the register of company secretaries is kept within 14 days ● Company failing to notify the R of C in the specified form of any change (other than a change of the registered office address) in the place where the register of company secretaries is kept within 14 days after the change
130.	640(5)	<ul style="list-style-type: none"> ● Company failing to provide a person, upon request and payment of the prescribed fee, with a copy of the register of company secretaries within the prescribed period ● Company failing to inform a person of the most recent date on which alterations were made to the register of company secretaries upon inspection by or provision of a copy of the register to such person
131.	643(3)	<ul style="list-style-type: none"> ● Company failing to notify the R of C in a specified form containing the particulars of a person or persons appointed as company secretary or joint company secretaries and a statement of acceptance of appointment within 14 days after the appointment ● Company failing to notify the R of C in a specified form containing the prescribed particulars of cessation in office of a company secretary or any change in the particulars in the register of company secretaries within 14 days after the cessation or change

Item no.	Clause no.	General description of the offence
132.	646(5)	<ul style="list-style-type: none"> ● Company failing to adequately record information in company records ● Company failing to enable company records that are kept in electronic form to be reproduced in hard copy form
133.	647(2)	<ul style="list-style-type: none"> ● Company failing to take adequate precaution and steps to guard against, and facilitate the discovery of, falsification of company records
134.	649(5)	Company failing to have a registered office in Hong Kong to which all communications and notices may be addressed
135.	653(6)	<ul style="list-style-type: none"> ● A private company failing to deliver to the R of C an annual return in the specified form containing the specified particulars within 42 days after the incorporation anniversary date ● A public company or a company limited by guarantee failing to deliver to the R of C an annual return in the specified form containing the specified particulars within 42 days after 6 or 9 months after the end of the accounting reference period
136.	662(6)	<ul style="list-style-type: none"> ● Company failing to send an explanatory statement with the notice summoning a meeting for a proposed arrangement or compromise; or to state in the notice by advertisement where and how the explanatory statement can be obtained ● Company failing to provide copy of explanatory statement free of charge
137.	664(9)	Company failing to send a copy of the articles, resolution or agreement, as amended by the court, with the office copy of the court order delivered to the R of C for registration
138.	665(7)	Company failing to send a copy of the articles, resolution or agreement, as amended by the court, with the office copy of the court order delivered to the R of C for registration
139.	666(2)	Company failing to provide, with every copy of the articles issued by the company, a copy of the court order made under clause

Item no.	Clause no.	General description of the offence
		664 ¹⁷ or 665 ¹⁸ , unless the effect of the arrangement or compromise to which the order relates has been incorporated into the articles
140.	675(7)	Company failing to deliver to the R of C for registration an office copy of a court order made under clause 675 ¹⁹ within the prescribed time
141.	715(5)	Company failing to deliver to the R of C for registration an office copy of a court order altering the company's articles
142.	758(6)	Company failing to change prohibited name after restoration of the company to the Companies Register
143.	759(4)	Company failing to change name on the direction of the R of C after restoration of the company to the Companies Register
144.	764(6)	Non-Hong Kong company failing to apply to the R of C for registration as a registered non-Hong Kong company within the prescribed time
145.	766(10)	Registered non-Hong Kong company failing to notify R of C of addition, change or cessation of name or translation of name
146.	769(3)	Registered non-Hong Kong company carrying on business under the name in respect of which a notice under clause 768(1) ²⁰ was served after the prescribed time
147.	774(4)	Registered non-Hong Kong company failing to deliver to the R of C for registration a return in respect of another person as an authorized representative of the company within the prescribed time after a person ceases to be an authorized person

¹⁷ Clause 664 of the CB: "Court may sanction arrangement or compromise".

¹⁸ Clause 665 of the CB: "Court's additional powers to facilitate reconstruction or amalgamation".

¹⁹ Clause 675 of the CB: "Court may intervene in amalgamation proposal in certain cases".

²⁰ Clause 768 of the CB: "Registrar may serve notice to regulate use of corporate names or approved names".

Item no.	Clause no.	General description of the offence
148.	776(3)	Registered non-Hong Kong company failing to deliver to the R of C an annual return for registration within the prescribed time
149.	777(3)	Registered non-Hong Kong companies within the scope of this section failing to deliver accounts to the R of C for registration within the prescribed time
150.	778(5)	Registered non-Hong Kong companies failing to deliver to the R of C for registration within the prescribed time a warning statement that the accounts will be revised where the directors have decided to revise the accounts under clause 778(1) ²¹
151.	779(5)	<ul style="list-style-type: none"> ● Registered non-Hong Kong companies failing to deliver to the R of C for registration a return containing the particulars of a change made in the charter, statutes or memorandum (including articles, if any) or other instruments defining the company's constitution within the prescribed time ● Registered non-Hong Kong companies failing to deliver to the R of C for registration a return containing the particulars of a change made in the directors, company secretary or authorized representatives or in their particulars within the prescribed time ● Registered non-Hong Kong companies failing to deliver to the R of C for registration a return containing the particulars of a change made in the address of the company's principal place of business in Hong Kong or in its place of incorporation or of its registered office within the prescribed time
152.	780(7)	Non-Hong Kong company failing to state its names, place of incorporation, etc. in accordance with subclauses (1), (3), (4) or (5) of this provision ²²
153.	780(8)	Non-Hong Kong company failing to state its names, place of incorporation, etc. in accordance with subclause (2)

²¹ Clause 778 of the CB: "Directors may revise accounts not complying with certain requirement".

