

立法會
Legislative Council

LC Paper No. CB(3) 974/11-12

Ref : CB(3)/B/FST/3 (10-11)

Tel : 3919 3308

Date : 25 June 2012

From : Clerk to the Legislative Council

To : All Members of the Legislative Council

Council meeting of 27 June 2012

Companies Bill

Committee stage amendments

Members have been informed (vide LC Paper No. CB(3) 938/11-12 issued on 19 June 2012) that the President has given permission for Hon Paul CHAN and Hon Starry LEE to respectively move amendments to the Bill at the Council meeting of 27 June 2012. Members are invited to note that the President has also given permission for the Secretary for Financial Services and the Treasury to move amendments to the Bill at its Committee stage.

2. In view of the large number of amendments proposed by the Secretary for Financial Services and the Treasury, the amendments will be issued to Members **by e-mail only** in order to economize on the use of paper.

(Ms Doris LO)
for Clerk to the Legislative Council

Encl.

Companies Bill

Committee Stage

Amendments to be moved by the Secretary for Financial Services and the Treasury

<u>Clause</u>	<u>Amendment Proposed</u>
2(1)	In the definition of <i>financial year</i> , by deleting “—see section 363” and substituting “, in relation to a company, means a financial year of the company determined in accordance with Division 3 of Part 9”.
2(1)	In the definition of <i>predecessor Ordinance</i> , by deleting “section 1” and substituting “section 2”.
2(1)	In the definition of <i>written resolution</i> , by deleting “section 546” and substituting “Subdivision 2 of Division 1 of Part 12”.
2(1)	By deleting the definitions of <i>special notice</i> and <i>undertaking</i> .
3(2)	By deleting paragraph (b) and substituting— “(b) authorizes or permits, or participates in, the contravention or failure.”.
3(3)	By deleting paragraphs (b) and (c) and substituting— “(b) the body corporate authorizes or permits, or participates in, the contravention or failure; and (c) the person authorizes or permits, or participates in, the contravention or failure.”.
5(7)	By deleting paragraph (f).

5(7)(g) By deleting “, (e) or (f)” and substituting “or (e)”.

5(7)(h) By deleting “, (f)”.

New By adding immediately after clause 5—

“5A. Offering shares or debentures to public, etc.

- (1) In this Ordinance, a reference to offering shares or debentures of a company to the public includes offering them to a section of the public, whether selected—
 - (a) as members or debenture holders of the company;
 - (b) as clients of the person making the offer; or
 - (c) in any other manner.
- (2) In this Ordinance and in a company’s articles, a reference to an invitation to the public to subscribe for shares or debentures of a company includes an invitation to a section of the public, whether selected—
 - (a) as members or debenture holders of the company;
 - (b) as clients of the person making the invitation; or
 - (c) in any other manner.
- (3) Neither subsection (1) nor subsection (2) operates to treat a private offer of shares or debentures, or a private invitation to subscribe for shares or debentures, as an offer or invitation made to the public.
- (4) In particular—
 - (a) a provision in a company’s articles prohibiting invitations to the public to subscribe for shares or debentures is not to be regarded as prohibiting a private invitation to subscribe for shares or debentures to be made to members or debenture holders; and
 - (b) the provisions of this Ordinance relating to private companies are to be construed accordingly.

(5) In this section, an offer of shares or debentures, or an invitation to subscribe for shares or debentures, is a private offer or invitation if the offer or invitation can properly be regarded, in all the circumstances, as being—

(a) not calculated to result, directly or indirectly, in the shares or debentures becoming available for subscription or purchase by persons other than those receiving the offer or invitation; or

(b) a domestic concern of the persons making and receiving the offer or invitation.”.

7 By renumbering the clause as clause 7(1).

7 By adding—

“(2) For the purposes of subsection (1), the liability of the members of an existing company is to be regarded as being limited by the company’s articles to any amount unpaid on the shares held by the members if a condition of the memorandum of association of the company stating that the liability of the members is limited is regarded as a provision of the articles by virtue of section 93.”.

15 In the heading, by deleting “, **parent company**”.

15 By deleting “, parent company”.

19(1) In the definition of *company*, in paragraph (b), by deleting “immediately” and substituting “at any time”.

26 By deleting the clause and substituting—

“26. Registrar must keep records of companies

(1) The Registrar must keep records of—

(a) the information contained in every document that is delivered to the Registrar for registration and that the Registrar decides to register under this Part;

- (b) the information contained in every certificate that is issued by the Registrar under this Ordinance; and
 - (c) the information contained in every prospectus registered by the Registrar under section 38D or 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).
- (2) The Registrar must continue to keep the records that were, immediately before the commencement date of this section, kept for the purpose of a register of companies under the predecessor Ordinance.
- (3) For the purposes of subsections (1) and (2), the Registrar must record the specified address as the correspondence address of a director, reserve director or company secretary of the following company—
- (a) an existing company;
 - (b) a company falling within paragraph (a) of the definition of *company* in section 19(1) that is registered under section 765(1) by virtue of section 124 of Schedule 10; or
 - (c) a company falling within paragraph (b) of the definition of *company* in section 19(1).
- (4) After the specified address is recorded under subsection (3) as the correspondence address of a director, reserve director or company secretary of a company, the Registrar must update the entry of such correspondence address with—
- (a) the latest address of the company's registered office contained in a notice of change of address of the company's registered office—
 - (i) that is sent under section 92(3) of the predecessor Ordinance or section 649(3); and
 - (ii) that is registered by the Registrar under this Part; or
 - (b) the latest address of the company's principal place of business in Hong Kong contained in a return in respect of the change of address of the company's principal place of business in Hong Kong—

- (i) that is delivered under section 335(1)(d) of the predecessor Ordinance or section 779(1); and
 - (ii) that is registered by the Registrar under this Part.
- (5) Subsection (4) does not apply if, in relation to the director, reserve director or company secretary of a company—
 - (a) a notice or return is delivered under section 636(4), 643(2) or 779(1) in respect of a change of the person's correspondence address; and
 - (b) the notice or return is registered by the Registrar under this Part.
- (6) For the purposes of subsection (3), an address is the specified address in relation to a director, reserve director or company secretary of a company if—
 - (a) immediately before the commencement date of this section, the address was shown on the register of companies under the predecessor Ordinance as the address of the company's registered office or principal place of business in Hong Kong;
 - (b) the address is contained, as the address of the company's registered office, in an incorporation form—
 - (i) delivered before the commencement date of Division 1 of Part 3 to the Registrar for registration under section 15(1) of the predecessor Ordinance; and
 - (ii) registered on or after that commencement date under section 16(1) of the predecessor Ordinance; or
 - (c) the address is contained, as the address of the company's principal place of business in Hong Kong, in an application for registration delivered before the commencement date of Division 2 of Part 16 to the Registrar under section 333 of the predecessor Ordinance and the registration takes place under section 765(1).

26A. Provisions supplementary to section 26

- (1) The records kept under section 26 must be such that information relating to a company is associated with the company in a manner determined by the Registrar, so as to enable all the information relating to the company to be retrieved.
- (2) A record of information for the purposes of section 26(1) must be kept in such form as to enable any person to inspect the information contained in the record and to make a copy of the information.
- (3) Subject to subsections (1) and (2), a record of information for the purposes of section 26(1) may be kept in any form that the Registrar thinks fit.
- (4) If the Registrar keeps a record of information in a form that differs from the form in which the document containing the information was delivered to, or generated by, the Registrar, the record is presumed, unless the contrary is proved, to represent the information contained in the document as delivered or generated.
- (5) If the Registrar records the information contained in a document for the purposes of section 26(1), the Registrar is to be regarded as having discharged any duty imposed by law on the Registrar to keep, file or register the document.”.

33 By adding—

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

36(2) By deleting “may” and substituting “must”.

37 By deleting subclause (1) and substituting—

“(1) If it appears to the Registrar that the information contained in a document registered by the Registrar in respect of a company is inconsistent with other information relating to the company on the Companies Register, the Registrar may give notice to the company—

- (a) stating in what respect the information contained in the document appears to be inconsistent with other information on the Companies Register; and

- (b) requiring the company to take steps to resolve the inconsistency.”.

37 By adding—

- “(4) If a person is charged with an offence under subsection (3) for failure to comply with a requirement, it is a defence to establish that the person took all reasonable steps to secure compliance with the requirement.”.

38 By deleting subclauses (2) and (3) and substituting—

- “(2) If a person fails to comply with a requirement under subsection (1)—
 - (a) where the person is a company, the company, and every responsible person of the company, commit an offence; or
 - (b) where the person is not a company, the person commits an offence.
- (3) A person who commits an offence under subsection (2) is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.
- (4) If a person is charged with an offence under subsection (2) for failure to comply with a requirement, it is a defence to establish that the person took all reasonable steps to secure compliance with the requirement.”.

39(2) In the Chinese text, by deleting “該公司” and substituting “由該公司提出”.

43(1)(a)(i) By adding “to which this subsection applies” after “a company”.

43(1)(a)(ii),
(iv), (v) and
(vi) By adding “such” before “a company”.

43 By adding—

- “(1A) Subsection (1) applies to—

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

43(4) In the definition of *disqualification order*, by deleting paragraphs (a), (b) and (c) and substituting—

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

45 By deleting the clause.

New By adding immediately before clause 46—

“45A. Interpretation

In this Subdivision—

withheld address (不提供的地址) means an address withheld from public inspection under section 47(1)(a);

withheld identification number (不提供的身分識別號碼) means a number withheld from public inspection under section 47(1)(b);

withheld information (不提供的資料) means a withheld address or a withheld identification number.”.

47(1) By deleting “43(1)” and substituting “43”.

47(3) By deleting “may” and substituting “must”.

47 By deleting subclauses (7) and (8) and substituting—

- “(7) An application for the purposes of subsection (1) must—

- (a) contain the information required by regulations made under subsection (8)(a);
 - (b) be accompanied by the documents required by regulations made under subsection (8)(b); and
 - (c) be accompanied by a fee prescribed by regulations made under subsection (8)(c).
- (8) The Financial Secretary may make regulations—
- (a) providing for the information to be contained in an application made for the purposes of subsection (1), including—
 - (i) the correspondence address required for the purposes of subsection (3); and
 - (ii) any other information specified by the Registrar for such an application;
 - (b) providing for the documents to accompany such an application, including any document specified by the Registrar for such an application;
 - (c) prescribing the fees to accompany such an application; and
 - (d) providing for the powers of the Registrar to require additional documents and information to be provided to the Registrar for the purposes of determining such an application.”.

47(9) By deleting “must be an address in Hong Kong and”.

New By adding immediately after clause 47—

“47A. Restriction on use or disclosure of withheld information

The Registrar must not use or disclose withheld information except—

- (a) as permitted by section 47B; or
- (b) in accordance with section 47C.

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

- (1) The Registrar may use—
 - (a) a withheld address for communicating with the director, reserve director or company secretary in question; or
 - (b) a withheld identification number for communicating with the person in question.
- (2) The Registrar may use withheld information for the purpose of or in connection with the performance of the Registrar's functions.
- (3) The Registrar may, on application made for the purposes of this subsection, disclose withheld information to a person specified by regulations made under subsection (5)(e). A disclosure may only be made in accordance with regulations made under subsection (5).
- (4) An application for the purposes of subsection (3) must—
 - (a) contain the information required by regulations made under subsection (5)(a);
 - (b) be accompanied by the documents required by regulations made under subsection (5)(b); and
 - (c) be accompanied by a fee prescribed by regulations made under subsection (5)(c).
- (5) The Financial Secretary may make regulations—
 - (a) providing for the information to be contained in an application made for the purposes of subsection (3), including any information specified by the Registrar for such an application;
 - (b) providing for the documents to accompany such an application, including any document specified by the Registrar for such an application;
 - (c) prescribing the fees payable for the purposes of subsection (3) to accompany such an application;
 - (d) providing for the powers of the Registrar to require additional documents and information to be provided to the Registrar for the purposes of determining such an application;

- (e) specifying the persons to whom withheld information may be disclosed; and
- (f) providing for the conditions in accordance with which withheld information may be disclosed to such persons, including the extent to which such information may be disclosed to them.

47C. Disclosure under order of Court

- (1) The Court may make an order for the disclosure by the Registrar of a withheld address—
 - (a) if—
 - (i) there is evidence that the service of documents at an address contained in an application under section 47(1) as the correspondence address is not effective to bring them to the notice of the director, reserve director or company secretary in question; or
 - (ii) it is necessary or expedient for the withheld address to be disclosed in connection with the enforcement of an order or decree of a court; and
 - (b) if the Court is satisfied that it is appropriate to make the order.
- (2) The Court may make an order for the disclosure by the Registrar of a withheld identification number—
 - (a) if it is necessary or expedient for the number to be disclosed in connection with the enforcement of an order or decree of a court; and
 - (b) if the Court is satisfied that it is appropriate to make the order.
- (3) An order under subsection (1) or (2) may be made on the application of—
 - (a) a creditor of the company in respect of which the document containing the withheld information is delivered to the Registrar for registration under this Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or the predecessor Ordinance; or

- (b) any other person appearing to the Court to have a sufficient interest.
 - (4) An order under subsection (1) or (2) must specify the persons to whom, and purposes for which, the disclosure is authorized.”.
- 48(1) In the definition of *relevant correspondence address*, in paragraph (a)(ii), by deleting “or” at the end.
- 48(1) In the definition of *relevant correspondence address*, in paragraph (a), by adding—
- “(iv) a notice delivered to the Registrar for registration under section 673(1)(d) in relation to the appointment of a director of the company; or
 - (v) an application delivered for the purposes of section 795(1) in relation to the registration of the company;”.
- 50(4)(a) In the Chinese text, by adding “有關” before “受保護”.
- 51 By adding—
- “(3A) A written notice under subsection (2)(a) must be sent to the director—
 - (a) at the protected address; or
 - (b) if it appears to the Registrar that service at the protected address may not be effective to bring it to the notice of the director, at the relevant correspondence address of the director.”.
- 51(7)(b) By deleting “immediately” and substituting “at any time”.
- 52 In the heading, by deleting “**Registrar must not use or disclose protected information**” and substituting “**Restriction on use or disclosure of protected information**”.
- 53(1)(a) In the Chinese text, by deleting “在與有關董事通訊時，” and substituting “為與有關董事進行通訊而”.

53(1)(b) In the Chinese text, by deleting “在與有關的人通訊時，” and substituting “為與有關的人進行通訊而”.

53 By deleting subclauses (3) and (4) and substituting—

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

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

(a) contain the information required by regulations made under subsection (5)(a);

(b) be accompanied by the documents required by regulations made under subsection (5)(b); and

(c) be accompanied by a fee prescribed by regulations made under subsection (5)(c).

(5) The Financial Secretary may make regulations—

(a) providing for the information to be contained in an application made for the purposes of subsection (3), including any information specified by the Registrar for such an application;

(b) providing for the documents to accompany such an application, including any document specified by the Registrar for such an application;

(c) prescribing the fees payable for the purposes of subsection (3) to accompany such an application;

(d) providing for the powers of the Registrar to require additional documents and information to be provided to the Registrar for the purposes of determining such an application;

(e) specifying the persons to whom protected information may be disclosed; and

(f) providing for the conditions in accordance with which protected information may be disclosed to such persons, including the extent to which such information may be disclosed to them.”.

54(3)(a) By deleting “or member”.

56 By deleting the clause.

New By adding—

“56A. Registrar may issue certificates in any manner

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

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

57(a) and (b) By deleting “for registration”.

58 By deleting subclause (2) and substituting—

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

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

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

60(2) By adding “on conviction on indictment” after “liable”.

62(1)(a) By adding “and” at the end.

62(1)(b)(ii) By deleting “; and” and substituting a full stop.

62(1) By deleting paragraph (c).

- 68(1) By adding “or, if a change of name has effect under section 102, 105, 758 or 760, with the new name” before the full stop.
- 69(1) By deleting “14” and substituting “15”.
- 78(2) By adding “formed and registered under this Ordinance” after “company”.
- 79 By adding—
“(3) Subsection (1) does not apply to the articles of an existing company that is deemed to be a company limited by shares under section 4(3) of the predecessor Ordinance.”.
- 80 By deleting subclauses (1) and (2) and substituting—
“(1) The articles of a company with a share capital must state the information required under section 8 (except subsection (1)(d)(iv), (v), (vi) and (vii)) of Schedule 2 to be contained in the company’s incorporation form.”.
- 82(2) By deleting “A” and substituting “Except as provided in Division 8, a”.
- 82 In the Chinese text, by deleting subclauses (3) and (4) and substituting—
“(3) 除第 175 條另有規定外，如對有股本的公司的章程細則的修改，會與附於該公司某類別股份的的任何權利不相符，則該公司不得作出該項修改。
(4) 除第 183 條另有規定外，如對無股本的公司的章程細則的修改，會與該公司某類別成員的任何權利不相符，則該公司不得作出該項修改。”.
- 83(5) By deleting “14” and substituting “15”.
- 84(6)(a), By deleting “14” and substituting “15”.
(b)(ii) and (c)
- 85(5)(a), By deleting “14” and substituting “15”.
(b)(ii) and (c)
- 86 In the Chinese text, by deleting subclause (2) and substituting—

“(2) 第 84(5)條所指的申請，可由第(1)(a)或(b)款所述的全部有關人士為提出該條所指的申請而以書面委任的他們當中的一人或多於一人代表他們提出。”

86 In the Chinese text, by deleting subclause (4) and substituting—

“(4) 第 85(4)條所指的申請，可由第(3)款所述的全部有關人士為提出該條所指的申請而以書面委任的他們當中的一人或多於一人代表他們提出。”

89(2) By deleting “14” and substituting “15”.

90(2) By deleting “14” and substituting “15”.

91(1) By deleting “14” and substituting “15”.

New By adding—

“91A. Copies of articles to be provided to members

- (1) A company must, on request of a member of the company, provide, without charge, the member with an up-to-date copy of the company articles within 7 days after it receives the request.
- (2) If a company contravenes subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3.”

92 By deleting the clause.

94 By deleting subclause (1) and substituting—

“(1) This section applies to—

- (a) a company limited by guarantee registered under a former Companies Ordinance on or after 1 January 1912 that does not have a share capital; and
- (b) a company registered as a company limited by guarantee under this Ordinance.”

- 95(2)(c) By deleting subparagraphs (i) and (ii) and substituting—
- “(i) section 103, 104 or 759; or
 - (ii) section 22 or 22A of the predecessor Ordinance on or after 10 December 2010.”.
- 100(1)(b) By deleting “publication of a company name” and substituting “use of the word “Limited” as part of its English name or use of the characters “有限公司” as part of its Chinese name”.
- 102(2) By deleting “14” and substituting “15”.
- 103(2) By deleting paragraph (b) and substituting—
- “(b) an office copy of the order, and a notice in the specified form, are delivered to the Registrar for registration by a person in whose favour the order is made.”.
- 105(1)(a) By deleting “the commencement date of the Companies (Amendment) Ordinance 2010 (12 of 2010)” and substituting “10 December 2010”.
- 108(5) In the English text, by deleting the comma.
- 109(1) By deleting “14” and substituting “15”.
- 112(2)(c) In the Chinese text, by deleting “並不” and substituting “不會”.
- 113(9) By deleting “Part 11 (see section 477)” and substituting “section 477”.
- 114(4) By deleting the definition of *exempted company* and substituting—
- “*exempted company* (獲豁免公司) means a company—
 - (a) to which a licence under section 98 relates; and
 - (b) that is exempt from tax under section 88 of the Inland Revenue Ordinance (Cap. 112);”.

- 120(5) By deleting “An executing agent” and substituting “The person”.
- 122 By adding—
“(1A) If a company executes a document under its common seal, the seal must be affixed in accordance with the provisions of its articles.”.
- 126(1)(a) By adding “and” at the end.
- 126(1) By deleting paragraph (b).
- 128(5) By deleting “and (e)”.
- 130(2) In the note, by deleting “introduction of shares having no” and substituting “abolition of”.
- 133 In the note, by deleting “for the” and substituting “relating to the”.
- 135 By deleting subclause (4) and substituting—
“(4) A director commits an offence if the director knowingly contravenes, or authorizes or permits a contravention of, this section.”.
- 136(3)(b) and (c) In the Chinese text, by deleting “無需” and substituting “無須”.
- 137(1) By adding “limited” before “company”.
- 137 By deleting subclause (3).
- 137(4) and (5) By deleting “a company” and substituting “a limited company”.
- 137(7) In the Chinese text, by deleting “情況下具” and substituting “情況下，具”.

- 141 In the heading, in the Chinese text, by deleting “認可發行或配發” and substituting “使發行或配發有效”.
- 143(2)(b)(ii) By adding “and” at the end.
- 143(2) By deleting paragraph (c).
- 143(2)(d) In the Chinese text, by deleting “(如有關股份並非提供予公眾認購)” and substituting “(如沒有向公眾人士作出認購有關股份的要約)”.
- 144 By deleting subclause (2).
- 150(5) In the Chinese text, in the definition of **營業日**, by deleting “營業進行” and substituting “進行”.
- 153(1) In the Chinese text, by adding “獲得” after “傳轉”.
- 155(1) By deleting the note.
- 155(2) In the Chinese text, by deleting “股份權利” and substituting “獲得股份的權利”.
- 156 In the Chinese text, by deleting “股份權利” and substituting “獲得股份的權利”.
- 157 In the English text, in the definition of **registered holder**, by deleting the full stop and substituting a semicolon.
- 157 In the Chinese text, in the definition of **新股份證明書**, by deleting “書。” and substituting “書;”.
- 157 By adding—
“**website** (網站), in relation to a company (other than a recognized exchange company), means the website on which the company is required, by the listing rules applicable to the recognized stock market concerned, to publish announcements, notices or other documents.”.
- 159(4) By deleting paragraphs (a) and (b) and substituting—

- “(a) deliver a copy of the notice to the recognized exchange company that operates the stock market on which the shares concerned are listed; and
- (b) obtain a certificate from an authorized officer of that exchange company that the copy is being exhibited in accordance with subsection (5).”.

159 By deleting subclause (5) and substituting—

- “(5) A recognized exchange company must exhibit a copy of a notice received under subsection (4)(a) in a conspicuous place on the premises on which the stock market operates or make the notice available on its official website for a period of at least—
 - (a) one month, for a notice that is not required to be published under subsection (2)(b); or
 - (b) 3 months, for a notice that is required to be published under subsection (2)(b).
- (5A) For the purposes of subsection (5), a failure to make a copy of a notice available on an exchange company’s official website throughout a period mentioned in that subsection is to be disregarded if—
 - (a) the notice is made available on the website for part of that period; and
 - (b) the failure is wholly attributable to circumstances that it would not be reasonable to have expected that exchange company to prevent or avoid.”.

159(6) By deleting “, the company” and substituting “, the listed company”.

159(7) In the definition of *latest value*, by deleting the semicolon and substituting a full stop.

159(7) By deleting the definition of *website*.

160 By deleting subclause (5).

161 By deleting subclause (1) and substituting—

“(1) A listed company that issues a new certificate must—

(a) publish a notice in the specified form in accordance with this section; and

(b) deliver a copy of the notice to the recognized exchange company that operates the stock market on which the shares concerned are listed within 14 days after the date of issue.

(1A) The notice must be published by making it available on the listed company’s website throughout a period of at least 7 days beginning on a date falling within 14 days after the date of issue.

(1B) If the listed company was required by section 159(2)(b) to publish a notice in the Gazette of its intention to issue the new certificate, the notice under this section must also be published in the Gazette within 14 days after the date of issue.

(1C) For the purposes of subsection (1A), a failure to make a notice available on a listed company’s website throughout a period mentioned in that subsection is to be disregarded if—

(a) the notice is made available on the website for part of that period; and

(b) the failure is wholly attributable to circumstances that it would not be reasonable to have expected the company to prevent or avoid.”.

165(1) By deleting “A company” and substituting “A limited company”.

165(3) By deleting “A company” and substituting “A limited company”.

165(3) By deleting the note and substituting—

“Note—

Sections 135 and 136 contain provisions requiring a resolution of the company for an allotment of shares. Those sections may be relevant to an alteration of share capital referred to in subsection (2)(a), (c) or (d).”.

- 165(8) By deleting “A company’s” and substituting “A limited company’s”.
- 166 By deleting subclause (3).
- 166(4) In the note, by adding “for registration” after “Registrar”.
- 167(1) By deleting “A company” and substituting “A limited company”.
- 167(2) By deleting “a company” and substituting “a limited company”.
- 167(5) By deleting “this purpose” and substituting “the purposes of this section”.
- 167(6) By deleting “A company’s” and substituting “A limited company’s”.
- 173(2) In the Chinese text, by deleting “並不僅” and substituting “不會僅”.
- 174(2)(b) By deleting “, prospectus or directors’ report”.
- 175(2) By deleting the note and substituting—
- “Example—**
- A company could make an agreement with the holders of shares in a class that imposes restrictions on the variation of class rights.”.
- 177 In the Chinese text, by deleting subclause (3) and substituting—
- “(3) 上述申請可由有權提出申請的全部有關成員以書面委任的他們當中的一人或多於一人代表他們提出。”.
- 178(1) By deleting everything after “must deliver” and substituting “an office copy of the order to the Registrar for registration within 15 days after it is made.”.

- 179(1) By adding “for registration” after “Registrar”.
- 183(2) By deleting the note and substituting—
“Example—
 A company could make an agreement with the members of a class that imposes restrictions on the variation of class rights.”.
- 186(1) By deleting everything after “must deliver” and substituting “an office copy of the order to the Registrar for registration within 15 days after it is made.”.
- 187(1) By adding “for registration” after “Registrar”.
- 194(1) In the Chinese text, by deleting “提供” and substituting “給予”.
- 196(1) By adding “for registration” after “Registrar”.
- 198(1) In the definition of *distributable profits*, by deleting the note.
- 205(1) In the note, by deleting—
“Note—
 For example—”
 and substituting—
“Examples—”.
- 205(1) In the examples, in the Chinese text, by deleting “繳款” (wherever appearing) and substituting “繳”.
- 207 In the Chinese text, by deleting subclause (2) and substituting—
 “(2) 即使某公司的一名或多於一名董事在為減少該公司的股本而作出償付能力陳述一事上，犯第 202 條所訂的罪行，該公司不會僅因此而就該項股本減少干犯本條所訂的罪行。”.

207(3) By deleting the note.

213(1) By deleting everything before “publish a notice” and substituting—

“(1) If a special resolution for reduction of share capital is passed, the company must, on or before the date specified in subsection (1A),”.

213 By adding—

“(1A) The date is—

- (a) a date that falls on the last working day of the week after the week in which the special resolution is passed; or
- (b) if the period between the date in paragraph (a) and the date on which the special resolution is passed is less than 4 business days (both dates exclusive), a date that falls on the last working day of the week next following.

Examples—

1. The special resolution is passed on 2 February of a year (Thursday). Apart from Saturdays and Sundays, all other dates in February of that year are business days. The date that falls on the last working day of the week after the week in which the special resolution is passed is 10 February (Friday) of that year. There are 5 business days between 2 February and 10 February. Therefore, the relevant notice must be published in the Gazette on or before 10 February (Friday) of that year.
2. The special resolution is passed on 30 March of a year (Friday). Both 4 April (Wednesday) and 6 April (Friday) of that year are general holidays. 2 April (Monday), 3 April (Tuesday), 5 April (Thursday) and 13 April (Friday) of that year are business days. The date that falls on the last working day of the week after the week in which the special resolution is passed is 5 April (Thursday). There are only 2 business days between 30 March and 5 April. Therefore, the relevant notice must be published in the Gazette on or before the last working day of the week next following, which is 13 April (Friday) of that year.”.

213(3) By deleting everything after “level 3” and substituting a full stop.

213 By adding—

“(6) For the purposes of subsection (1A)—

business day (辦公日) means a day that is not—

- (a) a general holiday;
- (b) a Saturday; or
- (c) a black rainstorm warning day or gale warning day as defined by section 71(2) of the Interpretation and General Clauses Ordinance (Cap. 1);

working day (工作日) means a day that is not—

- (a) a general holiday; or
- (b) a Saturday.”.

218(1) By deleting “14” and substituting “15”.

218(1) By deleting the note.

219(1) By deleting the note and substituting—

“**Note—**

Under section 210(2), the special resolution and the reduction of share capital take effect when the return is registered by the Registrar.”.

220(1)(c)(i) By deleting “14” and substituting “15”.
and (ii)

220(1) By deleting the note and substituting—

“**Note—**

Under section 210(2), the special resolution and the reduction of share capital take effect when the return is registered by the Registrar.”.

221 In the heading, in the Chinese text, by deleting “議決”.

- 221(2)(a) and (b) In the Chinese text, by deleting “繳款” and substituting “繳”.
- 222(3) By deleting “For that purpose” and substituting “For the purposes of subsection (2)”.
- 222(5) By deleting “For that purpose” and substituting “For the purposes of subsection (4)”.
- 225(1)(b) By deleting “14” and substituting “15”.
- 225(1) By deleting the note.
- 226(2) By deleting “or bear the Registrar’s printed signature”.
- 227(3)(b) In the English text, by deleting “contributors” and substituting “contributories”.
- 231(3) By deleting the note.
- 231 By adding—
“(4) A buy-back that contravenes subsection (3) is void.”.
- 233(4)(b) In the English text, by deleting “is not” and substituting “is neither”.
- 233(4)(b)(i) In the English text, by deleting “or” at the end and substituting “nor”.
- 237 By deleting the note.
- 253(2) By deleting the note.
- 256(1) By deleting everything before “publish a notice” and substituting—
“(1) If a special resolution for payment out of capital is passed, the company must, on or before the date specified in subsection (1A),”.

256

By adding—

“(1A) The date is—

- (a) a date that falls on the last working day of the week after the week in which the special resolution is passed; or
- (b) if the period between the date in paragraph (a) and the date on which the special resolution is passed is less than 4 business days (both dates exclusive), a date that falls on the last working day of the week next following.

Examples—

1. The special resolution is passed on 2 February of a year (Thursday). Apart from Saturdays and Sundays, all other dates in February of that year are business days. The date that falls on the last working day of the week after the week in which the special resolution is passed is 10 February (Friday) of that year. There are 5 business days between 2 February and 10 February. Therefore, the relevant notice must be published in the Gazette on or before 10 February (Friday) of that year.
2. The special resolution is passed on 30 March of a year (Friday). Both 4 April (Wednesday) and 6 April (Friday) of that year are general holidays. 2 April (Monday), 3 April (Tuesday), 5 April (Thursday) and 13 April (Friday) of that year are business days. The date that falls on the last working day of the week after the week in which the special resolution is passed is 5 April (Thursday). There are only 2 business days between 30 March and 5 April. Therefore, the relevant notice must be published in the Gazette on or before the last working day of the week next following, which is 13 April (Friday) of that year.”.

256(3)

By deleting everything after “level 3” and substituting a full stop.

256

By adding—

“(6) For the purposes of subsection (1A)—

business day (辦公日) means a day that is not—

- (a) a general holiday;
- (b) a Saturday; or

- (c) a black rainstorm warning day or gale warning day as defined by section 71(2) of the Interpretation and General Clauses Ordinance (Cap. 1);

working day (工作日) means a day that is not—

- (a) a general holiday; or
- (b) a Saturday.”.

- 261(1) By deleting “14” and substituting “15”.
- 261(1) By deleting the note.
- 262(4) By deleting “subsection (5)” and substituting “section 231(4)”.
- 262(4) In the Chinese text, by deleting “並不” and substituting “不會”.
- 262 By deleting subclause (5).
- 265 By deleting the clause.
- 266(1) By deleting “14” and substituting “15”.
- 266(2) By deleting the note.
- 271(1) By deleting “or its holding company, the company” and substituting “, the company or any of its subsidiaries”.
- 271(2)(a) By deleting “or its holding company”.
- 271(2) By adding “or any of its subsidiaries” after “the company”.
- 272 In the heading, by deleting “**Consequences of failing to comply with Division**” and substituting “**Failure to comply with Division does not affect validity of financial assistance, etc.**”.

- 272 By deleting the note.
- 276(2) In the definition of *children*, by deleting “and illegitimate children” and substituting “, illegitimate children and children adopted in any manner recognized by the law of Hong Kong”.
- 277(2) By deleting the definition of *child* and substituting—
“*child* (子女) includes a step-child, an illegitimate child and a child adopted in any manner recognized by the law of Hong Kong;”.
- 279(1) By deleting paragraphs (c) and (d) and substituting—
“(c) the aggregate amount of the assistance and any other financial assistance given under this section that has not been repaid does not exceed 5% of the paid up share capital and reserves of the company (as disclosed in the most recent audited financial statements of the company); and”.
- 279(3) In the Chinese text, by deleting “保證或抵押” (wherever appearing) and substituting “擔保或保證”.
- 279(4)(d) By deleting “, if quantifiable,”.
- 279(5) By deleting the note.
- 280(2) By deleting the note.
- 281(4) By deleting the note.
- 282(1)(a) By deleting “10%” and substituting “5%”.
and (b)
- 282(4)(a) In the English text, by deleting “is not” and substituting “is neither”.
- 282(4)(a)(i) In the English text, by deleting “or” and substituting “nor”.

- 282(4)(b)(i) By deleting “or” and substituting “and”.
- 285(1) By deleting “14” and substituting “15”.
- 285(1) By deleting the note.
- 286(1) In the Chinese text, in the definition of 分派, in paragraph (b), by deleting “該”.
- 288(4)(b)
(iii) In the Chinese text, by adding “該” before “公司”.
- 288(8) In the Chinese text, by adding “該” before “公司的活動的”.
- 291(2) In the Chinese text, by deleting “本條” and substituting “本部”.
- 292 In the Chinese text, by adding “可” after “或對”.
- 294(1)(a) In the Chinese text, by deleting “小” and substituting “少”.
- 295 In the Chinese text, by adding “其” before “已發行”.
- 296(1)(a)
and (b) In the Chinese text, by deleting “禁制” and substituting “禁止”.
- 297(1)(a)(ii)
and (b) In the Chinese text, by deleting “禁制” and substituting “禁止”.
- 298 In the Chinese text, by deleting “禁制” and substituting “禁止”.
- 299(2) In the Chinese text, by deleting “禁制” and substituting “禁止”.
- 299(3)(a) In the Chinese text, by deleting “可分派的” and substituting “可分派”.

- 299(3)(b)(ii) In the Chinese text, by deleting “債務” and substituting “負債”.
- 299(4)(a) In the Chinese text, by deleting “可分派的” and substituting “可分派”.
and (b)
- 299 By adding—
- “(5) In this section—
- liabilities** (負債) has the meaning given by section 270(1);
- net assets** (淨資產), in relation to a company that gives any financial assistance, means the amount by which the aggregate of the company’s assets exceeds the aggregate of its liabilities (taking the amount of both assets and liabilities to be as stated in the company’s accounting records immediately before the financial assistance is given);
- net liabilities** (淨負債), in relation to a company that gives any financial assistance, means the amount by which the aggregate of the company’s liabilities exceeds the aggregate of its assets (taking the amount of both assets and liabilities to be as stated in the company’s accounting records immediately before the financial assistance is given).”.
- 300(8) In the Chinese text, by deleting “禁制” and substituting “禁止”.
- 301(1) and In the Chinese text, by deleting “禁制” and substituting “禁止”.
(3)(b)
- 301(5) By deleting paragraphs (a) and (b) and substituting—
- “(a) must be approved by the directors;
- (b) must be signed by 2 directors on the directors’ behalf; and
- (c) must state the name of the directors who signed the statement on the directors’ behalf.”.
- 301(6) By deleting everything after “the Registrar” and substituting “for registration.”.

- 302(4) By deleting paragraphs (a) and (b) and substituting—
- “(a) must be approved by the directors;
 - (b) must be signed by 2 directors on the directors’ behalf; and
 - (c) must state the name of the directors who signed the statement on the directors’ behalf.”.
- 302(7) By deleting everything after “the Registrar” and substituting “for registration.”.
- 302(8) In the Chinese text, by deleting “禁制” and substituting “禁止”.
- 303 By deleting subclause (2).
- 305 By deleting the clause and substituting—
- “305. Place where register must be kept**
- (1) A company must keep its register of debenture holders at—
 - (a) the company’s registered office; or
 - (b) a place prescribed by regulations made under section 648.
 - (2) A company must notify the Registrar of the place at which the register of debenture holders is kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the register is first kept at that place.
 - (3) A company must notify the Registrar of any change (other than a change of the address of the company’s registered office) in the place at which the register of debenture holders is kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the change.
 - (4) Subsection (2) does not require a company to notify the Registrar of the place at which the register of debenture holders is kept—

- (a) if, in the case of a register that came into existence on or after the commencement date of this Division, it has at all times been kept at the company's registered office; or
- (b) if—
 - (i) immediately before that commencement date, the company kept a register for the purposes of section 74A of the predecessor Ordinance; and
 - (ii) on and after that commencement date, that register is kept as a register of debenture holders for the purposes of section 304(1) at the place at which it was kept immediately before that commencement date.
- (5) If a company contravenes subsection (1), (2) or (3), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.”.

306

By deleting subclauses (1), (2), (3), (4), (5), (6), (7) and (8) and substituting—

- “(1) A member of a company is entitled, on request made in the prescribed manner and without charge, to inspect the register of debenture holders of the company in accordance with regulations made under section 648.
- (2) A person who is registered in the register as a debenture holder of the company is entitled, on request made in the prescribed manner and without charge, to inspect the register in accordance with regulations made under section 648.
- (3) Any other person is entitled, on request made in the prescribed manner and on payment of a prescribed fee, to inspect the register in accordance with regulations made under section 648.
- (4) A person is entitled, on request and on payment of a prescribed fee, to be provided with a copy of the register of debenture holders of a company, or any part of it, in accordance with regulations made under section 648.

- (5) A debenture holder of a company or the trustee for all debenture holders of a company is entitled, on request and on payment of a prescribed fee, to be provided with a copy of any trust deed or any other document securing the issue of the debentures in accordance with regulations made under section 648.”.
- 307 By deleting the clause.
- 309(2) and (3) By deleting “14” and substituting “15”.
- 310(1) By deleting “in this section called”.
- 310 By deleting subclause (3) and substituting—
- “ (3) A company that keeps a branch register—
- (a) must cause a duplicate of it to be kept at the place at which the company’s principal register is kept; and
- (b) must, within 15 days after an entry is made in the branch register—
- (i) transmit a copy of the entry to its registered office; and
- (ii) update the duplicate of the branch register.”.
- 312(3) By deleting “14” and substituting “15”.
- 313(6) In the Chinese text, by deleting “情況下具” and substituting “情況下，具”.
- 319(1)(b) In the Chinese text, by adding “具” after “債權股證”.
- 322 In the Chinese text, by adding “獲得” after “轉讓或”.
- 324(1) In the Chinese text, by deleting “並不” and substituting “不會”.
- 325 By adding—

- “(5A) If a person gives the debentures in evidence in any proceedings for enforcing the person’s security under subsection (5), the stamp duty and penalty payable under the Stamp Duty Ordinance (Cap. 117) in respect of the reissue of the debentures are to be paid by the company.”.
- 325(6) By deleting “Subsection (5) does” and substituting “Subsections (5) and (5A) do”.
- 325 By deleting subclause (7).
- 329(2)(b)(i) and (4) In the Chinese text, by deleting “不少於” and substituting “最少”.
- 330 By deleting the clause.
- 331(4)(a)(ii) By adding “registered” before “non-Hong”.
- 331(5)(a) In the Chinese text, by deleting “設定” and substituting “設立”.
- 332 By deleting the clause.
- 334(1), (3)(a) and (5)(a)(ii) In the Chinese text, by deleting “該項押記的設立” and substituting “有該項押記”.
- 335(1) and (3)(a) In the Chinese text, by deleting “該項押記的設立” and substituting “有該項押記”.
- 336(2) In the English text, by adding “registered” after “of the company or”.
- 336(5) In the Chinese text, by deleting “契約” and substituting “責任”.
- 337(2) and (3)(b) In the Chinese text, by deleting “該項押記的設立” and substituting “有該項押記”.

- 338(3) In the Chinese text, by deleting “該項押記的設立” and substituting “有該項押記”.
- 339(2) In the Chinese text, by deleting “該項押記的設立” and substituting “有該項押記”.
- 340(1)(c) By adding “required to be” before “delivered”.
- 340 By deleting subclause (5) and substituting—
“(5) A statement of the particulars of an issue of debentures must be in the specified form.”.
- 340 By deleting subclause (7).
- 340(8) In the English text, by adding “registered” after “of the company or”.
- 341(1)(b)(i) In the Chinese text, by deleting “押記的設立” and substituting “有押記”.
- 341 By deleting subclauses (7) and (8) and substituting—
“(7) A statement of the particulars of any commission, allowance or discount must be in the specified form.”.
- 342(1) In the English text, by adding “registered” after “of the company or”.
- 344(1)(b)(ii) In the Chinese text, by deleting “不再是” and substituting “不再構成”.
and (2)
- 344(2) In the Chinese text, by deleting “告知” and substituting “通知”.
- 344(3)(c) In the Chinese text, by deleting “不再是” and substituting “不再構成”.
and (4)
- 345 By deleting subclause (5).

- 346(4) By deleting the note.
- Part 8,
Division 6 In the heading, in the Chinese text, by deleting “保證” and substituting “抵押”.
- 349(4) By deleting “14” and substituting “15”.
- 350(4)(a)
and (b) By deleting “14” and substituting “15”.
- 350(4)(a)
and (b) In the Chinese text, by deleting “告知” and substituting “通知”.
- 350 By deleting subclause (6) and substituting—
- “(6) Subsection (4)(a) does not require a company or registered non-Hong Kong company to notify the Registrar of the place at which a copy of an instrument is kept—
- (a) if, in the case of a copy that came into existence on or after the commencement date of this section, it has at all times been kept at the company’s registered office, or the registered non-Hong Kong company’s principal place of business in Hong Kong; or
- (b) if—
- (i) immediately before that commencement date, the company or registered non-Hong Kong company kept a copy of the instrument for the purposes of section 88 of the predecessor Ordinance; and
- (ii) on and after that commencement date, that copy is kept for the purposes of subsection (1) or (2) at the place at which it was kept immediately before that commencement date.”.
- 350(7) In the English text, by adding “registered” after “of the company or”.
- 352(5) In the Chinese text, by deleting “該人員”.

353

By deleting the clause and substituting—

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

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

- (4) If subsection (1) or (2) is contravened, the company or registered non-Hong Kong company, and every responsible person of the company or registered non-Hong Kong company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.”.

354

By deleting the clause and substituting—

“354. Right to inspect

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

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

- 355(1)(a)(i) In the Chinese text, by deleting “備存” and substituting “須備存”.
and (ii)
- 355(1) By deleting paragraph (b) and substituting—
- “(b) providing for the obligations of a registered non-Hong Kong company to make the copies and the register available for inspection under section 354;”.
- 355(2) By deleting paragraphs (c), (d) and (e) and substituting—
- “(c) provide that section 350 or 352 is not complied with by keeping the copies, or the register of charges, at a place prescribed in the regulations unless conditions prescribed in the regulations are met; and
- (d) prescribe more than one place for the purpose specified in subsection (1)(a)(i) or (ii).”.
- 355(3) By deleting paragraph (a) and substituting—
- “(a) make provision as to the time, duration and manner of inspection;
- (ab) prescribe the manner in which a request for inspection is to be made; and”.
- 355(4) In the Chinese text, by deleting “規例可” and substituting “規例”.
- 355(4)(a) In the Chinese text, by adding “可” before “規定”.
and (b)
- 355(4) By deleting paragraphs (c), (d) and (e) and substituting—
- “(c) the Court may, in prescribed circumstances—
- (i) by order compel an immediate inspection of the copies and the register of charges; and

(ii) make any order as to the time, duration and manner of inspection; and

(d) if the copies, or the register of charges, are kept at the office of a person other than the registered non-Hong Kong company concerned, an order mentioned in paragraph (c) may be made against that other person and that other person's officers and other employees.”.

357(1) By adding—

“(ca) section 380A;”.

357(3) By adding—

“(ba) section 377A;”.

357(8) In the Chinese text, by deleting “已”.

357(13) In the Chinese text, by adding “的財務報表” after “年度”.

358 By deleting subclause (1) and substituting—

“(1) For the purposes of this Part, a company falls within the reporting exemption for a financial year—

(a) if—

(i) it is qualified as a small private company or small guarantee company for the financial year; and

(ii) it is not a company specified in subsection (4) at any time during the financial year;

(b) if—

(i) it is a private company at all times, and is not a company specified in subsection (4) at any time, during the financial year;

(ii) it does not have any subsidiary and is not a subsidiary of another company; and

(iii) all members of the company agree in writing that the company is to fall within the reporting exemption for the financial year only; or

(c) if—

(i) it is a private company at all times, and is not a company specified in subsection (4) at any time, during the financial year;

(ii) it is qualified as an eligible private company for the financial year; and

(iii) the conditions specified in section 358A(1) are satisfied.”.

358(2) By deleting paragraph (c) and substituting—

“(c) the group of companies—

(i) is qualified as a group of small private companies for the financial year; or

(ii) is qualified as a group of eligible private companies for the financial year and the conditions specified in section 358A(2) are satisfied.”.

358(4)(c)(ii) In the Chinese text, by adding “務” after “銀行業”.

New By adding—

“358A. Conditions specified for section 358(1)(c)(iii) and (2)(c)(ii)

(1) The conditions specified for the purposes of section 358(1)(c)(iii) are—

(a) subject to subsection (3), a resolution is passed at a general meeting by the members holding at least 75% of the voting rights in the company to the effect that the company is to fall within the reporting exemption for the financial year; and

(b) the members holding the remaining voting rights do not vote against the resolution.

- (2) The conditions specified for the purposes of section 358(2)(c)(ii) are—
- (a) if the group of companies is not qualified as a group of small private companies for the financial year by reason only that the condition specified in section 1(5) of Schedule 3 is not satisfied in the relevant financial year or financial years—
 - (i) subject to subsection (3), a resolution is passed at a general meeting by the members holding at least 75% of the voting rights in each company in the group that is not qualified as a small private company to the effect that the company is to fall within the reporting exemption for the financial year; and
 - (ii) the members holding the remaining voting rights do not vote against the resolution;

Note—

A group of companies is qualified as a group of small private companies if it falls within section 361(1), (2) or (3).

- (b) if the group of companies is not qualified as a group of small private companies for the financial year by reason only that any 2 of the conditions specified in section 1(6) of Schedule 3 are not satisfied in the relevant financial year or financial years—
 - (i) subject to subsection (3), a resolution is passed at the general meeting by the members holding at least 75% of the voting rights in the holding company to the effect that the holding company is to fall within the reporting exemption for the financial year; and
 - (ii) the members holding the remaining voting rights do not vote against the resolution; or
- (c) if the group of companies is not qualified as a group of small private companies for the financial year by reason that both the condition specified in section 1(5) of Schedule 3 and any 2 of the conditions specified in section 1(6) of that Schedule are not satisfied in the relevant financial year or financial years—

- (i) subject to subsection (3), a resolution is passed at a general meeting by the members holding at least 75% of the voting rights in each company in the group that is not qualified as a small private company, and in the holding company, to the effect that the company is to fall within the reporting exemption for the financial year; and
- (ii) the members holding the remaining voting rights do not vote against the resolution.

(3) If—

- (a) a resolution is passed for the purposes of subsection (1)(a) or (2)(a)(i), (b)(i) or (c)(i) to the effect that a company is to fall within the reporting exemption for a financial year;
- (b) by notice in writing to the company, a member objects to the company falling within the reporting exemption for the financial year; and
- (c) the notice is given at least 6 months before the end of the financial year to which the objection relates,

the resolution is regarded as not being passed in relation to the financial year to which the objection relates.

- (4) Within 14 days after receiving a notice under subsection (3)(b), a company must notify its members of the objection.
- (5) Special notice is required for a resolution mentioned in subsection (1)(a) or (2)(a)(i), (b)(i) or (c)(i).

Note—

See also section 568 which sets out the requirements regarding special notice.”.

New

By adding—

“359A. Eligible private company

(1) For the purposes of this Part, if a company is a private company formed and registered under this Ordinance, and any 2 of the conditions specified in section 1(2A) of Schedule 3 are satisfied in its first financial year, the company is qualified as an eligible private company for that first financial year, and every subsequent financial year, until it is disqualified under subsection (4).

(2) For the purposes of this Part, if a company is an existing private company, and any 2 of the conditions specified in section 1(2A) of Schedule 3 are satisfied—

(a) in its first financial year after the coming into operation of this section; or

(b) in the financial year of the company for the purposes of the predecessor Ordinance that immediately precedes that first financial year,

the company is qualified as an eligible private company for that first financial year, and every subsequent financial year, until it is disqualified under subsection (4).

(3) For the purposes of this Part, if—

(a) a company is a private company; and

(b) after its first financial year after the coming into operation of this section, any 2 of the conditions specified in section 1(2A) of Schedule 3 are satisfied for 2 consecutive financial years,

the company is also qualified as an eligible private company for the financial year immediately following those 2 financial years, and every subsequent financial year, until it is disqualified under subsection (4).

(4) For the purposes of this Part, if, after a company is qualified as an eligible private company under subsection (1), (2) or (3), any 2 of the conditions specified in section 1(2B) of Schedule 3 are not satisfied for 2 consecutive financial years, the company is disqualified as an eligible private company for the financial year immediately following those 2 financial years, and every subsequent financial year, until it is qualified again under subsection (3).”.

New

By adding—

“361A. Group of eligible private companies

(1) For the purposes of this Part, if—

- (a) the holding company of a group of companies is formed and registered under this Ordinance; and
- (b) the condition specified in section 1(7A) of Schedule 3, and any 2 of the conditions specified in section 1(7B) of that Schedule, are satisfied in the holding company’s first financial year,

the group is qualified as a group of eligible private companies for that first financial year, and every subsequent financial year, until it is disqualified under subsection (4) or (5).

(2) For the purposes of this Part, if—

- (a) the holding company of a group of companies is an existing company; and
- (b) the condition specified in section 1(7A) of Schedule 3, and any 2 of the conditions specified in section 1(7B) of that Schedule, are satisfied—
 - (i) in the holding company’s first financial year after the coming into operation of this section; or
 - (ii) in the holding company’s financial year for the purposes of the predecessor Ordinance that immediately precedes that first financial year,

the group is qualified as a group of eligible private companies for that first financial year, and every subsequent financial year, until it is disqualified under subsection (4) or (5).

- (3) For the purposes of this Part, if, after the first financial year of the holding company of a group of companies after the coming into operation of this section, the condition specified in section 1(7A) of Schedule 3, and any 2 of the conditions specified in section 1(7B) of that Schedule, are satisfied for 2 consecutive financial years of the holding company, the group is also qualified as a group of eligible private companies for the financial year immediately following those 2 financial years, and every subsequent financial year, until it is disqualified under subsection (4) or (5).
- (4) For the purposes of this Part, if, after a group of companies is qualified as a group of eligible private companies under subsection (1), (2) or (3), another company becomes a new member of the group in a financial year of the holding company such that either the condition specified in section 1(7A) of Schedule 3 is not satisfied, or any 2 of the conditions specified in section 1(7C) of that Schedule are not satisfied, for the financial year, the group is disqualified as a group of eligible private companies for the financial year, and every subsequent financial year, until it is qualified again under subsection (3).
- (5) For the purposes of this Part, if, after a group of companies is qualified as a group of eligible private companies under subsection (1), (2) or (3), either the condition specified in section 1(7A) of Schedule 3 is not satisfied, or any 2 of the conditions specified in section 1(7C) of that Schedule are not satisfied, for 2 consecutive financial years of the holding company, the group is also disqualified as a group of eligible private companies for the financial year immediately following those 2 financial years, and every subsequent financial year, until it is qualified again under subsection (3).”.

363(1) By deleting everything after “that period” and substituting a full stop.

363(2) By deleting everything after “is determined” and substituting a full stop.

363 By adding—

“(5) In this section—

undertaking (企業) means—

- (a) a body corporate;
- (b) a partnership; or
- (c) an unincorporated association carrying on a trade or business, whether for profit or not.”.

365

By deleting subclauses (1) and (2) and substituting—

“(1) For an existing company formed and registered before the commencement date of Division 1 of Part 3, the primary accounting reference date is—

- (a) the date up to which the company’s accounts are made if, on or after the commencement date of this section, the company’s accounts—
 - (i) have been laid before the company in general meeting under section 122 of the predecessor Ordinance having a continuing effect under Schedule 10; or
 - (ii) have been provided to the members under section 111(6) of the predecessor Ordinance having a continuing effect under Schedule 10; or
- (b) if, on or after the commencement date of this section, such company’s accounts have not been laid or provided as mentioned in paragraph (a)(i) or (ii)—
 - (i) in the case where such accounts have been prepared on or before the date by which the company is required by section 111(1) of the predecessor Ordinance having a continuing effect under Schedule 10 to hold a general meeting, the date up to which those accounts are made;
 - (ii) in the case where subparagraph (i) does not apply, but accounts made up to a date falling more than one day before the commencement date of this section have been prepared on or before the date by which the company is required by that section 111(1) to hold a general meeting, the first anniversary of the date up to which those accounts are made; or
 - (iii) in any other case, the date by which the company is required by that section 111(1) to hold a general meeting.

- (2) Subsection (1)(a) and (b)(i) does not apply if those accounts are made up to a date falling more than one day before the commencement date of this section.”.