²² Clause 780 of the CB: "Non-Hong Kong company must state names, place of incorporation, etc."

Item no.	Clause no.	General description of the offence
154.	781(7)	Registered non-Hong Kong company failing to notify the R of C within the prescribed time the following:- <ul style="list-style-type: none"> ● Under subclause (1): commencement of liquidation and required particulars; and ● Under subclause (6): change in the particulars of liquidation, appointment or cessation of liquidators or provisional liquidators
155.	782(3)	Registered non-Hong Kong company failing to notify the R of C of cessation of place of business in Hong Kong within the prescribed time
156.	786(5)	Registered non-Hong Kong company that had been struck off the Companies Register having a place of business in Hong Kong
157.	825(3)	Company failing to provide a document or information in hard copy form as requested by its member or debenture holders within the prescribed time
158.	55(2) of Schedule 10	Company failing to inform a person of the most recent date on which alterations were made to the register of debenture holders when:- <ol style="list-style-type: none"> (a) the person inspects the register; or (b) the company provides the person with a copy of the register; where the person's request to inspect, or be provided with a copy, was made under provisions having a continuing effect under Schedule 10²³

²³ Schedule 10 of the CB: "Transitional and Saving Provisions".

**Offences under the Companies Bill (CB) that impose liability on the
“responsible person” of a company or non-Hong Kong company**

Summary offences punishable by fine and imprisonment

Item no.	Clause no.	General description of the offence
1.	271(4)	Company in breach of prohibition on providing financial assistance for acquisition of its own shares or for reducing or discharging any liability for such acquisition
2.	369(5)	<ul style="list-style-type: none">● Company failing to keep accounting records in accordance with specified requirements● Company (being a holding company) failing to take all reasonable steps to secure that its overseas subsidiary undertaking keeps accounting records sufficient for directors to prepare financial statements in accordance with the specified requirements provided under the CB
3.	370(4)	<ul style="list-style-type: none">● Company failing to (a) keep accounting records at the registered office or a place that the directors think fit; and (b) allow accounting records to be inspected by directors at all times● For a company that keeps accounting records overseas, failing to keep in Hong Kong and to allow inspection by directors at all times, the accounts and returns with respect to the business dealt with in the records● Accounting records and returns prepared by the company failing to disclose reasonable accurate financial position of business and not being sufficient for directors to prepare financial statements in accordance with the specified requirements provided under the CB
4.	373(3)	Company failing to preserve accounting records, or accounts and returns, required to be kept for 7 years after the end of the financial

Item no.	Clause no.	General description of the offence
		year to which they relate
5.	408(4)	Company failing to notify the Registrar of Companies in specified form of the auditor's notice of resignation within 14 days of receipt
6.	425(3)	If an AGM is not required to be held (because the company is a sole member company or as a result of dispensation of the requirement by unanimous members' consent), company wilfully failing to send to members a copy of the reporting documents for the financial year within the specified period for laying and publishing financial statements

**Offences under the Companies Bill (CB) that impose liability on the
“responsible person” of a company or non-Hong Kong company**

Offences prosecuted summarily or on indictment punishable by fine and imprisonment

Item no.	Clause no.	General description of the offence
1.	207(1)	Company reducing its share capital in breach of the specified requirements provided under the CB
2.	262(3)	Company acquiring its own shares in breach of the specified requirements provided under the CB
3.	417(6)	Company failing to send a copy of the statement of circumstances of a departing auditor to members (unless the company applies for a court order for non-publicity of the statement within 14 days of receipt of the statement)
4.	419(1)	<ul style="list-style-type: none">● Company failing to:-<ul style="list-style-type: none">(a) send to members or (unless already named as a party to the proceedings) the auditor who has given a statement of circumstances to the company, a copy of the notice setting out the effect of court directions that copies of the statement are not to be sent to members owing to the auditor’s abuse of the use of the statement, or(b) deliver a copy of the notice to the Registrar for registration within 14 days of the directions● Company failing to:-<ul style="list-style-type: none">(a) give notice of the court’s decision not to grant the application for non-publicity of the statement of circumstances, or of discontinuation of the proceedings, to the auditor who has given the statement to the company, or(b) a copy of the statement to members or the auditor within 14 days of the decision or discontinuation