365 By adding—

- “(3A) Subsection (1)(b)(ii) does not apply if those accounts are made up to a date falling more than one day before the beginning of the period of 12 months before the commencement date of this section.”.

367(2) By deleting “14” and substituting “15”.

369 By deleting subclause (5) and substituting—

- “(5) A director of a company who fails to take all reasonable steps to secure compliance with subsection (1) or (4) commits an offence and is liable to a fine of \$300,000.

- (5A) A director of a company who wilfully fails to take all reasonable steps to secure compliance with subsection (1) or (4) commits an offence and is liable to a fine of \$300,000 and to imprisonment for 12 months.”.

369 By deleting subclause (6) and substituting—

- “(6) If a person is charged with an offence under subsection (5), it is a defence to establish that the person had reasonable grounds to believe, and did believe, that a competent and reliable person—

- (a) was charged with the duty of ensuring that subsection (1) or (4) (as the case may be) was complied with; and

- (b) was in a position to discharge that duty.”.

370 By deleting subclause (4) and substituting—

- “(4) A director of a company who fails to take all reasonable steps to secure compliance with subsection (1), (2) or (3) commits an offence and is liable to a fine of \$300,000.

- (4A) A director of a company who wilfully fails to take all reasonable steps to secure compliance with subsection (1), (2) or (3) commits an offence and is liable to a fine of \$300,000 and to imprisonment for 12 months.”.

370 By deleting subclause (5) and substituting—

- “(5) If a person is charged with an offence under subsection (4), it is a defence to establish that the person had reasonable grounds to believe, and did believe, that a competent and reliable person—
- (a) was charged with the duty of ensuring that subsection (1), (2) or (3) (as the case may be) was complied with; and
 - (b) was in a position to discharge that duty.”.

371 By deleting subclauses (5), (6) and (7) and substituting—

- “(5) If any accounting records are kept by a company by recording the information in electronic form, a requirement under this Subdivision for the accounting records to be open to inspection is to be regarded as a requirement—
- (a) for a reproduction of the recording in hard copy form to be open to inspection; and
 - (b) for the recording to be open to inspection by electronic means at the request of a person entitled to inspect the accounting records.
- (6) A director of a company who fails to take all reasonable steps to secure compliance with subsection (1) or (2) commits an offence and is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.
- (7) If a person is charged with an offence under subsection (6), it is a defence to establish that the person had reasonable grounds to believe, and did believe, that a competent and reliable person—
- (a) was charged with the duty of ensuring that subsection (1) or (2) (as the case may be) was complied with; and
 - (b) was in a position to discharge that duty.”.

372(5) By deleting “, (3) or (4)”.

372 By adding—

“(6) If subsection (3) or (4) is contravened, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3.”.

373 By deleting subclause (3) and substituting—

“(3) A director of a company who fails to take all reasonable steps to secure compliance with subsection (2) commits an offence and is liable to a fine of \$300,000.

(4) A director of a company who wilfully fails to take all reasonable steps to secure compliance with subsection (2) commits an offence and is liable to a fine of \$300,000 and to imprisonment for 12 months.

(5) If a person is charged with an offence under subsection (3), it is a defence to establish that the person had reasonable grounds to believe, and did believe, that a competent and reliable person—

(a) was charged with the duty of ensuring that subsection (2) was complied with; and

(b) was in a position to discharge that duty.”.

375(3)(b)(iii) In the Chinese text, by deleting “最少3個月前” and substituting “3個月”.

375(6)(b) In the Chinese text, by deleting “居於能夠執行該責任的位置” and substituting “能夠執行該責任”.

376(8)(a) By adding “or specified” after “issued”.

376 By adding—

“(9) This section has effect subject to section 377A.”.

377 By adding—

“(4) This section has effect subject to section 377A.”.

New By adding—

“377A. Provisions supplementary to sections 376 and 377

- (1) This section applies if at any time during a financial year of a private company—
 - (a) the company registers any transfer of shares in the company in contravention of the restrictions imposed by the company's articles;
 - (b) the membership of the company exceeds the number specified in section 10(1)(a)(ii); or
 - (c) the company makes an invitation to the public to subscribe for any shares or debentures of the company.
- (2) The financial statements of the company for the financial year must comply with sections 376 and 377 as if the company were a public company.
- (3) The Court may, on the application of the company or a person interested in the matter, order that subsections (1) and (2) do not apply.
- (4) The Court may make the order on any terms and conditions that the Court thinks just and expedient.
- (5) The Court must not make the order unless the Court is satisfied that—
 - (a) the occurrence of the event mentioned in subsection (1)(a), (b) or (c) was accidental;
 - (b) it was due to inadvertence or to some other sufficient cause that the event occurred; or
 - (c) it is just and equitable to grant the relief on other grounds.”.

378

By deleting subclauses (1) and (2) and substituting—

- “(1) The financial statements for a financial year must contain, in the notes to the statements, the information prescribed by the Regulation for the purposes of this subsection about the following—
- (a) the directors' emoluments;
 - (b) the directors' retirement benefits;

- (c) payments made or benefit provided in respect of the termination of the service of directors, whether in the capacity of directors or in any other capacity while directors;
 - (d) loans, quasi-loans and other dealings in favour of—
 - (i) directors of the company and of a holding company of the company;
 - (ii) bodies corporate controlled by such directors; and
 - (iii) entities connected with such directors;
 - (e) material interests of directors in transactions, arrangements or contracts entered into by the company or another company in the same group of companies;
 - (f) consideration provided to or receivable by third parties for making available the services of a person as director or in any other capacity while director.
- (1A) In subsection (1)—
- (a) a reference to a director—
 - (i) in the case of subsection (1)(b), includes a former director;
 - (ii) in the case of subsection (1)(c) includes a former director and shadow director; and
 - (iii) in the case of subsection (1)(d) and (e), includes a shadow director;
 - (b) a reference to a body corporate controlled by a director has the meaning given by section 482A; and
 - (c) a reference to an entity connected with a director has the meaning given by section 477.
- (2) Despite subsection (1)(d), the financial statements for a financial year are not required to contain the information prescribed by the Regulation for the purposes of that subsection if the company complies with the requirements prescribed by the Regulation for the purposes of this subsection.”.

New

By adding—

“378A. Register of particulars not required to be contained in notes to financial statements

- (1) A company must enter into a register the particulars that would, but for section 378(2), be required by section 378(1)(d) to be contained in the notes to the financial statements for a financial year.
- (2) A company must keep the particulars in the register for at least 10 years after the date on which the particulars are entered.
- (3) If a company contravenes subsection (1) or (2), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4.

378B. Place where register mentioned in section 378A must be kept

- (1) A company must keep the register mentioned in section 378A at—
 - (a) the company’s registered office; or
 - (b) a place prescribed by regulations made under section 648.
- (2) A company must notify the Registrar of the place at which the register mentioned in section 378A is kept. The notice must be in the specified form and be delivered to the Registrar for registration within 15 days after the register is first kept at that place.
- (3) A company must notify the Registrar of any change (other than a change of the address of the company’s registered office) in the place at which the register mentioned in section 378A is kept. The notice must be in the specified form and be delivered to the Registrar for registration within 15 days after the change.
- (4) Subsection (2) does not require a company to notify the Registrar of the place at which the register mentioned in section 378A is kept—

- (a) if, in the case of a register that came into existence on or after the commencement date of this section, it has at all times been kept at the company's registered office; or
 - (b) if—
 - (i) immediately before that commencement date, the company kept a register for the purposes of section 161BB of the predecessor Ordinance; and
 - (ii) on and after that commencement date, that register is kept as a register for the purposes of section 378A at the place at which that registrar was kept immediately before that commencement date.
- (5) If a company contravenes subsection (1), (2) or (3), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

378C. Right to inspect and request copy

- (1) A member of a company is entitled, on request made in the prescribed manner and without charge, to inspect the register kept by the company under section 378A in accordance with regulations made under section 648.
- (2) A member of a company is entitled, on request and on payment of a prescribed fee, to be provided with a copy of the register kept by the company under section 378A, or any part of it, in accordance with regulations made under section 648.
- (3) In this section—

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

379

By adding—

- “(1A) Every copy of a statement of financial position that forms part of any financial statements laid before a company in general meeting under section 420, or sent to a member under section 421 or otherwise circulated, published or issued by the company, must state the name of the person who signed

the statement on the directors' behalf.”.

- 379 By adding—
- “(3) If subsection (1A) is contravened, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4.”.
- 380(1)(a) By deleting “section 381” and substituting “sections 381 and 533(2)”.
and (2)(a)
- 380 By adding—
- “(4A) Subsections (1), (2) and (3) have effect subject to section 380A.”.
- 380(7)(b) In the Chinese text, by deleting “居於能夠執行該責任的位置” and substituting “能夠執行該責任”.
- New By adding—
- “380A. Provisions supplementary to section 380**
- (1) This section applies if at any time during a financial year of a private company—
- (a) the company registers any transfer of shares in the company in contravention of the restrictions imposed by the company's articles;
 - (b) the membership of the company exceeds the number specified in section 10(1)(a)(ii); or
 - (c) the company makes an invitation to the public to subscribe for any shares or debentures of the company.
- (2) The directors' report for the financial year is required to comply with section 380 as if the company were a public company.
- (3) The Court may, on the application of the company or a person interested in the matter, order that subsections (1) and (2) do not apply.
- (4) The Court may make the order on any terms and conditions that the Court thinks just and expedient.

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

- (a) the occurrence of the event mentioned in subsection (1)(a), (b) or (c) was accidental;
- (b) it was due to inadvertence or to some other sufficient cause that the event occurred; or
- (c) it is just and equitable to grant the relief on other grounds.”.

382 By deleting subclause (3) and substituting—

“(3) If, as respects any directors’ report a copy of which is circulated, published or issued by the company, subsection (1) is contravened, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4.

(4) If subsection (2) is contravened, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4.”.

384(2) In the Chinese text, by deleting “不具有” (wherever appearing) and substituting “喪失”.

386(2) In the Chinese text, by deleting “按規定”.

386(3) In the Chinese text, by deleting “無需” and substituting “無須”.

387(2) and (3)(a) In the Chinese text, by deleting “無需” and substituting “無須”.

387(6) In the Chinese text, by deleting “須” and substituting “可”.

389(1)(a) In the Chinese text, by deleting “按規定”.

389(1)(b) In the Chinese text, by deleting “無需” and substituting “無須”.

391(1) By adding—

“Note—

See also section 568 which sets out the requirements regarding special notice.”.

- 394(1)(a) In the Chinese text, by deleting “無需” and substituting “無須”.
- 394(3) By adding—
- “Note—
- See also section 568 which sets out the requirements regarding special notice.”.
- 396 In the heading, in the Chinese text, by deleting “提交” and substituting “擬備”.
- 399 By deleting subclauses (1) and (2) and substituting—
- “(1) If a statement required to be contained in an auditor’s report under section 398(2)(b) or (3) is omitted from the report, an offence is committed by each individual who—
- (a) either—
- (i) signs the auditor’s report in accordance with section 400; or
- (ii) performs managerial functions in relation to the auditing work in respect of the auditor’s report under the immediate authority of the person mentioned in subparagraph (i); and
- (b) knowingly or recklessly causes the statement to be omitted.”.
- 401(4) By deleting paragraph (a) and substituting—
- “(a) making a cessation statement, giving the statement to the company, and requesting the company to comply with the requirement specified in section 413(5) in relation to the statement; and”.
- 404(3) By deleting paragraphs (a) and (b) and substituting—
- “(a) the person makes a statement to an auditor of a company that conveys or purports to convey any information or explanation that the auditor requires, or is entitled to require, under section 403(2) or (4);

- (b) the statement is misleading, false or deceptive in a material particular; and
- (c) the person knows that, or is reckless as to whether or not, the statement is misleading, false or deceptive in a material particular.”.

404 By adding—

“(5A) If a person is charged with an offence under subsection (5) for failing to obtain any information or explanation from a subsidiary undertaking or another person, it is a defence to establish that—

- (a) it would be an offence under the law of a place outside Hong Kong for the subsidiary undertaking or that other person to provide the information or explanation to the defendant; and
- (b) the subsidiary undertaking or that other person did not provide the information or explanation to the defendant on that ground.”.

405(1) In the Chinese text, by deleting “並不” and substituting “不會”.

406(6) By deleting paragraph (a) and substituting—

“(a) making a cessation statement, giving the statement to the company, and requesting the company to comply with the requirement specified in section 413(5) in relation to the statement; and”.

408(3) By deleting “14” and substituting “15”.

408(3) In the Chinese text, by deleting everything after “事實” and substituting “並符合指明格式的通知交付處長登記。”.

409(1) By deleting paragraph (b) and substituting—

“(b) must notify the company of the cessation in writing within 14 days from the date of the cessation.”.

410(2) By adding—

“Note—

See also section 568 which sets out the requirements regarding special notice.”.

- 410(4) By deleting “14” and substituting “15”.
- 413(1) By deleting paragraph (b) and substituting—
“(b) may request the company to comply with the requirement specified in subsection (5) in relation to the statement; and”.
- 413(2) By deleting paragraph (b) and substituting—
“(b) may request the company to comply with the requirement specified in subsection (5) in relation to the statement; and”.
- 413(3) By deleting paragraph (b) and substituting—
“(b) may request the company to comply with the requirement specified in subsection (5) in relation to the statement.”.
- 413 By deleting subclauses (5) and (6) and substituting—
“(5) The requirement specified for the purposes of subsection (1)(b), (2)(b) or (3)(b) is—
(a) if the company receives the statement on a date that is more than 2 days before the last day on which notice may be given under section 561(1) to call the general meeting, the requirement—
(i) to state, in every notice of the meeting given to the members, that the statement has been made; and
(ii) to send a copy of the statement to every member to whom a notice of the meeting is or has been given; or
(b) if the company has not sent a copy of the statement to every member to whom a notice of the meeting is or has been given, the requirement to ensure that the statement is read out at the meeting.”.

- 413 By deleting subclauses (7) and (8) and substituting—
- “(7) Unless exempted by an order under subsection (8), the company must comply with a request made under subsection (1)(b), (2)(b) or (3)(b).
- (8) On application by the company or by anyone who claims to be aggrieved, the Court may order that the company is exempted from complying with the request, if it is satisfied that the person who has given a statement and made a request under subsection (1)(a) and (b), (2)(a) and (b) or (3)—
- (a) has abused the right to do so; or
- (b) has used such a right to secure needless publicity for defamatory matter.”.
- 414(4) By deleting “(5)(a)” and substituting “(5)”.
- 414 By deleting subclause (5) and substituting—
- “(5) On application by the company or by anyone who claims to be aggrieved, the Court may order that the company is exempted from complying with the requirement, if it is satisfied that the person who has given a statement and made a requirement under subsection (2)—
- (a) has abused the right to do so; or
- (b) has used such a right to secure needless publicity for defamatory matter.”.
- 416(1) In the Chinese text, by adding “遭” before “終止核數師”.
- 418(2) By adding “or is using the statement to secure needless publicity for defamatory matter” after “circumstances”.
- 418(3) and (4) By deleting “14” and substituting “15”.
- 418(4) In the Chinese text, by deleting “不繼續進行” and substituting “中止”.

- 420(1) By deleting the note.
- 420 By adding—
- “(1A) Subsection (1) does not apply in relation to a financial year in respect of which an annual general meeting is not required to be held under section 602.”.
- 420 By deleting subclauses (2), (3) and (4) and substituting—
- “(2) A director of a company who fails to take all reasonable steps to secure compliance with subsection (1) commits an offence and is liable to a fine of \$300,000.
- (3) A director of a company who wilfully fails to take all reasonable steps to secure compliance with subsection (1) commits an offence and is liable to a fine of \$300,000 and to imprisonment for 12 months.
- (4) If a person is charged with an offence under subsection (2)—
- (a) it is a defence to establish that the person had reasonable grounds to believe, and did believe, that a competent and reliable person—
- (i) was charged with the duty of ensuring that subsection (1) was complied with; and
- (ii) was in a position to discharge that duty; and
- (b) it is not a defence to establish that the financial statements or report was not in fact prepared as required by this Ordinance.”.
- 421(3) In the Chinese text, by deleting “無需” and substituting “無須”.
- 422 In the heading, by deleting “**publishing**” and substituting “**sending**”.
- 423(2)(b) In the English text, by deleting “is” and substituting “are”.
- 424 By deleting the clause.

- New By adding—
- “425A. Company must send to non-voting members other documents**
- (1) A company must, at the same time when it sends a copy of the reporting documents under section 421, send to every member who is not entitled to vote at a general meeting of the company—
- (a) a copy of any document issued by the company and circulated by the company with a copy of the reporting documents under section 421; and
- (b) a copy of any other document intended for the purpose of providing information about the company’s affairs that is so circulated.
- (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 5.”.
- 426 By adding—
- “(4) If a person is charged with an offence under subsection (3), it is a defence to establish that the member or member’s personal representative (as the case may be) had previously made another demand for the document concerned and had been provided with a copy of the document.”.
- 430(4)(b) In the Chinese text, by deleting “居於能夠執行該責任的位置” and substituting “能夠執行該責任”.
- 431 By adding—
- “(2A) If, as respect any summary financial report a copy of which is circulated, published or issued by the company, subsection (1) is contravened, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4.”.
- 431(3) By deleting “(1) or”.
- 433 In the Chinese text, by deleting subclauses (1), (2) and (3) and substituting—

- “(1) 公司可知會每名成員或潛在成員向該公司發出第(3)款所指的意向通知。
- (2) 向成員或潛在成員發出的知會 —
- (a) 須以書面作出；及
- (b) 須就某財政年度作出。
- (3) 成員或潛在成員在回應知會時，可向公司發出意向通知 —
- (a) 表示 —
- (i) 要求獲得報告文件的文本或財務摘要報告的文本；或
- (ii) 不要求獲得上述文本；及
- (b) (如屬(a)(i)段的情況)要求該公司送交採用印本形式或電子形式的文本，或藉在網站上提供該文本的方式送交該文本。”。

433 By adding—

- “(3A) A member or potential member may only make a request under subsection (3)(b) in response to a notification for a copy of the reporting documents or a copy of the summary financial report to be sent in electronic form or by making it available on a website if the company has given, in the notification, the member or potential member an option to request the copy to be so sent.”.

433(7) In the Chinese text, by deleting “公司根據第(1)款發出的通知” and substituting “知會”.

434(1)(d) and (3)(d) In the Chinese text, by deleting “在網站上提供該文本” and substituting “藉在網站上提供該文本的方式送交該文本”.

434 By adding—

- “(3A) A person may only state in a notice of revocation under subsection (1)(d), or a notice of cessation of statutory election under subsection (3)(d), that the person requests for a copy of the reporting documents or a copy of the summary financial report to be sent in electronic form or by making it available on a website if the company has given, in the notification under section 433(1) to which the notice relates, the person an option to request the copy to be so sent.”.
- 436(4)(a) By deleting “at least” and substituting “after the expiry of a period of”.
- and (b)
- 436 By adding—
- “(7) If a company is charged with an offence under subsection (6), it is a defence to establish that it took all reasonable steps to secure compliance with subsection (1) or (2) (as the case may be).”.
- 437(1) By adding “for the purposes of section 432(1)” after “financial report” (wherever appearing).
- 438(2)(b) In the English text, by deleting “transaction and” and substituting “transaction, and”.
- 439(1)(a) In the Chinese text, by deleting “或” and substituting “及”.
- 441 By deleting subclause (1) and substituting—
- “(1) The Financial Secretary may make regulations—
- (a) providing for the application of this Ordinance in relation to the financial statements, summary financial report or directors’ report that has been revised under section 440; and
- (b) providing for requirements in relation to revised financial statements, summary financial report or directors’ report.”.
- 441(2)(b) By deleting “auditors of a company” and substituting “persons who prepare the auditor’s report”.

441(3)(a)(ii) By deleting “a continuing”
and (b)(ii)

442 By deleting subclauses (1), (2), (3), (4) and (5) and substituting—

“The Financial Secretary may make regulations prescribing, for the purposes of section 378(2), a requirement that the financial statements for the financial year are to contain a statement showing the information about the matter mentioned in section 378(1)(d).”.

449(2) By deleting paragraphs (b) and (c) and substituting—

“(b) subject to subsection (2A), the period within which the company must comply with the direction; and

(c) that a failure to comply with the direction is an offence under subsection (4).”.

449 By adding—

“(2A) The period must not be less than one month or more than 3 months after the date on which the direction is given.

(2B) The Registrar may, before the end of the period specified in the direction, by notice in writing extend the period.”.

449 By deleting subclause (3) and substituting—

“(3) The company must comply with the direction by making the necessary appointment or appointments before the end of the period specified in the direction, or, if the period is extended by the Registrar under subsection (2B), the extended period.”.

449(4) By deleting “contravenes” and substituting “fails to comply with”.

453 By deleting subclause (2) and substituting—

“(2) Subsection (1) does not, if the company is a private company, authorize the removal of a director who has held office for life since 31 August 1984.”.

453(4) By adding—

“Note—

See also section 568 which sets out the requirements regarding special notice.”.

454 By deleting subclauses (3), (4), (5) and (6) and substituting—

- “(3) If notice is given of a resolution under section 453(4) to remove a director, the director—
- (a) may make with respect to the resolution representations in writing to the company (not exceeding a reasonable length); and
 - (b) may request the company to comply with the requirement specified in subsection (4) in relation to the representations.
- (4) The requirement specified for the purposes of subsection (3)(b) is—
- (a) if the company receives the representations on a date that is more than 2 days before the last day on which notice may be given under section 561(1) to call the meeting, the requirement—
 - (i) to state, in every notice of the meeting given to the members, that the representations have been made; and
 - (ii) to send a copy of the representations to every member to whom a notice of the meeting is or has been given; or
 - (b) if the company has not sent a copy of the representations to every member to whom a notice of the meeting is or has been given, the requirement to ensure that the representations are read out at the meeting.
- (5) Unless exempted by an order under subsection (6), the company must comply with a request made under subsection (3)(b).
- (6) On application by the company or by anyone who claims to be aggrieved, the Court may order that the company is exempted from complying with the request, if it is satisfied that the person who has made representations and made a requirement under subsection (3)—

- (a) has abused the right to do so; or
- (b) has used such a right to secure needless publicity for defamatory matter.

(7) If the company contravenes subsection (5), the resolution passed under section 453(1) is void even though section 552(1) is complied with.”.

456(6) By deleting “only because” and substituting “by reason only that”.

460(2)(b) By deleting “or” at the end.
(iii)

460(2)(b) By adding—
“(iiia) in defending civil proceedings brought on behalf of an associated company of the company by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the director; or”.

462 In the heading, by deleting “**available for inspection**”.

462(2) By deleting “available for inspection”.

462(4) By deleting “available for inspection”.

462(4) By deleting “14” (wherever appearing) and substituting “15”.

462 By adding—
“(4A) If a company contravenes subsection (2) or (3), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3.”.

462(5) By deleting “(2), (3) or”.

463 By deleting subclauses (1), (2), (3) and (4) and substituting—

“(1) A member of a company is entitled, on request made in the prescribed manner and without charge, to inspect, in accordance with regulations made under section 648, a copy of a permitted indemnity provision or a written memorandum kept by the company under section 462.

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

464(5)(b) In the English text, by deleting “past” and substituting “former”.

467(2) By deleting paragraphs (b) and (c) and substituting—

“(b) subject to subsection (2A), the period within which the company must comply with the direction; and

(c) that a failure to comply with the direction is an offence under subsection (4).”.

467 By adding—

“(2A) The period must not be less than one month or more than 3 months after the date on which the direction is given.

(2B) The Registrar may, before the end of the period specified in the direction, by notice in writing extend the period.”.

467 By deleting subclause (3) and substituting—

“(3) The company must comply with the direction by making the necessary appointment before the end of the period specified in the direction, or, if the period is extended by the Registrar under subsection (2B), the extended period.”.

467(4) By deleting “contravenes” and substituting “fails to comply with”.

472(2) By deleting “20” and substituting “10”.

474(3) By deleting “20” and substituting “10”.

474(6) By deleting everything after “level 3” and substituting a full stop.

475 By deleting the clause and substituting—

“475. Interpretation

(1) In this Division—

child (子女) includes a step-child, an illegitimate child and a child adopted in any manner recognized by the law of Hong Kong;

cohabitation relationship (同居關係) means a relationship between 2 persons (whether of the same sex or of the opposite sex) who live together as a couple in an intimate relationship;

director (董事) includes a shadow director.

(2) In this Division, a reference to a minor child is a reference to a child who is under 18 years of age.”.

477(1) By deleting paragraphs (b) and (c) and substituting—

“(b) a person who is in a cohabitation relationship with the director or former director;

(c) a minor child of a person falling within paragraph (b) who—

(i) is not a child of the director or former director; and

(ii) lives with the director or former director;”.

477(1)(f)(iii) By deleting “or minor adopted child”.
and (2)(a)(iii)
and (b)(i)(C)

477(2)(b)(ii) By deleting “, child or adopted child” and substituting “or child”.

478(b) By deleting “or adopted child”.

- 479 In the heading, by deleting “, **or controlling**,”.
- 479(1)(b) In the Chinese text, by deleting “大部分” and substituting “過半數”.
- 479 By deleting subclauses (2) and (3) and substituting—
- “(2) In this section, a reference to voting power the exercise of which is controlled by a director or former director, or by an entity specified in subsection (4), includes voting power the exercise of which is controlled by another body corporate if the director or former director, or any one or more of the specified entities, or the director or former director together with any one or more of the specified entities, are entitled to exercise, or control the exercise of, more than 50% of the voting power at any general meeting of that other body corporate.”.
- 479(4) By deleting “, (2) and (3)” and substituting “and (2)”.
- 479(4)(b) By deleting “or minor adopted child”.
- 481 In the Chinese text, by deleting “宏旨” and substituting “重要”.
- 482 In the Chinese text, by deleting subclause (2) and substituting—
- “(2) 就本分部而言，縱使某法人團體的附屬公司的一眾董事或過半數董事，慣於按照該團體的指示或指令行事，該團體不會僅因此而視為其附屬公司的幕後董事。”.
- New By adding—
- “482A. Body corporate controlled by director**
- (1) For the purposes of this Division, a body corporate is controlled by a director if—
- (a) the director is entitled to exercise, or control the exercise of, more than 50% of the voting power at any general meeting of that body corporate; or
- (b) the directors, or a majority of the directors, of that body corporate are accustomed to act in accordance with the directions or instructions of the director.

- (2) In subsection (1), a reference to voting power the exercise of which is controlled by a director includes voting power the exercise of which is controlled by another body corporate if the director is entitled to exercise, or control the exercise of, more than 50% of the voting power at any general meeting of that other body corporate.”.

- 485(1) By adding “a body corporate controlled by a director,” after “to a director,”.
- 485(1)(a) By adding “, controlled body corporate” after “the director”.
- 485(1)(b) In the Chinese text, by adding “有關連” before “實體”.
- 485(2) By adding “, a body corporate controlled by a director,” after “for a director”.
- 485(2)(a) By adding “, controlled body corporate” after “the director”.
- and (b)
- 486 By deleting subclause (1) and substituting—
- “(1) In this Division, a reference to the prescribed approval of the members of a company that enters into a transaction or arrangement, or the members of a holding company of the company, is a reference to an approval obtained by a resolution of those members—
- (a) that is passed before the transaction or arrangement is entered into; and
- (b) in respect of which the requirements specified in subsection (2) are met.”.
- 486(3) By deleting “failure” and substituting “omission”.
- 486(4)(a) In the Chinese text, by deleting “須為違反第491、492或493條” and substituting “為第491、492或493條的目的”.

- 486(4)(b) In the Chinese text, by deleting “須為違反第494條” and substituting “為第494條的目的”.
- 486(4)(c) In the Chinese text, by deleting “須為違反第495條” and substituting “為第495條的目的”.
- 486(4)(c)(i) In the Chinese text, by deleting “關乎有關安排” and substituting “有關安排所關乎”.
- 486(5) By deleting paragraph (a) and substituting—
- “(a) in the case of a resolution for the purposes of section 491 or 492—
 - (i) one who is the controlled body corporate to whom the loan is proposed to be made or was made;
 - (ii) one who is the director—
 - (A) who controls that body corporate; or
 - (B) to whom the loan or quasi-loan is proposed to be made or was made; or
 - (iii) one who holds any shares in the company in trust for that controlled body corporate or director;”.
- 486(5)(b) In the Chinese text, by deleting “須為違反第493條” and substituting “為第493條的目的”.
- 486(5)(c) In the Chinese text, by deleting “須為違反第494條” and substituting “為第494條的目的”.
- 486(5) By deleting paragraph (d) and substituting—
- “(d) in the case of a resolution for the purposes of section 495—
 - (i) one who is the controlled body corporate, or connected entity, for whom the arrangement is proposed to be entered into or was entered into;

- (ii) one who is the director—
 - (A) who controls that body corporate;
 - (B) with whom that entity is connected; or
 - (C) for whom the arrangement is proposed to be entered into or was entered into; or
 - (iii) one who holds any shares in the company in trust for that controlled body corporate, connected entity or director.”.
- 486(7) By deleting paragraph (a) and substituting—
- “(a) in the case of an arrangement mentioned in section 495(1)(a) or (2)(a), a reference to the transaction entered into with a director, a body corporate controlled by a director, or an entity connected with a director under the arrangement; or”.
- 487(1)(b) By adding “the body corporate controlled by a director,” after “of the director,”.
- 487(3)(a) By adding “, a body corporate controlled by a director,” after “into with a director”.
- 488 By deleting the clause.
- 489(1) In the definition of *total exposure amount*, by deleting paragraph (a) and substituting—
- “(a) in relation to a company that is not a specified company, the aggregate of the amounts specified in subsection (2); or”.
- 489(2)(b) By adding “, or to a body corporate controlled by such a director” before and (c) “(excluding the transaction”.
- 489(3) By deleting paragraphs (b) and (c) and substituting—

- “(b) the aggregate of the amounts outstanding at the time that transaction is entered into, in respect of the principal and interest or otherwise, on every loan and quasi-loan made by the company to, and every credit transaction entered into by the company as creditor for, a director of the company or of a holding company of the company, or a body corporate controlled by such a director, or an entity connected with such a director (excluding the transaction in question, and any loan, quasi-loan or credit transaction made or entered into with the prescribed approval mentioned in section 491, 492, 493 or 494 or by virtue of section 490, 496, 497, 498, 499, 502 or 503);
- (c) the aggregate of the amounts representing the maximum liability of the company at that time under every guarantee given by the company, and in respect of every security provided by the company, in connection with any loan or quasi-loan made by any person to, or any credit transaction entered into by any person as creditor for, a director of the company or of a holding company of the company, or a body corporate controlled by such a director, or an entity connected with such a director (excluding the transaction in question, and any guarantee or security given or provided with the prescribed approval mentioned in section 491, 492, 493 or 494 or by virtue of section 490, 496, 497, 498, 499, 502 or 503); and”.

489(4)(a) By deleting subparagraph (i) and substituting—

- “(i) another person makes a questionable loan to—
 - (A) a director of the company or of a holding company of the company; or
 - (B) a body corporate controlled by such a director; and”.

489(4) By deleting paragraph (b) and substituting—

- “(b) an arrangement for an assignment to the company, or assumption by the company, of any rights, obligations or liabilities under a questionable loan made by another person to—
 - (i) a director of the company or of a holding company of the company; or
 - (ii) a body corporate controlled by such a director.”.

- 489(5)(a) By deleting subparagraph (i) and substituting—
- “(i) another person makes a questionable loan or quasi-loan to, or enters into a questionable credit transaction as creditor for—
 - (A) a director of the company or of a holding company of the company;
 - (B) a body corporate controlled by such a director; or
 - (C) an entity connected with such a director; and”.
- 489(5)(b) By deleting subparagraphs (i) and (ii) and substituting—
- “(i) a questionable loan or quasi-loan made by another person to—
 - (A) a director of the company or of a holding company of the company;
 - (B) a body corporate controlled by such a director; or
 - (C) an entity connected with such a director; or
 - (ii) a questionable credit transaction entered into by another person as creditor for—
 - (A) a director of the company or of a holding company of the company; or
 - (B) an entity connected with such a director.”.
- 489(6) By deleting paragraph (a) and substituting—
- “(a) a reference to a questionable loan or quasi-loan made by a person to a director of the company, a body corporate controlled by such a director, or an entity connected with such a director, under an arrangement is a reference to a loan or quasi-loan (as the case may be) that, if it had been made by the company on the date of the arrangement, would have been prohibited by section 491(1), 492(1) or 493(1) or would have been so prohibited in the absence of sections 500 and 501;”.
- 489(6) By deleting paragraphs (c) and (d) and substituting—

- “(c) a reference to a questionable loan or quasi-loan made by a person to a director of a holding company of the company, a body corporate controlled by such a director, or an entity connected with such a director, under an arrangement is a reference to a loan or quasi-loan (as the case may be) that, if it had been made by the company on the date of the arrangement, would have been prohibited by section 491(2), 492(2) or 493(2) or would have been so prohibited in the absence of sections 500 and 501; and
- (d) a reference to a questionable credit transaction entered into by a person as creditor for a director of a holding company of the company, or an entity connected with such a director, under an arrangement is a reference to a credit transaction that, if it had been entered into by the company on the date of the arrangement, would have been prohibited by section 494(2) or would have been so prohibited in the absence of sections 500 and 501.”.

491 In the heading, by adding “**or body corporate controlled by director**” after “**to director**”.

491 By deleting subclauses (1) and (2) and substituting—

- “(1) Without the prescribed approval of its members, a company must not—
 - (a) make a loan to—
 - (i) a director of the company; or
 - (ii) a body corporate controlled by such a director; or
 - (b) give a guarantee or provide security in connection with a loan made by any person to—
 - (i) a director of the company; or
 - (ii) a body corporate controlled by such a director.
- (2) Without the prescribed approval of its members and the prescribed approval of the holding company’s members, a company must not—
 - (a) make a loan to—

- (i) a director of a holding company of the company; or
- (ii) a body corporate controlled by such a director; or
- (b) give a guarantee or provide security in connection with a loan made by any person to—
 - (i) a director of a holding company of the company; or
 - (ii) a body corporate controlled by such a director.”.

492(1)(b) and (2)(b) In the Chinese text, by adding “等” after “該”.

493 By renumber the clause as clause 493(1).

493(1)(b) In the Chinese text, by adding “等” after “該”.

493 By adding—

- “(2) Without the prescribed approval of its members and the prescribed approval of the holding company’s members, a specified company must not—
 - (a) make a loan or quasi-loan to an entity connected with a director of a holding company of the company; or
 - (b) give a guarantee or provide security in connection with a loan or quasi-loan made by any person to an entity connected with such a director.
- (3) Despite subsection (2)—
 - (a) a specified company may enter into the transaction with only the prescribed approval of its members if the holding company is incorporated outside Hong Kong; and
 - (b) a specified company may enter into the transaction with only the prescribed approval of the holding company’s members if it is a wholly owned subsidiary of the holding company, and the holding company is incorporated in Hong Kong.”.

494(1)(a)(ii) In the Chinese text, by adding “等” after “該” (wherever appearing).
and (b)

494(2) By deleting paragraphs (a) and (b) and substituting—

- “(a) enter into a credit transaction as creditor for—
 - (i) a director of a holding company of the company; or
 - (ii) an entity connected with such a director; or
- (b) give a guarantee or provide security in connection with a credit transaction entered into by any person as creditor for such a director or an entity connected with such a director.”.

495(1)(a) By deleting subparagraph (i) and substituting—

- “(i) another person enters into a questionable transaction with a director of the company, a body corporate controlled by such a director, or an entity connected with such a director; and”.

495(1) By deleting paragraph (b) and substituting—

- “(b) arrange for an assignment to the company, or assumption by the company, of any rights, obligations or liabilities under a questionable transaction entered into by another person with—
 - (i) a director of the company;
 - (ii) a body corporate controlled by such a director; or
 - (iii) an entity connected with such a director.”.

495(2)(a) By deleting subparagraph (i) and substituting—

- “(i) another person enters into a questionable transaction with a director of a holding company of the company, a body corporate controlled by such a director, or an entity connected with such a director; and”.

495(2) By deleting paragraph (b) and substituting—

“(b) arrange for an assignment to the company, or assumption by the company, of any rights, obligations or liabilities under a questionable transaction entered into by another person with—

- (i) a director of a holding company of the company;
- (ii) a body corporate controlled by such a director; or
- (iii) an entity connected with such a director.”.

495 By deleting subclause (4) and substituting—

“(4) In this section—

- (a) a reference to a questionable transaction entered into by a person with a director of the company, a body corporate controlled by such a director, or an entity connected with such a director, under an arrangement is a reference to a transaction that, if it had been entered into by the company on the date of the arrangement, would have been prohibited by section 491(1), 492(1), 493(1) or 494(1) or would have been so prohibited in the absence of Subdivision 3; and
- (b) a reference to a questionable transaction entered into by a person with a director of a holding company of the company, a body corporate controlled by such a director, or an entity connected with such a director, under an arrangement is a reference to a transaction that, if it had been entered into by the company on the date of the arrangement, would have been prohibited by section 491(2), 492(2), 493(2) or 494(2) or would have been so prohibited in the absence of Subdivision 3.”.

496 In the heading, by deleting “**total**” and substituting “**net**”.

496(1)(a) By deleting “total” and substituting “net”.

496 By adding—

- “(3) A transaction or arrangement is a relevant transaction or arrangement for the purposes of subsection (1)—
- (a) if it is entered into before, or at the same time as, the transaction in question; and
 - (b) if—
 - (i) where the transaction in question is entered into for a director of the company, a body corporate controlled by such a director, or an entity connected with such a director, it is entered into for the director, controlled body corporate or connected entity by the company or a subsidiary of the company as permitted by subsection (1); or
 - (ii) where the transaction in question is entered into for a director of a holding company of the company, a body corporate controlled by such a director, or an entity connected with such a director, it is entered into for the director, controlled body corporate or connected entity by the holding company or a subsidiary of the holding company as permitted by subsection (1).
- (4) Despite subsection (3), a transaction or arrangement is not a relevant transaction or arrangement for the purposes of subsection (1) if—
- (a) it was entered into by a body corporate that, at the time it was entered into—
 - (i) was a subsidiary of the company entering into the transaction in question; or
 - (ii) was a subsidiary of a holding company of that company; and
 - (b) at the time the question arises as to whether the transaction in question falls within subsection (1), the body corporate is no longer such a subsidiary.”.

“497. Exception for expenditure on company business

- (1) A company is not prohibited by section 491, 492, 493 or 494 from entering into any transaction to provide—
- (a) a director of the company or of a holding company of the company;
 - (b) a body corporate controlled by such a director; or
 - (c) an entity connected with such a director,
- with funds to meet expenditure specified in subsection (2) or to avoid incurring such expenditure.
- (2) The expenditure is one incurred or to be incurred by the director, controlled body corporate or connected entity (as the case may be)—
- (a) for the purposes of the company; or
 - (b) for the purpose of enabling the director, controlled body corporate or connected entity (as the case may be) to properly perform duties as an officer of the company.”.

- 500(1)(a) By deleting subparagraphs (i) and (ii) and substituting—
- “(i) a director of the company;
 - (ii) an employee of the company who is a director of a holding company of the company; or
 - (iii) an employee of the company who is an entity connected with a director of the company or of a holding company of the company;”.

- 500(2)(a)(i) By deleting “total” and substituting “net”.

- 501 By deleting subclause (1) and substituting—

- “(1) If the conditions specified in subsection (2) are satisfied, a company is not prohibited by section 491, 492, 493 or 494 from leasing or hiring goods or leasing land to—
- (a) a director of the company or of a holding company of the company;
 - (b) a body corporate controlled by such a director; or
 - (c) an entity connected with such a director.”.

501(2)(a)(i) By deleting “total” and substituting “net”.

503 By adding “491, 492,” before “493”.

504(1) By deleting paragraph (c) and substituting—

- “(c) a person other than the director, controlled body corporate, or connected entity, for whom the transaction or arrangement was entered into acquired rights in good faith, for value, and without actual notice of the contravention, and those rights would be affected by the avoidance.”.

504(3)(a) In the Chinese text, by deleting “安排的” and substituting “安排的、”.

504(3) By deleting paragraphs (b) and (c) and substituting—

- “(b) a body corporate controlled by such a director, or an entity connected with such a director, for whom the company entered into the transaction or arrangement;
- (c) the director of the company who controls such a body corporate or with whom such an entity is connected;
- (ca) the director of a holding company of the company who controls such a body corporate or with whom such an entity is connected; and”.

504(4) By deleting paragraphs (a) and (b) and substituting—

- “(a) the controlled body corporate or connected entity specified in subsection (3)(b) is not liable if the controlled body corporate or connected entity establishes that, at the time the transaction or arrangement was entered into, it was not aware of the circumstances constituting the contravention;
- (b) the director specified in subsection (3)(c) or (ca) is not liable if the director establishes that the director took all reasonable steps to secure the company’s compliance with section 491, 493, 494 or 495 (as the case may be); and”.

505(5) By deleting “This section does” and substituting “Subsections (2), (3) and (4) do”.

506(2) By deleting “failure” and substituting “omission”.

506(4)(a) By deleting subparagraph (i) and substituting—

- “(i) one who is the controlled body corporate to whom the loan is proposed to be made or was made;
- (ia) one who is the director—
 - (A) who controls that body corporate; or
 - (B) to whom the loan or quasi-loan is proposed to be made or was made;”.

506(4)(a) By deleting subparagraph (iii) and substituting—

- “(iii) one who holds any shares in the company in trust for the director specified in subparagraph (ia) or (ii) or that controlled body corporate;”.

506(4)(d) By deleting subparagraphs (i) and (ii) and substituting—

- “(i) one who is the controlled body corporate, or connected entity, for whom the arrangement is proposed to be entered into or was entered into;
- (ii) one who is the director—

- (A) who controls that body corporate;
 - (B) with whom that entity is connected; or
 - (C) for whom the arrangement is proposed to be entered into or was entered into;”.
- 506(4)(d) By deleting subparagraph (iv) and substituting—
- “(iv) one who holds any shares in the company in trust for the director specified in subparagraph (ii) or (iii) or that controlled body corporate or connected entity.”.
- 506(6) By deleting paragraph (a) and substituting—
- “(a) in the case of an arrangement mentioned in section 495(1)(a) or (2)(a), a reference to the transaction entered into with a director, a body corporate controlled by a director, or an entity connected with a director under the arrangement; or”.
- 507 In the Chinese text, by deleting subclause (5) and substituting—
- “(5) 就本分部而言，縱使某法人團體的附屬公司的一眾董事或過半數董事，慣於按照該團體的指示或指令行事，該團體不會僅因此而視為其附屬公司的幕後董事。”.
- 509(3) By deleting “failure” and substituting “omission”.
- 509(4) In the Chinese text, by deleting “須為施行第512或513條” and substituting “為第512或513條的目的”.
- 509(5) In the Chinese text, by deleting “須為施行第514條” and substituting “為第514條的目的”.
- 513(3)(a) In the Chinese text, by adding “或財產” after “業務”.
- 515(3) In the Chinese text, in the definition of **現存法律義務**, in paragraph (b), by deleting “企業” and substituting “業務”.

- 516(1), (2) and (3) By deleting “\$20,000” and substituting “\$100,000”.
- 521 In the Chinese text, by deleting subclause (2) and substituting—
 “(2) 就本分部而言，縱使某法人團體的附屬公司的一眾董事或過半數董事，慣於按照該團體的指示或指令行事，該團體不會僅因此而視為其附屬公司的幕後董事。”.
- 522(1)(a)(i) and (ii) In the Chinese text, by deleting “親自承諾” and substituting “承諾親自”.
- 523(3) By deleting “failure” and substituting “omission”.
- 529(1)(c) By deleting “to the other directors”.
- 529 By deleting subclause (6) and substituting—
 “(6) A general notice must be given—
 (a) at a directors’ meeting; or
 (b) in writing and sent to the company.
- Note—**
- See also section 531A which requires a company receiving a general notice to send the general notice to other directors.
- (7) A general notice given under subsection (6)(a) takes effect on the date of the directors’ meeting.
- (8) A general notice given under subsection (6)(b) takes effect on the twenty-first day after the day on which it is sent to the company.”.
- New By adding—
“531A. Companies must send general notices to other directors

- (1) If a company receives a notice under section 529(6)(b) from a director, it must, within 15 days after the day on which it receives the notice, send a copy of the notice to other directors of the company.
- (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 6.”.

533(3) By deleting “available for inspection”.

533(5) By deleting “available for inspection”.

533(5) By deleting “14” (wherever appearing) and substituting “15”.

533 By adding—

“(5A) If subsection (3) or (4) is contravened, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3.”.

533(6) By deleting “(2), (3), (4) or”.

534 By deleting subclauses (1), (2), (3) and (4) and substituting—

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

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

534 By adding—

“(6) In this section—

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

535 By deleting subclause (2) and substituting—

“(2) Unless the contract is in writing, the company must ensure that—

(a) the terms of the contract are set out in a written memorandum within 15 days from the entering into of the contract; and

(b) the memorandum is kept at the place at which the books containing the minutes of the directors’ meetings are kept.”.

535(3) By deleting everything after “level 3” and substituting a full stop.

535 In the Chinese text, by deleting subclause (7) and substituting—

“(7) 就本條而言，縱使某法人團體的附屬公司的一眾董事或過半數董事，慣於按照該團體的指示或指令行事，該團體不會僅因此而視為其附屬公司的幕後董事。”.

539(1) By deleting paragraph (b) and substituting—

“(b) a member of a company.”.

539 By deleting subclause (2).

541 By deleting the clause and substituting—

“541. Members’ power to request circulation of written resolution

(1) A member of a company may request the company to circulate a resolution that—

(a) may properly be moved; and

(b) is proposed as a written resolution under section 539(1)(b).

- (2) If a member requests a company to circulate a resolution, the member may request the company to circulate with the resolution a statement of not more than 1 000 words on the subject matter of the resolution.
- (3) However, each member may only request the company to circulate one such statement with respect to the resolution.”.

542(2) By deleting “2.5%” and substituting “5%”.

543 By adding—

- “(4A) For the purposes of subsection (4), a failure to make a copy of a proposed written resolution or statement available on a website throughout the period mentioned in that subsection is to be disregarded if—
 - (a) the copy is made available on the website for part of that period; and
 - (b) the failure is wholly attributable to circumstances that it would not be reasonable to have expected the company to prevent or avoid.”.

543(5) In the Chinese text, by deleting paragraph (b) and substituting—

- “(b) 該決議的最後通過日期(該決議如沒有在該日期或之前通過，便會根據第 548 條而失效)。”.

544 By deleting subclause (1) and substituting—

- “(1) A company is not required to circulate a statement mentioned in section 541(2) if, on an application by the company or another person who claims to be aggrieved, the Court is satisfied that the rights given by that section are—
 - (a) being abused; or
 - (b) being used to secure needless publicity for defamatory matter.”.

- 547 By deleting subclauses (1) and (2) and substituting—
- “(1) If—
- (a) 2 or more eligible members are joint holders of shares of a company;
 - (b) any holder has signified their agreement to a proposed written resolution; and
 - (c) if the company has received, before the end of the period mentioned in section 548(1), any objection to the proposed written resolution from any other holder, the holder who has signified the agreement is more senior than the holder who has made the objection,
- then the other joint holder or holders are to be regarded as having signified their agreement to the proposed written resolution for the purposes of section 546(1).
- (2) For the purposes of this section, the seniority of a holder of a share is determined by the order in which the names of the joint holders appear in the register of members of the company.”.
- 549(1) By deleting “copy of the written resolution” and substituting “notice of this fact”.
- 551(2) In the Chinese text, by deleting “不按照本次分部的規定” and substituting “屬按照本次分部規定以外”.
- 552 By adding—
- “(1A) For the purposes of subsection (1), if there is any inconsistency between a provision of a Subdivision referred to in that subsection, and a provision of the company’s articles, unless otherwise provided in or in respect of that Subdivision, the provision of that Subdivision prevails over the provision of the articles to the extent of the inconsistency.”.
- 553 By deleting subclause (2) and substituting—
- “(2) A resolution passed at a general meeting on a show of hands is passed by a simple majority if it is passed by a simple majority of the total of the following—

- (a) the number of the members who (being entitled to do so) vote in person on the resolution;
- (b) the number of the persons who vote on the resolution as duly appointed proxies of members entitled to vote on it.”.

554 By deleting subclause (2) and substituting—

“(2) A resolution passed at a general meeting on a show of hands is passed by a majority of at least 75% if it is passed by at least 75% of the total of the following—

- (a) the number of the members who (being entitled to do so) vote in person on the resolution;
- (b) the number of the persons who vote on the resolution as duly appointed proxies of members entitled to vote on it.”.

554(5) In the Chinese text, by deleting “須” and substituting “即”.

555 In the Chinese text, by deleting “一眾”.

556(1) and (2) In the Chinese text, by deleting “一眾”.

558(1) In the Chinese text, by deleting “半數的該等” and substituting “半數的”.

563 In the Chinese text, by deleting subclauses (2) and (3) and substituting—

- “(2) 凡有關公司知會某成員，指有關通知在有關網站上提供，該項知會須 —
- (a) 述明該項知會關乎公司成員大會的通知；
 - (b) 指明舉行該成員大會的地點、日期及時間；及
 - (c) (如屬周年成員大會)述明該成員大會是周年成員大會。
- (3) 在整段始於作出上述知會的日期當日並與有關成員大會同時結束的期間內，有關通知均須在上述網站上提供。”.

- 568(3)(a) In the Chinese text, by deleting “普遍行銷” and substituting “廣泛流通”.
- 569 In the heading, by deleting “**failure**” and substituting “**omission**”.
- 569(1) By deleting “failure” and substituting “omission”.
- 570(1) In the Chinese text, by deleting “一份”.
- 570(1) In the English text, by deleting “The members” and substituting “A member”.
- 570 By adding—
- “(1A) However, each member may only request the company to circulate—
- (a) one such statement with respect to the resolution mentioned in subsection (1)(a); and
- (b) one such statement with respect to the other business mentioned in subsection (1)(b).”.
- 570(2) By deleting paragraph (b) and substituting—
- “(b) at least 50 members who have a relevant right to vote.”.
- 572(1)(a) In the English text, by deleting “request” and substituting “requests”.
- 573 By deleting subclause (1) and substituting—
- “(1) A company is not required to circulate a statement under section 571 if, on an application by the company or another person who claims to be aggrieved, the Court is satisfied that the rights given by section 570 are—
- (a) being abused; or
- (b) being used to secure needless publicity for defamatory matter.”.
- 574 By deleting subclause (1) and substituting—

“(1) A company may hold a general meeting at 2 or more places using any technology that enables the members of the company who are not together at the same place to listen, speak and vote at the meeting.”.

579 By deleting subclauses (1) and (2) and substituting—

“(1) In the case of joint holders of shares of a company, only the vote of the most senior holder who votes (and any proxies duly authorized by the holder) may be counted by the company.

(2) For the purposes of this section, the seniority of a holder of a share is determined by the order in which the names of the joint holders appear in the register of members of the company.”.

584(2) By deleting everything after “level 3” and substituting a full stop.

588(2)(b) By deleting the semicolon and substituting a full stop.

588(2) By deleting paragraph (c).

594 By deleting subclause (1) and substituting—

“(1) This section applies to a notice that the authority of a person to act as proxy is terminated (*notice of termination*).”.

594(7)(b) By deleting the semicolon and substituting a full stop.

594(7) By deleting paragraph (c).

600(3)(a) By deleting subparagraph (ii) and substituting—

“(ii) 3 months after the date of the directors’ resolution,”.

600(3)(b) By deleting subparagraph (ii) and substituting—

“(ii) 3 months after the date of the directors’ resolution,”.

602 In the heading, in the Chinese text, by deleting “**無需**” and substituting “**無須**”.

- 602(1) and (2) In the Chinese text, by deleting “無需” and substituting “無須”.
- 602(2) By deleting paragraph (b) and substituting—
- “(b) all of the following are satisfied—
 - (i) the company has by resolution passed in accordance with section 603(1) dispensed with the holding of the annual general meeting;
 - (ii) the company has not revoked the resolution under section 604(1), or the company has revoked the resolution under that section but is not required to hold an annual general meeting under section 604(2)(b);
 - (iii) no member of the company has required the holding of the annual general meeting under section 603(5).”.
- 602 By deleting subclause (3).
- 603(4) By deleting paragraph (a) and substituting—
- “(a) is not to have effect for the financial year in respect of which the period specified in section 600 for holding an annual general meeting of the company has expired; and”.
- 605(2) By deleting paragraph (b) and substituting—
- “(b) at least 50 members who have a right to vote on the resolution at the annual general meeting to which the requests relate.”.
- 607(3) By deleting everything after “level 3” and substituting a full stop.
- 608(1) By deleting paragraph (c) and substituting—
- “(c) all written records provided to the company in accordance with section 116BC(1) of the predecessor Ordinance or section 607(2).”.
- 608 By deleting subclause (2) and substituting—
- “(2) A company must keep the copy, minutes or written record under subsection (1) for at least 10 years from the date of the resolution, meeting or decision, as the case may be.”.

609 In the heading, by deleting “**available for inspection**”.

609 By deleting subclauses (1), (2), (3) and (4) and substituting—

- “(1) A company must keep the records mentioned in section 608 at—
- (a) the company’s registered office; or
 - (b) a prescribed place.
- (2) A company must notify the Registrar of the place at which the records mentioned in section 608 are kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the records are first kept at that place.
- (3) A company must notify the Registrar of any change (other than a change of the address of the company’s registered office) in the place at which the records mentioned in section 608 are kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the change.
- (4) Subsection (2) does not require a company to notify the Registrar of the place at which the records mentioned in section 608 are kept—
- (a) if, in the case of records that came into existence on or after the commencement date of this section, they have at all times been kept at the company’s registered office; or
 - (b) if—
 - (i) immediately before that commencement date, the company kept the records for the purposes of section 119A of the predecessor Ordinance; and
 - (ii) on and after that commencement date, the records are kept for the purposes of section 608 at the place at which they were kept immediately before that commencement date.”.

610 By deleting subclauses (1), (2), (3) and (4) and substituting—

“(1) A member of a company is entitled, on request made in the prescribed manner and without charge, to inspect, in accordance with regulations made under section 648, the records kept by the company under section 608.

(2) A member of the company is entitled, on request and on payment of a prescribed fee, to be provided with a copy of any of those records in accordance with regulations made under section 648.”.

611(3) By deleting paragraph (c) and substituting—

“(c) all appointments made at the meeting are to be regarded as valid.”.

612(1)(a) By adding “or 758” after “102”.

612(1) By adding—

“(da) an agreement made for the purposes of section 358(1)(b)(iii);

(db) a resolution passed for the purposes of section 358A(1)(a), (2)(a)(i), (2)(b)(i) or (2)(c)(i);

(dc) a resolution passed under section 603;”.

612(1) By deleting paragraphs (f) and (g) and substituting—

“(f) a resolution varying any matter or provision in the articles of a company that is expressly authorized by the articles to be varied by ordinary resolution;

(g) an order of the Court (which alters a company’s articles) a copy of which is required to be delivered to the Registrar under section 91; and

(h) an order of the Court which alters a resolution or an agreement referred to in paragraph (a), (b), (c), (d), (da), (db), (dc), (e) or (f).”.

612 By deleting subclause (2) and substituting—

“(2) The company must deliver a copy of the order under subsection (1)(h), resolution or agreement to the Registrar for registration within 15 days after it is made or passed.”.

612 By deleting subclause (3).

612 By deleting subclause (4) and substituting—

“(4) The company must ensure that a copy of the resolution, agreement or order of the Court that is for the time being in force is included in or annexed to every copy of the articles issued, as the case may be—

(a) after the passing of the resolution; or

(b) after the making of the agreement or the order of the Court.

(4A) Subsection (4) does not apply to an existing company whose articles have not been registered under this Ordinance or any former Companies Ordinance.”.

612(5) By deleting “If the company’s” and substituting “If the company is an existing company whose”.

612(6) By deleting “, (3)”.

612(9) By adding “or provisional liquidator” after “liquidator”.

613(3) In the English text, by deleting “a *variation*” and substituting “*variation*”.

614(3) In the English text, by deleting “a *variation*” and substituting “*variation*”.

617(5) By deleting “20” and substituting “10”.

617 By deleting subclause (6) and substituting—

“(6) A company must retain a copy of any details that were included in the register of members immediately before the commencement date of subsection (5) until 10 years after the member concerned ceased to be a member.”.

618

By deleting the clause and substituting—

“618. Place where register must be kept

- (1) A company must keep its register of members at—
 - (a) the company’s registered office; or
 - (b) a prescribed place.
- (2) A company must notify the Registrar of the place at which the register of members is kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the register is first kept at that place.
- (3) A company must notify the Registrar of any change (other than a change of the address of the company’s registered office) in the place at which the register of members is kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the change.
- (4) Subsection (2) does not require a company to notify the Registrar of the place at which the register of members is kept—
 - (a) if, in the case of a register that came into existence on or after the commencement date of this section, it has at all times been kept at the company’s registered office; or
 - (b) if—
 - (i) immediately before that commencement date, the company kept a register for the purposes of section 95 of the predecessor Ordinance; and
 - (ii) on and after that commencement date, that register is kept as a register of members for the purposes of section 617 at the place at which it was kept immediately before that commencement date.

- (5) If a company contravenes subsection (1), (2) or (3), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.”.

619 By deleting subclauses (1) and (2) and substituting—

- “(1) If, after a person ceases to be a member of a company, the number of members of the company falls to one, the company must, within 15 days after the date on which the cessation is entered in its register of members under section 617(2)(c), enter in the register—
- (a) a statement that it has only one member; and
 - (b) the date on which it became a company having only one member.
- (2) If the membership of a company increases from one to 2 or more members, the company must, within 15 days after the date on which the particulars of the new member are entered in its register of members under section 617(2), enter in the register—
- (a) a statement that it has ceased to have only one member; and
 - (b) the date on which that event occurred.”.

620(2) By deleting “7” and substituting “15”.

621 By deleting subclause (1) and substituting—

- “(1) A member of a company is entitled, on request made in the prescribed manner and without charge, to inspect the register of members of the company, and the index of members’ names, in accordance with regulations made under section 648.
- (1A) Any other person is entitled, on request made in the prescribed manner and on payment of a prescribed fee, to inspect the register and index in accordance with regulations made under section 648.”.

- 621 By deleting subclauses (2), (3), (4), (5), (6), (7) and (8) and substituting—
- “(2) A person is entitled, on request and on payment of a prescribed fee, to be provided with a copy of the register or index, or any part of it, in accordance with regulations made under section 648.”.
- 622 By deleting the clause.
- 623 By deleting subclause (3) and substituting—
- “(3) The period of 30 days mentioned in subsection (1) may be extended in respect of any year by a resolution of the company’s members passed in that year.”.
- 624(2)(b) By deleting “163” and substituting “162”.
and (3)
- 626 By deleting subclause (2).
- 627(2) By deleting “14” and substituting “15”.
and (3)
- 628(1) By deleting “in this section called”.
- 628(3) By deleting paragraphs (a) and (b) and substituting—
- “(a) must cause a duplicate of it to be kept at the place at which the company’s principal register is kept; and
- (b) must, within 15 days after an entry is made in the branch register—
- (i) transmit a copy of the entry to its registered office; and
- (ii) update the duplicate of the branch register.”.
- 630(3) By deleting “14” and substituting “15”.

632 By deleting subclauses (2), (3), (4), (5) and (6) and substituting—

- “(2) Subject to section 51(4), (5)(a) and (6)(a), a company must enter in the register of directors the required particulars specified in section 634 of each person who is a director or reserve director (if any) of the company.
- (3) A company must keep the register of directors at—
 - (a) the company’s registered office; or
 - (b) a prescribed place.
- (4) A company must notify the Registrar of the place at which the register of directors is kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the register is first kept at that place.
- (5) A company must notify the Registrar of any change (other than a change of the address of the company’s registered office) in the place at which the register of directors is kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the change.
- (6) Subsection (4) does not require a company to notify the Registrar of the place at which the register of directors is kept—
 - (a) if, in the case of a register that came into existence on or after the commencement date of this section, it has at all times been kept at the company’s registered office; or
 - (b) if—
 - (i) immediately before that commencement date, the company kept a register for the purposes of section 158 of the predecessor Ordinance; and
 - (ii) on and after that commencement date, that register, in so far as it relates to the directors or reserve directors of the company, is kept as a register of directors for the purposes of subsection (1) at the place at which it was kept immediately before that commencement date.”.

633 By deleting the clause and substituting—

“633. Right to inspect and request copy

- (1) A member of a company is entitled, on request made in the prescribed manner and without charge, to inspect the register of directors of the company in accordance with regulations made under section 648.
- (2) Any other person is entitled, on request made in the prescribed manner and on payment of the prescribed fee, to inspect the register in accordance with regulations made under section 648.
- (3) A person is entitled, on request and on payment of a prescribed fee, to be provided with a copy of the register, or any part of it, in accordance with regulations made under section 648.”.

634(4) In the definition of *residential address*, by deleting paragraph (b) and substituting—

“(b) does not include a post office box number;”.

634(5) By deleting “must be a place in Hong Kong and”.

635(1) By deleting “sections 632(3) and 633(1), (2) and (3)” and substituting “section 633(1), (2) and (3)”.

636(1) By deleting “14” and substituting “15”.

636(1) By deleting paragraph (a) and substituting—

“(a) the director’s particulars specified in its register of directors;

(ab) a statement that the person has accepted the appointment; and”.

636(1)(b) By deleting “has accepted the appointment and”.

636(2), (3) and (4) By deleting “14” and substituting “15”.

- 636(4) In the Chinese text, by deleting “不再” and substituting “停止”.
- 636(4) In the Chinese text, by deleting “卸任” (wherever appearing) and substituting “停任”.
- 639 By deleting subclauses (3), (4), (5) and (6) and substituting—
- “(3) A company must keep the register of company secretaries at—
- (a) the company’s registered office; or
 - (b) a prescribed place.
- (4) A company must notify the Registrar of the place at which the register of company secretaries is kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the register is first kept at that place.
- (5) A company must notify the Registrar of any change (other than a change of the address of the company’s registered office) in the place at which the register of company secretaries is kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the change.
- (6) Subsection (4) does not require a company to notify the Registrar of the place at which the register of company secretaries is kept—
- (a) if, in the case of a register that came into existence on or after the commencement date of this section, it has at all times been kept at the company’s registered office; or
 - (b) if—
 - (i) immediately before that commencement date, the company kept a register for the purposes of section 158 of the predecessor Ordinance; and
 - (ii) on and after that commencement date, that register, in so far as it relates to the company secretary or joint company secretaries of the company, is kept as a register of company secretaries for the purposes of subsection (1) at the place at which it was kept immediately before that commencement date.”.

- 640 By deleting the clause and substituting—
- “640. Right to inspect and request copy**
- (1) A member of a company is entitled, on request made in the prescribed manner and without charge, to inspect the register of company secretaries of the company in accordance with regulations made under section 648.
- (2) Any other person is entitled, on request made in the prescribed manner and on payment of the prescribed fee, to inspect the register in accordance with regulations made under section 648.
- (3) A person is entitled, on request and on payment of a prescribed fee, to be provided with a copy of the register, or any part of it, in accordance with regulations made under section 648.”.
- 642(1) By deleting “sections 639(3) and 640(1), (2) and (3)” and substituting “section 640(1), (2) and (3)”.
- 643 By deleting subclause (1) and substituting—
- “(1) If a person or persons are appointed as company secretary or joint company secretaries of a company otherwise than under section 465(2) or (3), the company must, within 15 days after the appointment, deliver to the Registrar for registration a notice in the specified form containing the company secretary’s or joint company secretaries’ particulars specified in its register of company secretaries.”.
- 643(2) In the Chinese text, by deleting “不再” and substituting “停止”.
- 643(2) In the Chinese text, by deleting “卸任” (wherever appearing) and substituting “停任”.
- 643(2) By deleting “14” and substituting “15”.
- 646(2)(b) In the Chinese text, by deleting “一眾”.
- 646 By deleting subclause (4) and substituting—

“(4) If any company records required by this Ordinance to be kept by a company are kept by the company by recording the information in question in electronic form, any duty imposed on the company under this Ordinance to allow inspection of the company records is to be regarded as a duty to allow inspection of—

(a) a reproduction of the recording, or the relevant part of the recording, in hard copy form; or

(b) if requested by the person inspecting the recording, the recording, or the relevant part of the recording, by electronic means.”.

646(5) By deleting “or (3)”.

646 By adding—

“(5A) If a company contravenes subsection (3), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3.”.

646(6) In the Chinese text, in the definition of **印本形式**, by deleting “類似” and substituting “相類”.

646(6) In the Chinese text, in the definition of **電子形式**, by deleting “紀錄” and substituting “紀錄的”.

647(2) By deleting everything after “level 3” and substituting a full stop.

648(1)(a) By deleting subparagraphs (ii) and (iii) and substituting—

“(ii) to make available for inspection any company records; or

(iii) to provide copies of any company records or trust deeds;”.

648(1) By deleting paragraphs (b) and (c) and substituting—

“(b) prescribe the fees payable in respect of company records or trust deeds; and

- (c) prescribe any other thing that is required or permitted to be prescribed under this Ordinance in respect of company records or trust deeds.”.

648(2) By adding—

- “(ab) prescribe the manner in which a request for inspection is to be made;
- (ac) require a company to inform a person of the most recent date on which alterations were made to a register or an index;”.

648(2) By deleting paragraph (d) and substituting—

- “(d) make provision as to the time within which a copy of company records, or a copy of a trust deed, must be provided; and”.

648(3) By deleting paragraphs (b), (c) and (d) and substituting—

- “(b) provide that that provision is not complied with by keeping company records at a place prescribed in the regulations unless conditions prescribed in the regulations are met; and
- (c) prescribe more than one place in relation to that provision.”.

648(4) By deleting paragraphs (c), (d) and (e) and substituting—

- “(c) the Court may—
 - (i) by order compel an immediate inspection of company records;
 - (ii) by order direct that a copy of company records, or a copy of a trust deed, be provided to a person entitled to be provided with the copy; and
 - (iii) make any order as to the time, duration and manner of inspection, including the circumstances in which and the extent to which the copying of information is permitted in the course of inspection; and

- (d) if company records or a trust deed is kept at the office of a person other than the company concerned, an order mentioned in paragraph (c) may be made against that other person and that other person's officers and other employees (if any).”.

648 By adding—

“(6) In this section—

trust deed (信託契據) means a trust deed or any other document securing the issue of debentures.”.

649(3) By deleting “14” and substituting “15”.

650(1) By deleting paragraph (b) and substituting—

“(b) to state prescribed information in common seals, and in prescribed descriptions of documents or communications; and”.

650(2) By deleting paragraphs (a) and (b) and substituting—

“(a) may in prescribed circumstances require disclosure of the name of the company;

(b) may make provision as to the manner in which any prescribed information is to be displayed, stated or provided; and

(c) may exempt a company from any requirement of the regulations made under subsection (1).”.

651(c) By deleting everything after “level 3” and substituting a full stop.

655 By adding—

“(4) Despite subsection (3), if—

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

(b) at any time during the year—

- (i) the company registers any transfer of shares in the company in contravention of the restriction imposed by the company's articles;
- (ii) the membership of the company exceeds the number specified in section 10(1)(a)(ii); or
- (iii) the company makes an invitation to the public to subscribe for any shares or debentures of the company,

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

- (5) The information and documents are—
 - (a) information and documents specified for the purposes of a public company in Schedule 6; and
 - (b) information and documents that relate to the financial year of the company ending on a date within the year in respect of which the annual return is required to be delivered.
- (6) The Court may, on the application of the company or a person interested in the matter, order that subsection (4) does not apply to the company.
- (7) The Court may make the order on any terms and conditions that the Court thinks just and expedient.
- (8) The Court must not make the order unless the Court is satisfied that—
 - (a) the occurrence of the event mentioned in subsection (4)(b)(i), (ii) or (iii) was accidental;
 - (b) it was due to inadvertence or to some other sufficient cause that the event occurred; or
 - (c) it is just and equitable to grant the relief on other grounds.”.

“657. Interpretation

In this Part—

child (子女) includes a step-child, an illegitimate child and a child adopted in any manner recognized by the law of Hong Kong;

cohabitation relationship (同居關係) means a relationship between 2 persons (whether of the same sex or of the opposite sex) who live together as a couple in an intimate relationship;

offer period (要約期), in relation to an offer, means the period within which the offer can be accepted;

repurchasing company (回購公司), in relation to a general offer, means the listed company that makes the offer.”.

658(1)(a) By deleting subparagraphs (ii), (iii) and (iv) and substituting—

- “(ii) a person who is in a cohabitation relationship with the offeror or member;
- (iii) a child of the offeror or member;
- (iv) a child of a person falling within subparagraph (ii) who—
 - (A) is not a child of the offeror or member;
 - (B) lives with the offeror or member; and
 - (C) has not attained the age of 18;”.

658 By adding—

- “(1A) In this Part, a reference to an associate of a repurchasing company is a reference to—
 - (a) a body corporate in the same group of companies as the repurchasing company;
 - (b) a body corporate in which the repurchasing company is substantially interested; or

- (c) a person who is a party, or a nominee of a party, to an acquisition agreement with the repurchasing company.”.

658 By deleting subclause (2) and substituting—

“(2) For the purposes of subsections (1) and (1A), an offeror, member or repurchasing company is substantially interested in a body corporate if—

- (a) the body corporate, or its directors or a majority of its directors, are accustomed to act in accordance with the directions or instructions of the offeror, member or repurchasing company; or
- (b) the offeror, member or repurchasing company is entitled to exercise, or control the exercise of, more than 30% of the voting power at any general meeting of the body corporate.

(2A) In subsection (2), a reference to voting power the exercise of which is controlled by an offeror, member or repurchasing company includes voting power the exercise of which is controlled by another body corporate if the offeror, member or repurchasing company is entitled to exercise, or control the exercise of, more than 50% of the voting power at any general meeting of that other body corporate.”.

658(3) By deleting “subsection (1)” and substituting “subsections (1) and (1A)”.

661 By deleting subclause (1) and substituting—

“(1) The Court may, on application made for the purposes of this subsection—

- (a) order a meeting specified in subsection (2)(a), or a meeting specified in subsection (2)(b), or both (as the case may be) to be summoned in any manner that the Court directs; and
- (b) for the purposes of section 664A(4), declare a person to be a person specified under that section.”.

664 By deleting subclause (2).

New

By adding—

“664A. Provision supplementary to section 664(1): agreement to arrangement or compromise

- (1) For the purposes of section 664(1)—
 - (a) the creditors agree to the arrangement or compromise if, at a meeting of the creditors summoned under section 661, a majority in number representing at least 75% in value of the creditors present and voting, in person or by proxy, agree to the arrangement or compromise;
 - (b) a class of creditors agrees to the arrangement or compromise if, at a meeting of the class of creditors summoned under section 661, a majority in number representing at least 75% in value of the class of creditors present and voting, in person or by proxy, agree to the arrangement or compromise;
 - (c) subject to subsection (2)(a), the members agree to the arrangement or compromise if, at a meeting of the members summoned under section 661—
 - (i) members representing at least 75% of the voting rights of the members present and voting, in person or by proxy, agree to the arrangement or compromise; and
 - (ii) unless the Court orders otherwise, a majority in number of the members present and voting, in person or by proxy, agree to the arrangement or compromise; and
 - (d) subject to subsection (2)(b), a class of members agrees to the arrangement or compromise if, at a meeting of the class of members summoned under section 661—
 - (i) members representing at least 75% of the voting rights of the class of members present and voting, in person or by proxy, agree to the arrangement or compromise; and

- (ii) unless the Court orders otherwise, a majority in number of the class of members present and voting, in person or by proxy, agree to the arrangement or compromise.
- (2) However, where the arrangement involves a general offer within the meaning of section 696 or a takeover offer—
 - (a) the members agree to the arrangement if—
 - (i) at a meeting of the members summoned under section 661, members representing at least 75% of the voting rights of the members present and voting, in person or by proxy, agree to the arrangement; and
 - (ii) the votes cast against the arrangement at the meeting do not exceed 10% of the total voting rights attached to all disinterested shares in the company;
 - (b) a class of members agrees to the arrangement if—
 - (i) at a meeting of the class of members summoned under section 661, members representing at least 75% of the voting rights of the class of members present and voting, in person or by proxy, agree to the arrangement; and
 - (ii) the votes cast against the arrangement at the meeting do not exceed 10% of the total voting rights attached to all disinterested shares of the class in the company.

(3) In subsection (2)—

disinterested shares (無利害關係股份) means—

- (a) in the case of a takeover offer, shares in the company other than those held—
 - (i) by the offeror, or by a nominee on behalf of the offeror;

- (ii) by an associate of the offeror (except a person who falls within section 658(1)(a)(vii) or (b)(iii) or a person specified in subsection (4)); or
 - (iii) by a person who is a party to an acquisition agreement within the meaning of section 658(3) with the offeror (except a person specified in subsection (4)), or by a nominee on behalf of the person under the acquisition agreement;
- (b) in the case of a general offer, shares in the company other than those held—
 - (i) by a non-tendering member as defined by section 694(1), or by a nominee on behalf of the member;
 - (ii) by an associate of such a non-tendering member (except a person who falls within section 658(1)(a)(vii) or (b)(iii) or a person specified in subsection (4));
 - (iii) by a nominee on behalf of the repurchasing company;
 - (iv) by an associate of such a repurchasing company (except a person who falls within section 658(1A)(c) or a person specified in subsection (4)); or
 - (v) by a person who is a party to such an acquisition agreement with such a non-tendering member or repurchasing company (except a person specified in subsection (4)), or by a nominee on behalf of the person under the acquisition agreement.
- (4) The person specified for the purposes of paragraph (a)(ii) and (iii) and (b)(ii), (iv) and (v) of the definition of *disinterested shares* in subsection (3) is a person declared under section 661(1)(b) to be a person specified under this section.
- (5) For the purposes of subsections (2) and (3)—

- (a) an offer to acquire shares in a company is a takeover offer if—
 - (i) it is an offer to acquire all the shares, or all the shares of any class, in the company, except those that, at the date of the offer, are held by the offeror; and
 - (ii) the terms of the offer are the same—
 - (A) where the offer does not relate to shares of different classes, in relation to all the shares to which the offer relates; or
 - (B) where the offer relates to shares of different classes, in relation to all the shares of each class to which the offer relates; and
- (b) an offer under which consideration is provided for the cancellation of shares in a company is also a takeover offer if—
 - (i) it is an offer under which consideration is provided for the cancellation of all the shares, or all the shares of any class, in the company, except—
 - (A) those that, at the date of the offer, are held by the offeror;
 - (B) those that are specified in the offer document as shares that are not to be cancelled under the offer; and
 - (C) those that, at the date of the offer, are held by a member residing in a place where such an offer is contrary to the law of the place; and
 - (ii) the terms of the offer are the same—
 - (A) where the offer does not relate to shares of different classes, in relation to all the shares to which the offer relates; or

- (B) where the offer relates to shares of different classes, in relation to all the shares of each class to which the offer relates.

(6) In subsection (5)—

shares (股份) means shares that have been allotted on the date of the offer.

(7) In subsection (5)(a)(i) and (b)(i), a reference to shares that are held by an offeror—

- (a) includes shares that the offeror has contracted, unconditionally or subject to conditions being satisfied, to acquire; but

- (b) excludes shares that are the subject of a contract—

- (i) entered into by the offeror with a holder of shares in the company in order to secure that the holder will accept the offer when it is made; and

- (ii) entered into for no consideration and by deed, for consideration of negligible value, or for consideration consisting of a promise by the offeror to make the offer.

(8) For the purposes of subsection (5)(a)(ii) and (b)(ii), even though, in relation to all the shares, or all the shares of a class of shares, to which an offer relates, there is a difference in the value of consideration offered for the shares allotted earlier as against the value of consideration offered for those allotted later, the terms of the offer are to be regarded as the same in relation to all the shares concerned if—

- (a) shares carry an entitlement to a particular dividend that other shares of the same class, by reason of being allotted at a different time, do not carry;

- (b) the difference in value of consideration merely reflects that difference in entitlement to dividend; and

- (c) but for the difference in the value of consideration, the terms of the offer would be the same in relation to all the shares concerned.

- (9) For the purposes of subsection (5)(a)(ii) and (b)(ii), even though, in relation to all the shares, or all the shares of a class of shares, to which an offer relates, there is a difference in the form of consideration offered, the terms of the offer are to be regarded as the same in relation to all the shares concerned if—
- (a) the law of a place outside Hong Kong precludes an offer of consideration in the form specified in the terms of the offer, or precludes it except after compliance by the offeror with conditions with which the offeror is unable to comply or that the offeror regards as unduly onerous;
 - (b) consideration in another form is offered to a person to whom an offer of consideration in the specified form is so precluded;
 - (c) the person is able to receive consideration in that other form that is of substantially equivalent value; and
 - (d) but for the difference in the form of consideration, the terms of the offer would be the same in relation to all the shares concerned.
- (10) Despite subsection (5), a takeover offer may include, among the shares to which it relates, shares that will be allotted after the date of the offer but before a date specified in the offer.
- (11) In subsections (2), (3), (4), (5), (6), (7), (8), (9) and (10), a reference to shares in a company includes—
- (a) debentures that are convertible into shares in the company; and
 - (b) securities of the company that are convertible into, or entitle the holder to subscribe for, shares in the company.

Those subsections apply to those debentures or securities as if they were shares of a separate class of the company, and a reference to a member or a holder of shares in those subsections is to be read accordingly.”.

New By adding—

“665A. Court may order costs

- (1) This section applies in relation to an application made for the purposes of section 664(3) for an order of the Court sanctioning an arrangement that falls within section 664A(2).
- (2) The Court may make any order that it thinks fit about the costs incurred or to be incurred by a member who dissents from the arrangement in opposing the application.
- (3) An order may require the company or any other party to the application to indemnify the member against the costs incurred or to be incurred by the member.
- (4) The Court may only make an order about costs (including the requirement as to indemnification) under this section in favour of the member if it is satisfied that the member was acting in good faith in, and had reasonable grounds for, opposing the application.
- (5) The Court may only make an order about costs under this section against the member if the member’s opposition to the application is frivolous or vexatious.”.

666(2) In the English text, by deleting “commits” and substituting “commit”.

668(1) By deleting paragraph (b) and substituting—

“(b) as at the date of the statement—

(i) none of the following exists—

- (A) any floating charge created by the amalgamating company;
- (B) any other security created by the amalgamating company over a class of assets, to any of which the security interest has not attached; or

- (ii) there exists such a floating charge or other security, and each person entitled to the charge or security has consented in writing to the amalgamation proposal.”.

668(2) By deleting paragraph (b) and substituting—

- “(b) if the amalgamation is to be approved by a written resolution, the circulation date of the resolution.”.

668 By adding—

- “(4) In subsection (2)(b)—

circulation date (傳閱日期) has the meaning given by section 537(1).”.

669(2) By deleting paragraph (d) and substituting—

- “(d) that the directors of each amalgamating company have confirmed that as at the date of the solvency statement made by them—

- (i) none of the following exists—

- (A) any floating charge created by the amalgamating company;

- (B) any other security created by the amalgamating company over a class of assets, to any of which the security interest has not attached; or

- (ii) there exists such a floating charge or other security, and each person entitled to the charge or security has consented in writing to the amalgamation proposal;”.

670(2) By deleting paragraph (d) and substituting—

- “(d) that the directors of each amalgamating company have confirmed that as at the date of the solvency statement made by them—

- (i) none of the following exists—

- (A) any floating charge created by the amalgamating company;
 - (B) any other security created by the amalgamating company over a class of assets, to any of which the security interest has not attached; or
 - (ii) there exists such a floating charge or other security, and each person entitled to the charge or security has consented in writing to the amalgamation proposal;”.
- 671(1) By deleting paragraph (b) and substituting—
- “(b) if the amalgamation is to be approved by a written resolution, on or before the circulation date of the resolution.”.
- 671(2)(b) By adding “generally” after “circulating”.
- 671 By adding—
- “(4) In subsection (1)(b)—
- circulation date* (傳閱日期) has the meaning given by section 537(1).”.
- 673(1) By deleting “14” and substituting “15”.
- 673(1)(e) By deleting “that company,” and substituting “that company’s assets,”.
- 678(3) In the Chinese text, by deleting paragraph (a) and substituting—
- “(a) 包括該要約人已訂立合約承諾無條件收購或承諾在某些條件獲得符合的前提下收購的股份；但”.
- 680(1) In the Chinese text, by deleting “無條件訂立合約承諾” and substituting “訂立合約承諾無條件”.

- 680(3) In the Chinese text, by deleting everything after “或已” and before “收購 (不論” and substituting “訂立合約承諾無條件收購或承諾在某些條件獲得符合的前提下”.
- 680(4) In the Chinese text, by deleting “無條件訂立合約承諾” and substituting “訂立合約承諾無條件”.
- 682(1), (2), (3), (4) and (5)(b) In the Chinese text, by deleting “無條件訂立合約承諾” and substituting “訂立合約承諾無條件”.
- 683 By deleting subclause (5).
- 684(4) By deleting paragraphs (b), (c) and (d) and substituting—
- “(b) if the takeover offer falls within section 683(6), the terms of the takeover offer are to be regarded as not including the option unless the offeror indicates otherwise in the notice; and
 - (c) if, within 2 months after the date of the notice, the holder of the shares, by a letter sent to the offeror at an address specified in the notice, exercises the corresponding option offered under section 683(7), the terms of the takeover offer are to be regarded as including the corresponding option.”.
- 688(2) and (3) By deleting “or provisional liquidator”.
- 689(1)(a) and (2)(a) In the Chinese text, by deleting “無條件訂立合約承諾” and substituting “訂立合約承諾無條件”.
- 689(5) In the Chinese text, by deleting paragraphs (b) and (c) and substituting—
- “(b) 該要約人已憑藉收購要約獲接受，而收購或訂立合約承諾無條件收購的股份；或
 - (c) 該要約人、該要約人的有聯繫者或代表該要約人的代名人已收購或已訂立合約承諾無條件收購或承諾在某些條件獲得符合的前提下收購的其他股份。”.

- 691 By deleting subclause (6).
- 692(4) By deleting paragraphs (b), (c) and (d) and substituting—
- “(b) if the takeover offer falls within section 691(8), the terms of the takeover offer are to be regarded as not including the option unless the offeror indicates otherwise in the notice under section 690; and
 - (c) if, when requiring the offeror to acquire the shares, the holder of the shares exercises the corresponding option offered under section 691(9), the terms of the takeover offer are to be regarded as including the corresponding option.”.
- 693(2)(a) In the Chinese text, by deleting “無條件訂立合約承諾” (wherever appearing) and substituting “訂立合約承諾無條件”.
- 694(1) In the English text, in the definition of *non-tendering member*, by deleting the semicolon and substituting a full stop.
- 694(1) In the Chinese text, in the definition of 代名人, by deleting “人;” and substituting “人。”.
- 694(1) By deleting the definition of *repurchasing company*.
- 694(2) In the Chinese text, by deleting paragraph (b) and substituting—
- “(b) 該成員、該成員的有聯繫者或代表該成員的代名人已訂立合約承諾無條件收購或承諾在某些條件獲得符合的前提下收購的股份。”.
- 696(3) In the Chinese text, by deleting paragraph (a) and substituting—
- “(a) 即提述該公司已訂立合約承諾無條件收購或承諾在某些條件獲得符合的前提下收購的股份；但”.
- 697 In the Chinese text, by deleting subclause (3) and substituting—

“(3) 即使因為香港以外某地方的法律，接受回購股份的要約對某人而言是不可能的，或是較為困難的，此事並不阻止該要約為本分部的目的而成為公開要約。”

698(1) In the Chinese text, by deleting “無條件訂立合約承諾” and substituting “訂立合約承諾無條件”.

698(3) In the Chinese text, by deleting everything after “或已” and before “回購(不論” and substituting “訂立合約承諾無條件回購或承諾在某些條件獲得符合的前提下”.

698 In the Chinese text, by deleting subclause (4) and substituting—

“(4) 就本分部而言，凡在公開要約作出後但在要約期終結前，回購公司的有聯繫者或代表回購公司行事的代名人回購或訂立合約承諾無條件回購該要約所關乎的任何股份，則如有以下情況，該等股份須視為是該要約所關乎的股份 —

(a) 在回購或訂立合約承諾回購該等股份時，回購或承諾回購的代價的價值，不超過該要約的條款指明的代價的價值；或

(b) 上述條款其後被修改，以致在公布該修改時，回購或訂立合約承諾回購該等股份的代價的價值，在回購或訂立合約時不再超過該條款指明的代價的價值。”

701(2), (3), (4), (5) and (6)(b) In the Chinese text, by deleting “無條件訂立合約承諾” and substituting “訂立合約承諾無條件”.

702(3) By deleting “An offeror” and substituting “The repurchasing company”.

702(3)(a) In the Chinese text, by deleting “有關” and substituting “該”.

702 By deleting subclause (5).

- 703 By deleting subclause (4) and substituting—
- “(4) For the purposes of subsection (2), if the general offer falls within section 702(4), the terms of the general offer are to be regarded as including the particulars and statements included in the notice for the purposes of that section.”.
- 707(2)(a) In the Chinese text, by deleting “無條件訂立合約承諾” and substituting
and (3)(a) “訂立合約承諾無條件”.
- 707(6) In the Chinese text, by deleting paragraphs (b) and (c) and substituting—
- “(b) 回購公司已憑藉公開要約獲接受，而回購或訂立合約承諾無條件回購的股份；或
- (c) 回購公司、該公司的有聯繫者或代表該公司的代名人已回購或已訂立合約承諾無條件回購或承諾在某些條件獲得符合的前提下回購的其他股份。”.
- 709 By deleting subclause (6).
- 710 By deleting subclause (4) and the note and substituting—
- “(4) For the purposes of subsection (2), if the general offer falls within section 709(5), the terms of the general offer are to be regarded as including the particulars and statements included in the notice for the purposes of that section.”.
- 712(1)(b) In the Chinese text, by deleting “如此” and substituting “在無遺囑的情況下”.
- 715(4) By deleting “14” and substituting “15”.
- 720 In the Chinese text, in the definition of **不當行為**, by deleting “失責” and substituting “的錯失”.
- 721(1) By deleting “before the Court” and substituting “before the court”.

728 In the definition of *record*, by deleting “includes books and paper” and substituting “has the meaning given by section 826(1)”.

728 By adding—

“*document* (文件) has the meaning given by section 826(1);”.

729 By deleting the clause and substituting—

“729. Court may order inspection of records or documents

- (1) On application by a required number of a company’s members, the Court may make an order—
 - (a) authorizing a person who is the applicant or one of the applicants to inspect any record or document of the company; or
 - (b) authorizing a person who is not the applicant or one of the applicants to inspect any record or document of the company on behalf of the applicant or applicants.
- (2) The Court may make an order authorizing a person to inspect a record or document if it is satisfied that—
 - (a) the application is made in good faith; and
 - (b) the inspection is for a proper purpose.
- (3) If the Court makes an order authorizing a person to inspect a record or document, the person may, unless the Court otherwise orders, make copies of the record or document.
- (4) If the Court makes an order authorizing a person to inspect a record or document, it may make any other order that it thinks fit, including—
 - (a) an order requiring the company, or an officer of the company, to produce any record or document to the person;

- (b) an order specifying the record or document that may be inspected by the person;
 - (c) an order requiring the applicant to pay the expenses reasonably incurred by the company in the inspection; and
 - (d) an order permitting the person or, if the person is not the applicant, the applicant to disclose any information obtained as a result of the inspection to any other person specified in the order.
- (5) A person who complies with an order made under subsection (1) or (4) does not incur any civil liability by reason only of the compliance.
- (6) In this section, a reference to a required number of a company's members is a reference to—
- (a) the number of members that represents at least 2.5% of the voting rights of all the members having a right to vote at the company's general meetings at the date of application; or
 - (b) at least 5 members of the company.”.

730 By deleting subclause (1) and substituting—

- “(1) If, on application by one or more members of a company, the Court makes an order under section 729(1) authorizing a person to inspect a record or document, the person may disclose any information obtained as a result of the inspection to a person who is an applicant.
- (1A) The authorized person, or the applicant to whom the information was disclosed, must not, without the company's prior consent in writing, disclose any information obtained as a result of the inspection to a person who is not an applicant.”.

730(2) By deleting everything before “if the disclosure” and substituting—

- “(2) Despite subsection (1A), the authorized person, or the applicant to whom the information was disclosed, may disclose such information to another person”.

- 730 By deleting subclause (3) and substituting—
- “(3) If the Court makes an order under section 729(1) authorizing a person to inspect a record or document, the person, or the applicant to whom the information was disclosed, must not, unless the Court otherwise orders, use any information obtained as a result of the inspection for any purpose other than the purpose for which the inspection is applied for.”.
- 730(4) By deleting “(1)” and substituting “(1A)”.
- 731 By deleting “records” and substituting “record or document”.
- New By adding immediately after clause 731—
- “731A. Protection of personal data**
- To avoid doubt, sections 729 and 730, or an order made under section 729, do not authorize the collection, retention or use of personal data in contravention of the Personal Data (Privacy) Ordinance (Cap. 486).”.
- 738(2)(b) In the Chinese text, by deleting “已停止” and substituting “沒有”.
- 738(2) By deleting paragraphs (d) and (e) and substituting—
- “(d) the company is not a party to any legal proceedings;
- (e) the company’s assets do not consist of any immovable property situate in Hong Kong; and
- (f) if the company is a holding company, none of its subsidiary’s assets consist of any immovable property situate in Hong Kong.”.
- 738 By deleting subclause (6).
- 738(7) By adding—
- “Note—

Please also see section 861 which empowers the Registrar to require the production of records or documents, and the provision of information or explanation in respect of the records or documents, for the purpose of enquiring into whether any act that would constitute an offence under subsection (7) has been done.”.

740(3) In the Chinese text, by deleting everything after “有它” and substituting “假若是在其他情況下作為歸屬政府的財產或權利而可能享有的豁免。”.

742(2)(b) In the Chinese text, by deleting “有需要” and substituting “屬必要”.

743 By deleting subclause (3) and substituting—

“(3) An order for the vesting of a property or right in, or its delivery to, a person subject to a liability mentioned in subsection (1)(b), or a trustee for the person, may only be made if it appears to the Court that it would be just to do so for the purpose of compensating the person in respect of the disclaimer.”.

746 By adding—

“(4) If a person is charged with an offence under subsection (3), it is a defence to establish that the person had reasonable grounds to believe, and did believe, that a competent and reliable person—

(a) was charged with the duty of ensuring that subsection (1) was complied with; and

(b) was in a position to discharge that duty.”.

747 By deleting subclauses (1) and (2) and substituting—

“The Court’s powers under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) to wind up a company are not affected by the fact that—

(a) the company’s name has been struck off the Companies Register under section 734 or 735 and the company is dissolved under that section; or

(b) the company has been deregistered, and is dissolved, under section 739.”.

- 761(2) By adding “(3A),” after “(3),”.
- 761 By deleting subclause (3) and substituting—
- “(3) The restoration does not affect the disposition or dealing.
 - (3A) Subsection (3) does not limit the effect of the restoration in relation to any other property or right previously vested in or held on trust for the company.”.
- 761(5) By deleting “Registrar” (wherever appearing) and substituting “Government”.
- 761(6) By deleting “Registrar’s” and substituting “Government’s”.
- 761(6) By deleting “Registrar” and substituting “Government”.
- 762(1) By deleting the definition of *responsible officer*.
- 764(6) By deleting “officer” and substituting “person”.
- 766(3) By deleting everything after “for registration” and substituting—
- “a return—
 - (a) containing the particulars of the cessation; and
 - (b) where, after the cessation, the company no longer has a name entered in the Companies Register as a corporate name, also containing the following particulars—
 - (i) at least one new domestic name in Roman script or in Chinese; or
 - (ii) the certified translation, in English or Chinese, of at least one domestic name.”.
- 766(7) By deleting everything after “for registration” and substituting—
- “a return—
 - (a) containing the particulars of the cessation; and

- (b) where, after the cessation, the company no longer has a name entered in the Companies Register as a corporate name, also containing the following particulars—
 - (i) at least one new domestic name in Roman script or Chinese; or
 - (ii) the certified translation, in English or Chinese, of at least one domestic name.”.
- 766(10) By deleting “officer” and substituting “person”.
- 767 By adding—
- “(4A) If the Registrar receives a return under section 766(3) or (7), and the return contains the particulars required by section 766(3)(b) or (7)(b), the Registrar must also enter in the Companies Register as a corporate name the new domestic name, or the certified translation of a domestic name, contained in the return.”.
- 769(2) By deleting “officer” and substituting “person”.
- 774(1) By deleting paragraphs (b) and (c) and substituting—
- “(b) the person ceases to be an authorized representative of the non-Hong Kong company; and
 - (c) after the cessation, no person is registered in the Companies Register as an authorized representative of the non-Hong Kong company.”.
- 774 By adding—
- “(1A) For the purposes of subsection (1)(b), it is irrelevant, that at the time of the cessation, the company is no longer a registered non-Hong Kong company by virtue of section 782(2A) or 786(3).”.
- 774(2), (3) and (4) By deleting “registered non-Hong” and substituting “non-Hong”.

- 774(4) By deleting “officer” and substituting “person”.
- 775 By adding—
- “(3A) Subsection (3) does not apply to the sender if, at the time when the notice is sent, the registered non-Hong Kong company has ceased to have a place of business in Hong Kong for at least 11 months.”.
- 775 By adding—
- “(7) In this section, a reference to a registered non-Hong Kong company includes a non-Hong Kong company that is no longer a registered non-Hong Kong company by virtue of section 782(2A) or 786(3).”.
- 776(3) By deleting “officer” and substituting “person”.
- 777(3) By deleting “officer” and substituting “person”.
- 778(4) By deleting “7” and substituting “15”.
- 778(5) By deleting “officer” and substituting “person”.
- 779 By adding—
- “(4A) If a registered non-Hong Kong company contravenes subsection (1) in respect of a change specified in subsection (2)(a), the company, every responsible person of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 3 and, in the case of a continuing offence, to a further fine of \$300 for each day during which the offence continues.
- (4B) If a registered non-Hong Kong company contravenes subsection (1) in respect of a change specified in subsection (2)(b) or (c), the company, every responsible person of the company, and every agent of the company who authorizes or permits the contravention, 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.”.

- 779(5) By deleting “, the company, every responsible officer” and substituting “in respect of a change specified in subsection (2)(d), the company, every responsible person”.
- 780 By deleting subclause (1).
- 780 By deleting subclauses (7) and (8) and substituting—
- “(7) If a non-Hong Kong company contravenes subsection (2), (3), (4) or (5), the company, every responsible person of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 3.”.
- 781(1) By deleting “14” and substituting “15”.
- 781(4)(b) In the Chinese text, by deleting “是共同” and substituting “是共同清盤人中”.
- 781(6) By deleting “14” and substituting “15”.
- 781(7) By deleting “officer” and substituting “person”.
- 782 By adding—
- “(2A) On the entry of the statement in the Companies Register under subsection (2)(b), the company is no longer a registered non-Hong Kong company.”.
- 782(3) By deleting “officer” and substituting “person”.
- 783(1) By deleting “14” and substituting “15”.
- 783 By adding—
- “(2A) On the entry of the statement in the Companies Register under subsection (2)(b), the company is no longer a registered non-Hong Kong company.”.

- 783(4) By deleting everything after “the person” and substituting “did not know, and had no reason to believe, that the registered non-Hong Kong company was dissolved.”.
- 785(1)(b) By deleting “is not in operation or carrying on business” and substituting “has ceased to have a place of business in Hong Kong”.
- 785(2)(a)
(ii)(B) By deleting “is not in operation or carrying on business” and substituting “has ceased to have a place of business in Hong Kong”.
- 786(4) By deleting “The” and substituting “Subject to subsection (4A), the”.
- 786 By adding—
 “(4A) Subsection (4) does not prohibit the non-Hong Kong company from having a place of business in Hong Kong that is established after the publication of the notice under subsection (2) if it applies for registration under section 764(2) within one month after establishing that place of business.”.
- 786(5) By deleting “officer” and substituting “person”.
- 788(2)(a) By deleting “, at the time” and substituting “at the time of the application, and at any time within the period of 6 months before”.
- 790(2)(c) By adding “company or” after “each”.
- 805(7) In the English text, by deleting “objections” and substituting “objects”.
- 807 By deleting subclauses (3), (4) and (5).
- 811 By deleting subclause (2) and substituting—
 “(2) The period is the period set out in subsection (3), (4) or (4A).”.
- 811(3) and
(4) By deleting “(2)(b)” and substituting “(2)”.

- 811 By adding—
“(4A) If the articles, instrument or agreement does not specify the period, the period set out for the purposes of subsection (2) is 48 hours.”.
- 811(5) By deleting “(2)(a)” and substituting “(4A)”.
- 812(2) By deleting paragraph (a) and substituting—
“(a) the second business day after the day on which the document or information is sent or supplied;”.
- 816(2)(c)(i) In the Chinese text, by deleting “輔以適合的矯正視力鏡片的眼睛” and substituting “在輔以適合的矯正視力鏡片的情況下”.
- 816(7)(a) By adding “, unless the contrary is proved” before the semicolon.
- 816(7)(b) By adding “, unless the contrary is proved” after “812”.
- 817(5)(a) By adding “, unless the contrary is proved” after “812”.
- 819(3)(c)(i) In the Chinese text, by deleting “輔以適合的矯正視力鏡片的眼睛” and substituting “在輔以適合的矯正視力鏡片的情況下”.
- 819(7)(a) By adding “, unless the contrary is proved” before the semicolon.
- 819(7)(b) By adding “, unless the contrary is proved” after “812”.
- 820(5)(a) By adding “, unless the contrary is proved” after “812”.
- 821(3)(b)(i) In the Chinese text, by deleting “輔以適合的矯正視力鏡片的眼睛” and substituting “在輔以適合的矯正視力鏡片的情況下”.
- 821(4) and (5) By adding “, subject to subsection (10A),” before “to be regarded as having agreed”.

- 821 By adding—
- “(10A) For the purposes of subsections (4) and (5), a person is not to be regarded as having agreed that the document or information may be sent or supplied by the company to the person by making it available on a website if—
- (a) in the case of subsection (4), except where subsection (4)(b) does not apply by virtue of subsection (10), it is proved that the person has not received the request under subsection (4)(b); or
 - (b) in the case of subsection (5), except where subsection (5)(b) does not apply by virtue of subsection (10), it is proved that the person has not received the request under subsection (5)(b).”.
- 825(3) By deleting everything after “level 3” and substituting a full stop.
- 830(1) By adding “for registration” after “Registrar”.
- 830(2) By deleting “a reasonable time after” and substituting “15 days after the date of”.
- 833 By deleting subclause (2) and substituting—
- “(2) If the inspector is appointed under section 829(1), the Financial Secretary must not give directions under subsection (1)(a) unless—
- (a) it appears to the Financial Secretary that—
 - (i) matters have come to light in the course of the investigation which suggest that a criminal offence under the laws of Hong Kong has been committed; and
 - (ii) those matters have been referred to a law enforcement agency; or
 - (b) the giving of the directions is approved by the Court.”.

- 843(4) By adding “for registration” after “Registrar”.
- 844(4) By adding “for registration” after “Registrar”.
- 849(2) By adding “for registration” after “Registrar”.
- 854(1) In the English text, by adding “be” before “defrayed”.
- 854(8)(a) By adding “reasonable” before “expenses”.
- 865 By deleting subclause (1) and substituting—
- “(1) If a magistrate is satisfied on information on oath that there are reasonable grounds to suspect that there is, or is likely to be, on premises specified in the information any record or document that may be required to be produced under Division 2 or 3, the magistrate may issue a warrant in respect of the premise.
 - (1A) For the purposes of subsection (1), the information—
 - (a) must set out—
 - (i) the nature of the record or document that is, or is likely to be, on the premises; and
 - (ii) the provision of Division 2 or 3 under which the record or document may be required to be produced; and
 - (b) must be laid by—
 - (i) in relation to an investigation under Division 2, an inspector; or
 - (ii) in relation to an enquiry under Division 3, the Financial Secretary or a delegate of the Financial Secretary.”.
- 867(6) By deleting “168J(2)” and substituting “168J(1)”.

- 867(6) By deleting paragraphs (a) and (b) and substituting—
- “(a) a company as defined by section 2(1);
 - (b) an unregistered company as defined by section 326(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) (other than a partnership, whether limited or not, or an association), wherever incorporated, that—
 - (i) is carrying on business in Hong Kong, or has carried on business in Hong Kong; and
 - (ii) may be wound up under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); or
 - (c) a registered non-Hong Kong company,”.
- 868(3)(e) In the Chinese text, by adding “協助任何其他人” after “查訊中”.
- 883(1) By adding—
- “Note—
- Please also see section 861 which empowers the Registrar to require the production of records or documents, and the provision of information or explanation in respect of the records or documents, for the purpose of enquiring into whether any act that would constitute an offence under this subsection has been done.”.
- 885 In the heading, by adding “**records or**” after “**production of**”.
- 885(1)(b)(i) By deleting “books or papers” and substituting “record or document”.
and (ii)
- 885 By deleting subclauses (2) and (3) and substituting—
- “(2) The Court may, in the case of a record or document mentioned in subsection (1)(b)(i), make an order—
 - (a) authorizing a person named in the order to inspect the record or document for the purpose of investigating and obtaining evidence of the offence; or

(b) requiring the company secretary of the company, or any other officer of the company named in the order, to produce the record or document to a person, and at a place, named in the order.

(3) The Court may, in the case of a record or document mentioned in subsection (1)(b)(ii), make an order authorizing a person named in the order to inspect the record or document for the purpose of investigating and obtaining evidence of the offence.

(4) In this section—

document (文件) has the meaning given by section 826(1);

record (紀錄) has the meaning given by section 826(1).”.

887(1) By deleting paragraph (b) and substituting—

“(b) contains—

(i) in the case of an offence mentioned in subsection (5), the terms of the notice by reference to that subsection; or

(ii) in the case of an offence mentioned in subsection (6), the terms of the notice by reference to that subsection;”.

889 By deleting subclause (1) and substituting—

“(1) When imposing a fine under this Ordinance, the court may direct that the whole or any part of the fine is to be applied in or towards payment of the costs of the proceedings.”.

889 By deleting subclause (4).

897 By deleting subclauses (3) and (4).

900 By deleting the clause and substituting—

“900. Amendments to enactments

(1) The enactments specified in Schedules 9 and 9A are amended as set out in those Schedules.

- (2) The Financial Secretary may, by notice published in the Gazette—
- (a) amend Schedule 9 or 9A to make such consequential or related amendments to any enactment as are necessary on account of the coming into operation of any provision of this Ordinance; or
 - (b) repeal any provision in Schedule 9 or 9A that is no longer necessary on account of the coming into operation of any provision of this Ordinance.”.
- 901(2) By deleting “Chief Executive in Council” and substituting “Financial Secretary”.
- 902 By adding—
- “(3A) Section 304(1) and (2) of, and the Eighth Schedule to, the predecessor Ordinance, as in force immediately before their repeal, continue to apply in respect of a matter that is required or authorized by or under a provision of the predecessor Ordinance having a continuing effect as mentioned in subsection (1) if, immediately before that provision was repealed by section 900, a fee specified in that Schedule was payable to the Registrar in respect of that matter.”.
- 908 By adding “, 9A” after “9”.
- 909(4) By deleting “or purposes” and substituting “and purposes”.
- Schedule 1, section 1 In the English text, in the definition of *shares*, in paragraph (c)(i), by adding “giving rise to a” before “liability”.
- Schedule 1, section 1 In the English text, in the definition of *shares*, in paragraph (c)(ii), by deleting the full stop and substituting a semicolon.
- Schedule 1, section 1 By adding—
- “*undertaking* (企業) means—

- (a) a body corporate;
- (b) a partnership; or
- (c) an unincorporated association carrying on a trade or business, whether for profit or not.”.

- Schedule 1,
section 2(2) By deleting paragraph (a) and substituting—
 “(a) the provisions contained in any document constituting or regulating that other undertaking; or”.
- Schedule 1,
section
2(2)(b) By deleting subparagraph (i) and substituting—
 “(i) is of a kind authorized by any document constituting or regulating that other undertaking; and”.
- Schedule 1 By deleting section 4.
- Schedule 2,
section 3(2) By deleting “must be a place in Hong Kong and”.
- Schedule 2,
section
4(b)(i) In the English text, by deleting “he or she has consented” and substituting
 “the person has consented”.
- Schedule 2,
section
8(1)(d) By deleting subparagraphs (ii) and (iii) and substituting—
 “(ii) the total amount of share capital in that class to be subscribed by the company’s founder members on that formation;
 (iii) the amount to be paid up or to be regarded as paid up, and the amount to remain unpaid or to be regarded as remaining unpaid, on the total number of shares in that class that the company proposes to issue on that formation;
 (iv) the particulars of any voting rights attached to shares in that class, including rights that arise only in certain circumstances;
 (v) the particulars of any rights attached to shares in that class, as respects dividends, to participate in a distribution;

- (vi) the particulars of any rights attached to shares in that class, as respects capital, to participate in a distribution (including on a winding up); and
- (vii) whether or not shares in that class are redeemable shares; and”.

Schedule 3 By deleting “[ss. 359, 360, 361” and substituting “[ss. 358A, 359, 359A, 360, 361, 361A”.

Schedule 3,
section 1(1) By deleting paragraphs (a), (b) and (c) and substituting—

- “(a) that the amount of the company’s total revenue for the financial year, as would be reflected in the company’s annual financial statements for the financial year if the company were qualified as a small private company for the financial year, does not exceed \$100 million;
- (b) that the amount of the company’s total assets at the date of the statement of financial position for the financial year, as would be reflected in the company’s annual financial statements for the financial year if the company were qualified as a small private company for the financial year, does not exceed \$100 million; and
- (c) that the average number of the company’s employees during the financial year does not exceed 100.”.

Schedule 3,
section
1(2)(a) and (b) By deleting “\$50” and substituting “\$100”.

Schedule 3,
section
1(2)(c) By deleting “50” and substituting “100”.

Schedule 3,
section 1 By adding—

- “(2A) The conditions specified for the purposes of section 359A(1), (2) and (3) are—

- (a) that the amount of the company's total revenue for the financial year, as would be reflected in the company's annual financial statements for the financial year if the company were qualified as an eligible private company for the financial year, does not exceed \$200 million;
 - (b) that the amount of the company's total assets at the date of the statement of financial position for the financial year, as would be reflected in the company's annual financial statements for the financial year if the company were qualified as an eligible private company for the financial year, does not exceed \$200 million; and
 - (c) that the average number of the company's employees during the financial year does not exceed 100.
- (2B) The conditions specified for the purposes of section 359A(4) are—
- (a) that the amount of the company's total revenue for the financial year, as reflected in the company's annual financial statements for the financial year, does not exceed \$200 million;
 - (b) that the amount of the company's total assets at the date of the statement of financial position for the financial year, as reflected in the company's annual financial statements for the financial year, does not exceed \$200 million; and
 - (c) that the average number of the company's employees during the financial year does not exceed 100.”.

Schedule 3, By deleting “is qualified” and substituting “were qualified”.
section 1(3)

Schedule 3, By deleting “\$50” and substituting “\$100”.
section
1(6)(a) and (b)

Schedule 3, By deleting paragraph (c) and substituting—
section
1(6) “(c) that the aggregate number of employees of the group during the financial year does not exceed 100.”.

- Schedule 3, section 1(7)(a) and (b) By deleting “\$50” and substituting “\$100”.
- Schedule 3, section 1(7) By deleting paragraph (c) and substituting—
“(c) that the aggregate number of employees of the group during the financial year does not exceed 100.”.
- Schedule 3, section 1 By adding—
“(7A) The condition specified for the purposes of section 361A(1), (2), (3), (4) and (5) is that each company in the group is qualified as an eligible private company for the financial year.
(7B) The conditions specified for the purposes of section 361A(1), (2) and (3) are—
(a) that the aggregate amount of the group’s total revenue for the financial year does not exceed \$200 million;
(b) that the aggregate amount of the group’s total assets at the date of the statement of financial position for the financial year does not exceed \$200 million; and
(c) that the aggregate number of employees of the group during the financial year does not exceed 100.
(7C) The conditions specified for the purposes of section 361A(4) and (5) are—
(a) that the aggregate amount of the group’s total revenue for the financial year does not exceed \$200 million;
(b) that the aggregate amount of the group’s total assets at the date of the statement of financial position for the financial year does not exceed \$200 million; and
(c) that the aggregate number of employees of the group during the financial year does not exceed 100.”.
- Schedule 3, section 1(10) By deleting “(3), (5), (6)” and substituting “(2A), (3), (5), (6), (7A), (7B)”.

- Schedule 3,
section
1(10)(a) By deleting “360(2), 361(2)” and substituting “359A(2), 360(2), 361(2), 361A(2)”.
- Schedule 3,
section 2(1) By deleting “(3), (4), (6)(a), (7)(a)” and substituting “(2A)(a), (2B)(a), (3), (4), (6)(a), (7)(a), (7B)(a), (7C)(a)”.
- Schedule 3,
section 2(2) By adding “, 1(7B)” after “1(6)”.
- Schedule 3,
section
2(2)(a) By deleting everything after “if the group” and substituting “were qualified as a group of small private companies, eligible private companies or small guarantee companies (as the case may be); and”.
- Schedule 3,
section 2(3) By adding “, 1(7C)” after “1(7)”.
- Schedule 3,
section 2 By adding—
 “(3A) For the purposes of section 1(6)(c), (7)(c), (7B)(c) and (7C)(c) of this Schedule, the aggregate number of employees of the group during a financial year is to be calculated by aggregating the average number of employees of each company in the group during the financial year.”.
- Schedule 3,
section 2(4) By deleting “For the purposes of section 1(1)(c), (2)(c), (6)(c) and (7)(c)” and substituting “For the purposes of subsection (3A) and of section 1(1)(c), (2)(c), (2A)(c) and (2B)(c)”.
- Schedule 3,
section 2(4) In the Chinese text, by deleting “在該財政年度內的每一個月終結時，公司的僱員人數” and substituting “將在該財政年度內的所有月份終結時的公司僱員人數相加後”.
- Schedule 6,
section 2 By deleting everything after “company’s shares” and substituting “as at the date of the return.”.
- Schedule 7 By adding immediately before item 1—
 “1A. An offence under section 69(2)”.

Schedule 8 By deleting section 13 and substituting—

“13. Section 626 amended (Register to be proof in the absence of contrary evidence)

(1) Section 626—

Renumber the section as section 626(1).

(2) After section 626(1)—

Add

“(2) Without limiting subsection (1), in the absence of evidence to the contrary, an entry in the register of members recording a person as holding any share is proof of the person’s title to the share.”.”.

Schedule 9 In the heading, by repealing “**Amendments**” and substituting “**and Related Amendments to Companies Ordinance (Cap. 32) and its Subsidiary Legislation**”.

Schedule 9 By deleting Parts 1, 2, 3, 4 and 5 and substituting—

“Part 1

Amendments to Companies Ordinance (Cap. 32)

1. Long title substituted

Long title—

Repeal the long title

Substitute

“To make provision for the winding up of companies; for receivers and managers; for offering of shares and debentures; for prospectuses; for disqualification of directors; for prevention of evasion of the Societies Ordinance; and for incidental and connected matters.”.

2. Section 1 amended (Short title)

Section 1—

Repeal

“Companies Ordinance”

Substitute

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

3. Section 2 amended (Interpretation)

(1) Section 2(1)—

Repeal the definition of *articles*

Substitute

“*articles* (章程細則), in relation to a company, means the articles of association of the company;

Note—

Please also see section 93 of the Companies Ordinance (of 2012). A condition of an existing company’s memorandum of association is to be regarded as a provision of the company’s articles.”.

(2) Section 2(1)—

Repeal the definition of *company*

Substitute

“*company* (公司) means—

- (a) a company formed and registered under the Companies Ordinance (of 2012); or
- (b) an existing company;”.

(3) Section 2(1)—

Repeal the definition of *debenture*

Substitute

“*debenture* (債權證), in relation to a company, includes debenture stock, bonds and any other debt securities of the company, whether or not constituting a charge on the assets of the company;”.

(4) Section 2(1)—

Repeal the definition of *existing company*

Substitute

“*existing company* (原有公司) means a company formed and registered under a former Companies Ordinance;”.

(5) Section 2(1)—

Repeal the definition of *founder member*

Substitute

“*founder member* (創辦成員) has the meaning given by section 2(1) of the Companies Ordinance (of 2012);”.

(6) Section 2(1)—

Repeal the definition of *non-Hong Kong company*

Substitute

“*non-Hong Kong company* (非香港公司) means a company incorporated outside Hong Kong that—

- (a) establishes a place of business in Hong Kong on or after the commencement date of Part 16 of the Companies Ordinance (of 2012); or
- (b) has established a place of business in Hong Kong before that commencement date and continues to have a place of business in Hong Kong at that commencement date;”.

(7) Section 2(1), definition of *officer*—

Repeal

“secretary”

Substitute

“company secretary of the body corporate”.

(8) Section 2(1), definition of *place of business*—

Repeal

“assigned to it by section 341(1)”

Substitute

“given by section 762(1) of the Companies Ordinance (of 2012)”.

- (9) Section 2(1), definition of *printed*—

Repeal

“or by such other process as the Registrar in his discretion may accept”.

- (10) Section 2(1), definition of *private company*—

Repeal

“assigned to it by section 29”

Substitute

“given by section 10 of the Companies Ordinance (of 2012) for the purposes of that Ordinance”.

- (11) Section 2(1), definition of *Registrar*—

Repeal

“section 303”

Substitute

“section 20(1) of the Companies Ordinance (of 2012)”.

- (12) Section 2(1)—

Repeal the definition of *shadow director*

Substitute

“*shadow director* (幕後董事), in relation to a body corporate, means a person in accordance with whose directions or instructions (excluding advice given in a professional capacity) the directors, or a majority of the directors, of the body corporate are accustomed to act;”.

- (13) Section 2(1)—

Repeal the definition of *share*

Substitute

“*share* (股份)—

- (a) means a share in a company’s share capital; and
- (b) if any of the company’s shares is converted into stock, includes stock;”.

(14) Section 2(1)—

Repeal the definition of *unlimited company*

Substitute

“*unlimited company* (無限公司) has the meaning given by section 9 of the Companies Ordinance (of 2012) for the purposes of that Ordinance.”.

(15) Section 2(1), Chinese text, definition of ~~公司集團~~—

Repeal

“控股公司”

Substitute

“控權公司”.

(16) Section 2(1)—

Repeal the definitions of *accounts, annual return, company limited by guarantee and company limited by shares, digital signature, electronic record, entitled person, financial year, group accounts, incorporation form, listed company, memorandum, notice of intent, offer to sell, recognized certificate, Registrar’s index of company names, relevant financial documents, reserve director, resolution for reducing share capital, share warrant, summary financial report, Table A and unlisted company.*

(17) Section 2(1)—

Add in alphabetical order

“*Companies Register* (公司登記冊) has the meaning given by section 2(1) of the Companies Ordinance (of 2012);

company limited by guarantee (擔保有限公司) has the meaning given by section 8 of the Companies Ordinance (of 2012) for the purposes of that Ordinance;

company limited by shares (股份有限公司) has the meaning given by section 7 of the Companies Ordinance (of 2012) for the purposes of that Ordinance;

company secretary (公司秘書) includes any person occupying the position of company secretary (by whatever name called);

financial statements (財務報表) means—

- (a) the annual financial statements; or
- (b) the annual consolidated financial statements,

as defined by section 356(1) of the Companies Ordinance (of 2012);

former Companies Ordinance (《舊有公司條例》) means—

- (a) the Companies Ordinance 1865 (1 of 1865);
- (b) the Companies Ordinance 1911 (58 of 1911); or
- (c) the pre-amended Ordinance;

limited company (有限公司) means a company limited by guarantee or a company limited by shares;

member (成員), in relation to a company, means—

- (a) a founder member of the company; or
- (b) a person who agrees to become a member of the company and whose name is entered, as a member, in the company's register of members;

ordinary resolution (普通決議) has the meaning given by section 553 of the Companies

Ordinance (of 2012);

pre-amended Ordinance (《修訂前的本條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012);

registered non-Hong Kong company (註冊非香港公司) means a non-Hong Kong company that is registered in the Companies Register as a registered non-Hong Kong company;

special resolution (特別決議) has the meaning given by section 554 of the Companies Ordinance (of 2012);”.

(18) Section 2—

Repeal subsection (2).

(19) Section 2(4)(a)(ii)—

Repeal

“power”

Substitute

“rights”.

(20) Section 2(7), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

(21) Section 2—

Repeal subsection (8A).

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

(1) Section 2B(2)(a), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

(2) Section 2B(3)—

Repeal

everything after “subsection (2) are”

Substitute

“the Third Schedule and the Fourth Schedule.”.

5. Part I repealed

Part I—

Repeal the Part.

6. Section 38 amended (Specific requirements as to particulars in prospectus)

Section 38(6)—

Repeal

everything after “may incur”

Substitute

“under—

(a) the general law;

(b) the provisions of the pre-amended Ordinance having a continuing effect under Schedule 10 to the Companies Ordinance (of 2012) or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1);

- (c) this Ordinance apart from this section; or
- (d) the Companies Ordinance (of 2012).”.

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

Section 38C(1)(a), Chinese text—

Repeal

“註冊”

Substitute

“登記”.

8. Section 38D amended (Registration of prospectus)

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

Repeal

“註冊”

Substitute

“登記”.

(2) Section 38D(2)(c)—

Repeal

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

Substitute

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

(3) Section 38D(7)(a)(iii)—

Repeal

“and”.

- (4) Section 38D(7)(a)(iv)—

Repeal

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

Substitute

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

- (5) After section 38D(7)(a)(iv)—

Add

“(v) it is accompanied by any fee that is payable, in respect of the registration, under a regulation made under section 25 of the Companies Ordinance (of 2012); and”.

- (6) Section 38D(7)(b)—

Repeal

“and (iv)”

Substitute

“, (iv) and (v)”.

- (7) After section 38D(7)—

Add

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

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

same kind are of a standard form;
and

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

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

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

Repeal

“註冊” (wherever appearing)

Substitute

“登記”.

9. Section 39C amended (Submission of certified copies)

Section 39C(b)(i)—

Repeal

“secretary” (wherever appearing)

Substitute

“company secretary”.

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

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

Repeal

“分配”

Substitute

“配發”。

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

Repeal

“註冊”

Substitute

“登記”。

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

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

Repeal

“分配” (wherever appearing)

Substitute

“配發”。

12. Cross-heading before section 42 amended

Cross-heading before section 42, Chinese text—

Repeal

“分配”

Substitute

“配發”。

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

(1) Section 42, Chinese text, heading—

Repeal

“分配”

Substitute

“配發”.

- (2) Section 42(1), Chinese text—

Repeal

“分配”

Substitute

“配發”.

- (3) Section 42(3)—

Repeal

“nominal amount”

Substitute

“issue price”.

- (4) Section 42(6), Chinese text—

Repeal

“分配” (wherever appearing)

Substitute

“配發”.

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

- (1) Section 43, Chinese text, heading—

Repeal

“分配”

Substitute

“配發”。

(2) Section 43(1), Chinese text—

Repeal

“分配” (wherever appearing)

Substitute

“配發”。

(3) Section 43(1), Chinese text—

Repeal

“註冊”

Substitute

“登記”。

(4) Section 43(3), Chinese text—

Repeal

“分配”

Substitute

“配發”。

(5) Section 43(5), Chinese text—

Repeal

“註冊” (wherever appearing)

Substitute

“登記”。

15. Section 44 amended (Effect of irregular allotment)

(1) Section 44, Chinese text, heading—

Repeal

“分配”

Substitute

“配發”.

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

Repeal

“分配” (wherever appearing)

Substitute

“配發”.

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

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

Repeal

“分配”

Substitute

“配發”.

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

Repeal

“分配”

Substitute

“配發”.

17. Section 44B amended (Allotment of shares and debentures to be listed on stock exchange)

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

Repeal

“分配”

Substitute

“配發”.

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

Repeal

“分配”

Substitute

“配發”.

18. Section 45 repealed (Return as to allotments)

Section 45—

Repeal the section.

19. Cross-heading before section 46 repealed

Cross-heading before section 46—

Repeal the cross-heading.

20. Section 46 repealed (Power to pay certain commissions, and prohibition of payment of all other commissions, discounts, &c.)

Section 46—

Repeal the section.

21. Cross-headings before section 47A repealed

Cross-headings before section 47A—

Repeal the cross-headings.

22. Sections 47A, 47B and 47C repealed

Sections 47A, 47B and 47C—

Repeal the sections.

23. Cross-heading before section 47D repealed

Cross-heading before section 47D—

Repeal the cross-heading.

24. Section 47D repealed (Special restriction for listed companies)

Section 47D—

Repeal the section.

25. Cross-heading before section 47E repealed

Cross-heading before section 47E—

Repeal the cross-heading.

26. Sections repealed

Sections 47E, 47F, 47G and 48—

Repeal the sections.

27. Cross-heading before section 48B repealed

Cross-heading before section 48B—

Repeal the cross-heading.

28. Section 48B repealed (Application of premiums received on issue of shares)

Section 48B—

Repeal the section.

29. Cross-heading before section 48C repealed

Cross-heading before section 48C—

Repeal the cross-heading.

30. Sections repealed

Sections 48C, 48D, 48E and 48F—

Repeal the sections.

31. Cross-headings before section 49 repealed

Cross-headings before section 49—

Repeal the cross-headings.

32. Sections repealed

Sections 49, 49A, 49B, 49BA, 49C, 49D, 49E, 49F, 49G and 49H—

Repeal the sections.

33. Cross-heading before section 49I repealed

Cross-heading before section 49I—

Repeal the cross-heading.

34. Sections repealed

Sections 49I, 49J, 49K, 49L, 49M, 49N and 49O—

Repeal the sections.

35. Cross-heading before section 49P repealed

Cross-heading before section 49P—

Repeal the cross-heading.

36. Sections repealed

Sections 49P, 49Q, 49R, 49S and 50—

Repeal the sections.

37. Cross-heading before section 51 repealed

Cross-heading before section 51—

Repeal the cross-heading.

38. Sections repealed

Sections 51, 52, 53, 54, 55, 56, 57, 57A, 57B and 57C—

Repeal the sections.

39. Cross-heading before section 58 repealed

Cross-heading before section 58—

Repeal the cross-heading.

40. Sections repealed

Sections 58, 59, 60, 61, 61A, 62 and 63—

Repeal the sections.

41. Cross-heading before section 63A repealed

Cross-heading before section 63A—

Repeal the cross-heading.

42. Sections 63A, 64 and 64A repealed

Sections 63A, 64 and 64A—

Repeal the sections.

43. Cross-heading before section 65 repealed

Cross-heading before section 65—

Repeal the cross-heading.

44. Sections repealed

Sections 65, 65A, 66, 67, 68, 69, 69A, 70, 71, 71A, 72, 73, 73A and 74—

Repeal the sections.

45. Sections repealed

Sections 74A, 74B, 75, 75A, 75B, 76, 77 and 78—

Repeal the sections.

46. Parts IIA and III repealed

Parts IIA and III—

Repeal the Parts.

47. Cross-heading before section 92 repealed

Cross-heading before section 92—

Repeal the cross-heading.

48. Sections 92, 93 and 94 repealed

Sections 92, 93 and 94—

Repeal the sections.

49. Sections repealed

Sections 95, 95A, 96, 97, 98, 98A, 99, 100, 101 and 102—

Repeal the sections.

50. Cross-heading before section 103 repealed

Cross-heading before section 103—

Repeal the cross-heading.

51. Sections 103, 104 and 106 repealed

Sections 103, 104 and 106—

Repeal the sections.

52. Cross-heading before section 107 repealed

Cross-heading before section 107—

Repeal the cross-heading.

53. Sections 107, 109 and 110 repealed

Sections 107, 109 and 110—

Repeal the sections.

54. Cross-heading before section 111 amended

Crossing-heading before section 111—

Repeal

“and Proceedings”.

55. Sections repealed

Sections 111, 113, 114, 114A, 114AA, 114B, 114C, 114D and 114E—

Repeal the sections.

56. Section 115 substituted

Section 115—

Repeal the section

Substitute

“115. Representation of companies at meetings of creditors

- (1) A corporation may, if it is a creditor (including a holder of debentures) of a company, by resolution of its directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of any creditors of the company held in pursuance of this Ordinance or of any rules made under it.
- (2) A person authorized under subsection (1) is entitled to exercise the same powers on behalf of the corporation which the person represents as that corporation could exercise if it were an individual creditor of the company.”

57. Sections repealed

Sections 115A, 116, 116A, 116B, 116BA, 116BB, 116BC, 116C, 117, 118, 119, 119A and 120—

Repeal the sections.

58. Cross-heading before section 121 repealed

Cross-heading before section 121—

Repeal the cross-heading.

59. Sections repealed

Sections 121, 122, 123, 124, 125, 126, 127, 128, 129, 129A, 129B, 129C, 129D, 129E, 129F, 129G, 131, 132, 133, 134, 140, 140A, 140B, 141 and 141C—

Repeal the sections.

60. Cross-heading before section 141CA repealed

Cross-heading before section 141CA—

Repeal the cross-heading.

61. Sections repealed

Sections 141CA, 141CB, 141CC, 141CD, 141CE, 141CF and 141CG—

Repeal the sections.

62. Cross-heading before section 141D repealed

Cross-heading before section 141D—

Repeal the cross-heading.

63. Section 141D repealed (Power of shareholders of certain private companies to waive compliance with requirements as to accounts)

Section 141D—

Repeal the section.

64. Cross-heading before section 141E repealed

Cross-heading before section 141E—

Repeal the cross-heading.

65. Section 141E repealed (Voluntary revision of accounts, summary financial reports or directors' reports)

Section 141E—

Repeal the section.

66. Cross-heading before section 142 repealed

Cross-heading before section 142—

Repeal the cross-heading.

67. Sections repealed

Sections 142, 143, 144, 145, 145A, 145B, 146, 146A, 147, 148, 149, 150, 151 and 152—

Repeal the sections.

68. Cross-heading before section 152A repealed

Cross-heading before section 152A—

Repeal the cross-heading.

69. Sections repealed

Sections 152A, 152B, 152C, 152D, 152E and 152F—

Repeal the sections.

70. Cross-heading before section 152FA repealed

Cross-heading before section 152FA—

Repeal the cross-heading.

71. Sections repealed

Sections 152FA, 152FB, 152FC, 152FD and 152FE—

Repeal the sections.

72. Cross-heading before section 153 repealed

Cross-heading before section 153—

Repeal the cross-heading.

73. Sections repealed

Sections 153, 153A, 153B, 153C, 154, 154A, 154B, 155, 155A, 155B, 155C, 156, 157, 157A, 157B, 157C, 157D, 157H, 157HA, 157I, 157J, 158, 158A, 158B, 158C, 159, 160, 161, 161A, 161B, 161BA, 161BB, 161C, 162, 162A, 162B, 163, 163A, 163B, 163C, 163D and 164—

Repeal the sections.

74. Cross-heading before section 165 repealed

Cross-heading before section 165—

Repeal the cross-heading.

75. Section 165 repealed (Provisions as to liability of officers and auditors)

Section 165—

Repeal the section.

76. Cross-heading before section 166 repealed

Cross-heading before section 166—

Repeal the cross-heading.

77. Sections repealed

Sections 166, 166A, 167 and 168—

Repeal the sections.

78. Cross-heading before section 168A repealed

Cross-heading before section 168A—

Repeal the cross-heading.

79. Sections 168A and 168B repealed

Sections 168A and 168B—

Repeal the sections.

80. Parts IVAAA and IVAA repealed

Parts IVAAA and IVAA—

Repeal the Parts.

81. Section 168C amended (Interpretation)

(1) Section 168C(1)(c)—

Repeal

“non-Hong Kong company that is registered under Part XI”

Substitute

“registered non-Hong Kong company”.

(2) Section 168C—

Repeal subsection (2).

82. Section 168F amended (Disqualification for persistent breaches of Ordinance)

(1) Section 168F, heading—

Repeal

“**Ordinance**”

Substitute

“**specified provisions**”.

(2) Section 168F(1)—

Repeal

everything after “appears to it that”

Substitute

“the person has been persistently in default in relation to the specified provisions.”.

- (3) Section 168F(2)—

Repeal

everything after “in default in relation to”

Substitute

“the specified provisions may (without prejudice to its proof in any other manner) be conclusively proved by showing that in the 5 years ending with the date of application the person has been adjudged guilty (whether or not on the same occasion) of 3 or more defaults in relation to the specified provisions.”.

- (4) Section 168F(3)—

Repeal

everything after “a default in relation to”

Substitute

“a specified provision if—

- (a) the person is convicted of an offence consisting in a contravention of a specified provision (whether on the person’s own part or on the part of any company); or
- (b) an order of the court is made against the person under—
 - (i) in the case of a specified provision of the pre-amended Ordinance or this Ordinance, section 279, 302 or 306; or
 - (ii) in the case of a specified provision of the Companies Ordinance (of 2012), section 886 of that Ordinance.”.

(5) Section 168F(4)—

Repeal

“him”

Substitute

“the person”.

(6) After section 168F(4)—

Add

“(4A) In this section—

specified provision (指明條文) means a provision of the pre-amended Ordinance, this Ordinance, or the Companies Ordinance (of 2012), requiring—

- (a) any return, accounts or other document to be filed with, or delivered or sent to, the Registrar; or
- (b) notice of any matter to be given to the Registrar.”.

83. Section 168G amended (Disqualification for fraud, etc., in winding up)

Section 168G(3), Chinese text—

Repeal

“影子”

Substitute

“幕後”.

84. Section 168H amended (Duty of court to disqualify unfit directors of insolvent companies)

Section 168H(3), Chinese text—

Repeal

“影子”

Substitute

“幕後”.

85. Section 168J substituted

Section 168J—

Repeal the section

Substitute

“168J. Disqualification after investigation of company

- (1) The court may make a disqualification order against a person where, on an application under section 867(6) of the Companies Ordinance (of 2012), it is satisfied that the person’s conduct in relation to the company makes the person unfit to be concerned in the management of a company.
- (2) The maximum period of disqualification under this section is 15 years.”.

86. Section 168K amended (Matters for determining unfitness of directors)

Section 168K(4), Chinese text—

Repeal

“影子”

Substitute

“幕後”.

87. Section 168N amended (Offences by body corporate)

Section 168N(1)—

Repeal

“secretary”

Substitute

“company secretary”.

88. Section 168O amended (Personal liability for company’s debts where person acts while disqualified)

Section 168O(1)(a)—

Repeal

“section 156”

Substitute

“section 471(1) of the Companies Ordinance (of 2012)”.

89. Section 168R amended (Register of disqualification orders)

Section 168R(4)—

Repeal

“specified in the Eighth Schedule”

Substitute

“payable under a regulation made under section 25 of the Companies Ordinance (of 2012)”.

90. Section 170 amended (Liability as contributories of present and past members)

(1) Section 170(1)(f)—

Repeal

“this Ordinance”

Substitute

“this Ordinance or the Companies Ordinance (of 2012)”.

- (2) Section 170(2)—

Repeal

“this Ordinance”

Substitute

“the pre-amended Ordinance”.

91. Section 177 amended (Circumstances in which company may be wound up by court)

- (1) Section 177(1)(e)—

Repeal

“memorandum or”.

- (2) Section 177(2)(c)—

Repeal

“secretary”

Substitute

“company secretary”.

- (3) Section 177(2)(d)—

Repeal

“company has failed to pay the annual registration fee payable under the Eighth Schedule”

Substitute

“company—

- (i) had failed to pay the annual registration fee payable under the Eighth Schedule of

the pre-amended Ordinance; or

- (ii) has failed to pay the annual registration fee payable under a regulation made under section 25 of the Companies Ordinance (of 2012)".

- (4) Section 177(2)(e)—

Repeal

“obligations under this Ordinance”

Substitute

“specified obligations”.

- (5) Section 177(3)—

Repeal

“conditions contained in its memorandum by adding a condition to the effect that the company shall be dissolved on the occurrence of a specified event, with or without a provision providing for or prohibiting the alteration of that condition”

Substitute

“provisions contained in its articles by adding a provision to the effect that the company is to be dissolved on the occurrence of a specified event, with or without another provision providing for or prohibiting the alteration of the added provision”.

- (6) Section 177(4)—

Repeal

“conditions contained in its memorandum, subsections (2)(a), (3), (4), (7) and (8) of section 8 shall apply in relation to the alteration and to any application made under this section in the same manner as they apply in relation to alterations and to applications made under section 8.”

Substitute

“provisions contained in its articles, sections 85(5)(a), (5)(b) and (8) and 86(1)(a), (5) and (6) of the Companies Ordinance (of 2012) apply in

relation to the alteration and to any application made under this section in the same manner as they apply in relation to alterations made under that section 85 and to applications made under that section 86.”.

- (7) Section 177(5)—

Repeal

“conditions contained in its memorandum, subsections (7A) and (8) of section 8 shall apply in relation to the alteration made under this section in the same manner as they apply in relation to alterations made under section 8.”

Substitute

“provisions contained in its articles, section 85(5)(c), (6) and (8) of the Companies Ordinance (of 2012) applies in relation to the alteration made under this section in the same manner as it applies in relation to alterations made under that section 85.”.

- (8) After section 177(6)—

Add

“(7) In this section—

specified obligation (指明義務) means an obligation under the pre-amended Ordinance, this Ordinance or the Companies Ordinance (of 2012).”.

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

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

Repeal

“分配”

Substitute

“配發”.

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

Repeal

“section 147(2)(a)”

Substitute

“section 867(1) of the Companies Ordinance (of 2012)”.

93. Section 190 amended (Statement of company’s affairs to be submitted to provisional liquidator or liquidator)

Section 190(2)—

Repeal

“secretary”

Substitute

“company secretary”.

94. Section 196 amended (General provisions as to liquidators)

Section 196(4)—

Repeal

“this Ordinance”

Substitute

“this Ordinance or the Companies Ordinance (of 2012)”.

95. Section 199 amended (Powers of liquidator)

Section 199(6)(a) and (b), Chinese text—

Repeal

“影子”

Substitute

“幕後”.

96. Section 209A amended (Power of court to order winding up to be conducted as creditors’ voluntary winding up)

(1) Section 209A(2)(d), after “convicted under”—

Add

“the pre-amended Ordinance,”.

(2) Section 209A(2)(f)—

Repeal

everything after “being investigated”

Substitute

“under—

- (i) a provision of the pre-amended Ordinance having a continuing effect under Schedule 10 to the Companies Ordinance (of 2012) or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1);
- (ii) this Ordinance; or
- (iii) any other law;”.

97. Section 209B amended (Consequences of an order under section 209A)

Section 209B(g)—

Repeal

“this Ordinance”

Substitute

“this Ordinance or the Companies Ordinance (of 2012)”.

98. Section 219 amended (Inspection of books by creditors and contributories)

(1) Section 219(1)—

Repeal

everything after “thinks just”

Substitute a full stop.

(2) After section 219(1)—

Add

“(1A) Where an order for inspection is made under subsection (1), creditors or contributories may, in accordance with the order but not further or otherwise—

- (a) inspect any books or papers in the possession of the company; or
- (b) if the books or papers are kept by the company by recording the contents of the books or papers otherwise than in a legible form, inspect a reproduction of the recording or the relevant part of it in a legible form.”.

99. Section 227D amended (Compromises and arrangements with creditors)

(1) Section 227D, Chinese text, heading—

Repeal

“債務償還”.

(2) Section 227D(1)—

Repeal

“The court may for the purposes of section 166 and notwithstanding subsection (1) thereof”

Substitute

“For the purposes of section 661 of the Companies Ordinance (of 2012), the court may despite subsection (1) of that section”.

- (3) Section 227D(1), Chinese text—

Repeal

“債務償還”.

- (4) Section 227D(2)—

Repeal

“section 166, have the same effect as if a meeting of the creditors or class of creditors had been summoned under section 166(1)”

Substitute

“section 664 of the Companies Ordinance (of 2012), have the same effect as if a meeting of the creditors or class of creditors had been summoned under section 661(1) of that Ordinance”.

- (5) Section 227D(3)—

Repeal

“this Ordinance”

Substitute

“this Ordinance, or of the Companies Ordinance (of 2012),”.

- (6) Section 227D(4)—

Repeal

“(債務償還安排) has the meaning assigned to it by section 166(5)”

Substitute

“(安排) has the meaning given by section 659(1) of the Companies Ordinance (of 2012)”.

100. Section 228 amended (Circumstances in which company may be wound up voluntarily)

Section 228(1)(a)—

Repeal

“memorandum or”.

101. Section 236 amended (Power to fill vacancy in office of liquidators)

Section 236(3)—

Repeal

“this Ordinance”

Substitute

“this Ordinance or the Companies Ordinance (of 2012)”.

102. Section 265 amended (Preferential payments)

Section 265(6), Chinese text, definition of **關連公司**, paragraphs (b) and (c)—

Repeal

“控股公司”

Substitute

“控權公司”.

103. Section 271 amended (Offences by officers of companies in liquidation)

Section 271(3), Chinese text—

Repeal

“影子”

Substitute

“幕後”。

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

Section 285(1), Chinese text—

Repeal

“未予分發”

Substitute

“未派發”。

105. Section 287 amended (Meetings to ascertain wishes of creditors or contributories)

Section 287(3)—

Repeal

“this Ordinance or”

Substitute

“this Ordinance or the Companies Ordinance (of 2012) or by”。

106. Sections repealed

Sections 290C, 290D, 291, 291A, 291AA, 291AB, 291B, 292 and 292A—

Repeal the sections.

107. Section 296 amended (General rules and fees)

(1) Section 296(1)—

Repeal

“this Ordinance”

Substitute

“this Ordinance and the Companies Ordinance (of 2012)”.

(2) Section 296(3)—

Repeal

“proceedings under this Ordinance”

Substitute

“the relevant proceedings”.

(3) After section 296(3)—

Add

“(3A) In subsection (3)—

relevant proceedings (有關法律程序) means—

- (a) proceedings under this Ordinance (other than winding up proceedings); or
- (b) proceedings in the winding up of companies, including those where proceedings under this Ordinance or the Companies Ordinance (of 2012) are taken with respect to a company which is being wound up.”.

108. Section 300B amended (Special provisions as to statement submitted to receiver)

Section 300B(2)—

Repeal

“secretary”

Substitute

“company secretary”.

109. Sections repealed

Sections 303, 303B, 304, 305 and 305A—

Repeal the sections.

110. Part VIII heading amended

Part VIII, heading—

Repeal

“FORMER”

Substitute

“COMPANIES”.

111. Section 307 amended (Application of Ordinance to companies formed under former Companies Ordinance)

(1) Section 307, Chinese text, heading—

Repeal

“前有《公司條例》”

Substitute

“《舊有公司條例》”.

(2) Section 307(a), (b) and (c)—

Repeal

“this Ordinance”

Substitute

“the Companies Ordinance (of 2012)”.

(3) Section 307, proviso—

Repeal

everything after “registered under”

Substitute

“a former Companies Ordinance.”.

- (4) Section 307, Chinese text—

Repeal

“現有”

Substitute

“原有”.

112. Section 308 substituted

Section 308—

Repeal the section

Substitute

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

- (1) Subject to section 308A, this Ordinance applies to a company registered but not formed under the Companies Ordinance (of 2012) and its officers, members, contributories and creditors in the same manner in all respects as if the company had been formed under that Ordinance.
- (2) This Ordinance applies to a company registered but not formed under a former Companies Ordinance and its officers, members, contributories and creditors in the same manner as it applies to a company registered but not formed under the Companies Ordinance (of 2012).
- (3) For the purposes of applying this Ordinance to a company registered but not formed under a former Companies Ordinance or the Companies Ordinance (of 2012), a reference in this Ordinance to the date of registration is to be read as the date on which the company was

registered under the former Companies Ordinance or the Companies Ordinance (of 2012), as the case may be.”.

113. Section 308A added

After section 308—

Add

“308A. Exceptions to section 308

- (1) If a company registered but not formed under the Companies Ordinance (of 2012) is wound up, every person who has a relevant liability is—
 - (a) a contributory in respect of the company’s debts and liabilities contracted before registration; and
 - (b) a contributory who is liable to contribute to the assets of the company, in the course of the winding up, all sums due from the person in respect of the relevant liability.

- (2) In subsection (1)—

relevant liability (相關法律責任) means the liability to pay or contribute to the payment of—

- (a) the company’s debts and liabilities contracted before the registration;
 - (b) any sum for the adjustment of the rights of the members among themselves in respect of those debts and liabilities; or
 - (c) the costs and expenses of winding up the company, so far as relating to those debts and liabilities.
- (3) In the event of the death or bankruptcy of such a contributory, the provisions of this Ordinance with respect to the personal representatives of deceased contributories, and to the trustees of bankrupt contributories, apply.”.

114. Section 309 substituted

Section 309—

Repeal the section

Substitute

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

- (1) This Ordinance as read with section 128 of the Companies Ordinance (of 2012) applies to an unlimited company registered as a limited company under—
 - (a) section 58 of the Companies Ordinance 1911 (58 of 1911);
 - (b) section 19 of the pre-amended Ordinance; and
 - (c) section 125 of the Companies Ordinance (of 2012).
- (2) For the purposes of applying this Ordinance to an unlimited company registered as a limited company under the Companies Ordinance 1911 (58 of 1911), the pre-amended Ordinance or the Companies Ordinance (of 2012), a reference in this Ordinance to the date of registration is to be read as the date on which the unlimited company was registered as a limited company under the Companies Ordinance 1911 (58 of 1911), the pre-amended Ordinance or the Companies Ordinance (of 2012), as the case may be.”.

115. Part IX heading amended (Companies not formed under this Ordinance authorized to register under this Ordinance)

Part IX, heading—

Repeal

“UNDER THIS ORDINANCE AUTHORIZED TO REGISTER UNDER THIS ORDINANCE”

Substitute

“, BUT REGISTERED, UNDER COMPANIES ORDINANCES”.

116. Sections repealed

Sections 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322 and 323—

Repeal the sections.

117. Section 324 amended (Power of court to stay or restrain proceedings)

Section 324—

Repeal

“this Part”

Substitute

“Part IX of the pre-amended Ordinance, or Part 17 of the Companies Ordinance (of 2012),”.

118. Section 325 amended (Actions stayed on winding-up order)

Section 325—

Repeal

“this Part”

Substitute

“Part IX of the pre-amended Ordinance, or Part 17 of the Companies Ordinance (of 2012),”.

119. Section 326 amended (Meaning of unregistered companies)

(1) Section 326(1)(a)—

Repeal

“this Ordinance”

Substitute

“the pre-amended Ordinance, or under the Companies Ordinance (of 2012)”.

(2) Section 326(2)—

Repeal

“non-Hong Kong company that is registered under Part XI”

Substitute

“registered non-Hong Kong company”.

120. Section 331 amended (Provisions of Part X cumulative)

Section 331—

Repeal

“registered under this Ordinance”

Substitute

“registered under the Companies Ordinance (of 2012)”.

121. Section 331A amended (Saving for enactments providing for winding up under former Companies Ordinances)

(1) Section 331A, Chinese text, heading—

Repeal

“前有各公司條例”

Substitute

“各《舊有公司條例》”.

(2) Section 331A—

Repeal

“this Ordinance”

Substitute

“the pre-amended Ordinance”.

122. Part XI repealed

Part XI—

Repeal the Part.

123. Section 342 amended (Dating of prospectus and particulars to be contained therein)

Section 342(6)—

Repeal

everything after “may incur”

Substitute

“under—

- (a) the general law;
- (b) the provisions of the pre-amended Ordinance having a continuing effect under Schedule 10 to the Companies Ordinance (of 2012) or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1);
- (c) this Ordinance apart from this section; or
- (d) the Companies Ordinance (of 2012).”.

124. Section 342B amended (Provisions as to expert’s consent, and allotment)

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

Repeal

“分配”

Substitute

“配發”.

- (2) Section 342B(1)(a), Chinese text—

Repeal

“註冊”

Substitute

“登記”.

125. Section 342C amended (Registration of prospectus)

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

Repeal

“註冊”

Substitute

“登記”.

- (2) Section 342C(2)(c)—

Repeal

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

Substitute

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

- (3) Section 342C(7)(a)(iii)—

Repeal

“and”.

- (4) Section 342C(7)(a)(iv)—

Repeal

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

Substitute

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

- (5) After section 342C(7)(a)(iv)—

Add

“(v) it is accompanied by any fee that is payable, in respect of the registration, under a regulation made under section 25 of the Companies Ordinance (of 2012); and”.

- (6) Section 342C(7)(b)—

Repeal

“and (iv)”

Substitute

“, (iv) and (v)”.

- (7) After section 342C(7)—

Add

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

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

may specify for the purpose of—

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

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

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

Repeal

“註冊” (wherever appearing)

Substitute

“登記”.

126. Section 342CC amended (Submission of certified copies)

- (1) Section 342CC(b)(ii)—

Repeal

“secretary”

Substitute

“company secretary”.

- (2) Section 342CC(b)(iii)—

Repeal

“secretary” (wherever appearing)

Substitute

“company secretary”.

127. Section 343 amended (Interpretation of provisions as to prospectuses)

Section 343(3)—

Repeal

“incorporated under this Ordinance”

Substitute

“as defined in section 2(1)”.

128. Part XIIA repealed

Part XIIA—

Repeal the Part.

129. Cross-heading before section 346 repealed

Cross-heading before section 346—

Repeal the cross-heading.

130. Sections repealed

Sections 346, 346A, 346B, 347, 348, 348A, 348B and 348BA—

Repeal the sections.

131. Cross-heading before section 348C repealed

Cross-heading before section 348C—

Repeal the cross-heading.

132. Sections 348C and 348D repealed

Sections 348C and 348D—

Repeal the sections.

133. Sections 349A, 350, 350A repealed

Sections 349A, 350 and 350A—

Repeal the sections.

134. Section 350B amended (Injunctions)

(1) Section 350B(1)(e), after “person;”—

Add

“or”.

(2) Section 350B(1)(f)—

Repeal the semicolon

Substitute a comma.

(3) Section 350B(1)—

Repeal paragraphs (g) and (h).

135. Section 351 amended (Provision for punishment and offence)

Section 351(2), Chinese text —

Repeal

“影子” (wherever appearing)

Substitute

“幕後”.

136. Section 351B repealed (Production and inspection of books where offence suspected)

Section 351B—

Repeal the section.

137. Cross-heading before section 356 amended

Cross-heading before section 356—

Repeal

“Service of Documents and”.

138. Sections 356, 357 and 358 repealed

Sections 356, 357 and 358—

Repeal the sections.

139. Section 359A amended (Power to make regulations)

Section 359A—

Repeal subsections (2), (3), (4), (5) and (6).

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

(1) Section 360, heading—

Repeal

“requirements as to accounts, Schedules, tables, forms and fees”

Substitute

“Schedules”.

(2) Section 360—

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

141. Section 360B amended (Power of Chief Executive in Council to order Registrar to refuse registration if satisfied that a company is being formed to evade the

Societies Ordinance)

(1) Section 360B—

Renumber the section as section 360B(1).

(2) Section 360B(1)—

Repeal

“memorandum and articles of association of a company delivered to him in accordance with section 15”

Substitute

“relevant documents”.

(3) Section 360B(1)—

Repeal

“memorandum and articles, and upon receipt of such order, the Registrar shall, notwithstanding the provisions of section 15, refuse registration of the memorandum and articles”

Substitute

“relevant documents. Despite section 15 of the pre-amended Ordinance or section 62 of the Companies Ordinance (of 2012), the Registrar must refuse registration of the relevant documents on receipt of the order”.

(4) After section 360B(1)—

Add

“(2) In this section—

relevant documents (有關文件) means—

- (a) the memorandum of association and articles of association of the company delivered to the Registrar in accordance with section 15 of the pre-amended Ordinance; or
- (b) the incorporation form and articles of

association of the company delivered to the Registrar in accordance with section 62 of the Companies Ordinance (of 2012).”.

142. Section 360C amended (Power of the Chief Executive in Council to order company engaging in undesirable activities to be struck off)

(1) Section 360C(1)—

Repeal

“this Ordinance”

Substitute

“the Companies Ordinance (of 2012)”.

(2) Section 360C(1), English text—

Repeal

“register of companies”

Substitute

“Companies Register”.

(3) Section 360C(1), Chinese text—

Repeal

“前有《公司條例》”

Substitute

“《舊有公司條例》”.

(4) Section 360C(3)—

Repeal

“each of the persons who signed the memorandum of association, addressed to him at the address mentioned in that memorandum”

Substitute

“each of the founder members, addressed to the founder member at the address mentioned in the memorandum of association or incorporation form, as the case may be”.

143. Section 360D repealed (Certain sections not to apply)

Section 360D—

Repeal the section.

144. Section 360E amended (Vesting and disposal of property of company struck off)

Section 360E(2)—

Repeal

“memorandum and articles of association”

Substitute

“articles”.

145. Section 360N amended (Companies to which Part XI applies)

(1) Section 360N, heading—

Repeal

“Companies to which Part XI applies”

Substitute

“Non-Hong Kong Companies”.

(2) Section 360N—

Repeal

“company to which Part XI applies”

Substitute

“non-Hong Kong company”.

146. Part XIV repealed

Part XIV—

Repeal the Part.

147. First and Second Schedules repealed

First and Second Schedules—

Repeal the Schedules.

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

(1) Third Schedule, Part I, paragraph 2—

Repeal

“and the description and nominal value of the shares into which it”

Substitute

“or maximum number of shares issuable under the articles and the description and nominal value (if any) of the shares into which the authorized share capital”.

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

Repeal

“分配” (wherever appearing)

Substitute

“配發”.

(3) Third Schedule, Part I, paragraph 29—

Repeal

“accounts”

Substitute

“financial statements”.

- (4) Third Schedule, Part II, paragraph 31(1)—

Repeal

“accounts have been made up”

Substitute

“financial statements have been prepared”.

- (5) Third Schedule, Part II, paragraph 31(2)(b)—

Repeal

“accounts of the company were made up”

Substitute

“financial statements of the company were prepared”.

- (6) Third Schedule, Part II, paragraph 32(b)—

Repeal

“accounts of the business were made up”

Substitute

“financial statements of the business were prepared”.

- (7) Third Schedule, Part II, paragraph 33(1)(ii)—

Repeal

“accounts of the undertaking were made up”

Substitute

“financial statements of the undertaking were prepared”.

- (8) Third Schedule, Part II, paragraph 34(1)—

Repeal

“accounts at the last date to which the accounts have been made up”

Substitute

“financial statements at the last date to which the financial statements have been prepared”.

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

Repeal

“分配” (wherever appearing)

Substitute

“配發”.

- (10) Third Schedule, Part III, paragraph 40—

Repeal

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

Substitute

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

- (11) Third Schedule, Part III, paragraph 41—

Repeal

everything after ““financial year” (財政年度)”

Substitute

“in this Schedule means the year in respect of which the financial statements of the company or of the business, as the case may be, are prepared, and where by reason of any alteration of the date on which the financial year of the company or business terminates the financial statements of the company or business have been prepared for a period greater or less than a year, that period is for the purposes of this Schedule to be regarded as a financial year.”.

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

(1) Fourth Schedule, Chinese text, heading—

Repeal

“分配”

Substitute

“配發”.

(2) Fourth Schedule, Part I—

Repeal

“THE COMPANY ORDINANCE

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

Pursuant to section 43 of the
Companies Ordinance”

Substitute

“COMPANIES (WINDING UP AND
MISCELLANEOUS PROVISIONS) ORDINANCE

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

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

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

Repeal

“授權交付註冊”

Substitute

“授權交付登記”。

- (4) Fourth Schedule, Part I—

Repeal

“nominal share capital”

Substitute

“amount of the issued share capital”.

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

Repeal

“分配” (wherever appearing)

Substitute

“配發”。

- (6) Fourth Schedule, Part II, paragraph 1(b)—

Repeal

“accounts of the business were made up”

Substitute

“financial statements of the business were prepared”.

- (7) Fourth Schedule, Part II, paragraph 2(2)(b)—

Repeal

“accounts of the undertaking were made up”

Substitute

“financial statements of the undertaking were prepared”.

- (8) Fourth Schedule, Part III, paragraph 4—

Repeal

“accounts of the business or undertaking have only

been made up”

Substitute

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

- (9) Fourth Schedule, Part III, paragraph 6—

Repeal

“this Ordinance”

Substitute

“the Companies Ordinance (of 2012)”.

150. Schedules repealed

Seventh, Eighth, Ninth, Tenth and Eleventh Schedules—

Repeal the Schedules.

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

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

- (j) section 27(2);
- (k) section 30(2);
- (l) section 30(2A);
- (m) section 45(3);
- (n) section 46(5);
- (o) section 47A(3);
- (p) section 47F(4);
- (q) section 47F(5);
- (r) section 47G(10);
- (s) section 49G(6);
- (t) section 49G(7);
- (u) section 49K(6);
- (v) section 49M(6);
- (w) section 49N(4);
- (x) section 50(3);
- (y) section 54(2);
- (z) section 55(3);
- (za) section 57A(3);
- (zb) section 57B(6);
- (zc) section 58(1B);
- (zd) section 63;
- (ze) section 64(5);
- (zf) section 69(2);
- (zg) section 70(2);

- (zh) section 71A(9);
- (zi) section 74A(4);
- (zj) section 75(4);
- (zk) section 81(3);
- (zl) section 82(2);
- (zm) section 87(7);
- (zn) section 88(4);
- (zo) section 89(4);
- (zp) section 89(5);
- (zq) section 90(2)(a);
- (zr) section 91(6);
- (zs) section 92(4);
- (zt) section 93(3);
- (zu) section 93(4);
- (zv) section 93(5);
- (zw) section 95(4);
- (zx) section 95A(3);
- (zy) section 96(3);
- (zz) section 98(3);
- (zza) section 99(4);
- (zzb) section 103(7);
- (zzc) section 104(7);
- (zzd) section 109(4);
- (zze) section 111(5) (relating to subsections (1) and

- (2));
- (zzf) section 111(5) (relating to subsection (4));
- (zzg) section 114C(3);
- (zzh) section 114C(5);
- (zzi) section 115A(7);
- (zzj) section 116B(10);
- (zzk) section 116BA(2);
- (zzl) section 116BC(5);
- (zzm) section 116BC(6);
- (zzn) section 117(5);
- (zzo) section 117(6);
- (zzp) section 119(4);
- (zzq) section 119A(3);
- (zzr) section 120(3);
- (zzs) section 121(4);
- (zzt) section 122(3);
- (zzu) section 123(6);
- (zzv) section 124(3);
- (zzw) section 128(6);
- (zzx) section 129(6);
- (zzy) section 129B(3);
- (zzz) section 129C(3);
- (zzza) section 129F;
- (zzzb) section 129G(3) (relating to subsection (1) or (2A));

- (zzzc) section 129G(3) (relating to subsection (2));
- (zzzd) section 131(7);
- (zzze) section 133(2);
- (zzzf) section 134(1);
- (zzzg) section 140A(7);
- (zzzh) section 140B(3);
- (zzzi) section 141CA(2);
- (zzzj) section 141CC(3) (offence relating to
contravention of section 141CC(1));
- (zzzk) section 141CC(3) (offence relating to
contravention of section 141CC(2));
- (zzzl) section 141CD(3);
- (zzzm) section 141CE(2);
- (zzzn) section 141CF(3)(a);
- (zzzo) section 141CF(3)(b);
- (zzzp) section 141D(4);
- (zzzq) section 141E(4);
- (zzzr) section 152A(4);
- (zzzs) section 152B(4);
- (zzzt) section 152C(2);
- (zzzu) section 152D(1);
- (zzzv) section 152E;
- (zzzw) section 152FC(3);
- (zzzx) section 153(3);
- (zzzy) section 153A(3);

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

(zzzzx)	section 166A(5);
(zzzzy)	section 167(3);
(zzzzz)	section 168A(4);
(zzzzza)	section 168BAI(3);
(zzzzzb)	section 291AA(14);
(zzzzzc)	section 292(5);
(zzzzzd)	section 337B(7);
(zzzzze)	section 340;
(zzzzzf)	section 348C(4);
(zzzzzg)	section 349A(1);
(zzzzzh)	section 349A(2);
(zzzzzi)	section 350;
(zzzzzj)	section 350A—

Repeal the entries.

- (2) Twelfth Schedule, Chinese text, entry relating to section 43(4), under heading “General nature of offence”—

Repeal

“分配”

Substitute

“配發”.

- (3) Twelfth Schedule, Chinese text, entry relating to section 44A(4), under heading “General nature of offence”—

Repeal

“分配”

Substitute

“配發”.

- (4) Twelfth Schedule, entry relating to section 342F(1), under heading “General nature of offence”—

Repeal

everything after “prospectus”

Substitute

“(containing an untrue statement) relating to shares in or debentures of a company incorporated outside Hong Kong (whether the company has or has not established a place of business in Hong Kong)”.

152. Thirteenth and Fourteenth Schedules repealed

Thirteenth and Fourteenth Schedules—

Repeal the Schedules.

153. Fifteenth Schedule amended (Matters for determining unfitness of directors)

- (1) Fifteenth Schedule, Part I, paragraph 3—

Repeal

everything after “comply”

Substitute

“with—

- (a) any of the following provisions of the pre-amended Ordinance—
- (i) section 81;
 - (ii) section 95;
 - (iii) section 96;

- (iv) section 107;
 - (v) section 109;
 - (vi) section 119A;
 - (vii) section 121;
 - (viii) section 158;
 - (ix) section 158A; and
- (b) any of the following provisions of the Companies Ordinance (of 2012)—
- (i) section 334;
 - (ii) section 335;
 - (iii) section 340;
 - (iv) section 341;
 - (v) section 369;
 - (vi) section 370;
 - (vii) section 373;
 - (viii) section 609;
 - (ix) section 617;
 - (x) section 618;
 - (xi) section 620;
 - (xii) section 632;
 - (xiii) section 633(1);
 - (xiv) section 634;
 - (xv) section 636;
 - (xvi) section 639;

- (xvii) section 640(1);
- (xviii) section 641;
- (xix) section 643;
- (xx) section 653; and
- (xxi) section 655.”.

(2) Fifteenth Schedule, Part I, paragraph 4—

Repeal

everything after “comply”

Substitute

“with—

- (a) sections 122 and 129B of the pre-amended Ordinance; and
- (b) sections 379 and 420 of the Companies Ordinance (of 2012).”.

154. Sixteenth Schedule repealed (Companies to which section 291AA or 344A of this Ordinance does not apply)

Sixteenth Schedule—

Repeal the Schedule.

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

(1) Seventeenth Schedule, Part 1, section 6—

Repeal

everything after “merger or a share”

Substitute

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

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

Repeal

“分發”

Substitute

“分派”.

156. Twenty-first Schedule amended (Provisions in accordance with which a prospectus may consist of more than one document)

- (1) Twenty-first Schedule, Part 1, section 8(a)—

Repeal

“accounts”

Substitute

“financial statements”.

- (2) Twenty-first Schedule, Part 1, section 8(c)—

Repeal

“accounts”

Substitute

“financial statements”.

- (3) Twenty-first Schedule, Part 2, section 8(a)—

Repeal

“accounts”

Substitute

“financial statements”.

- (4) Twenty-first Schedule, Part 2, section 8(c)—

Repeal

“accounts”

Substitute

“financial statements”.

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

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

Repeal

“分配”

Substitute

“配發”.

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

Repeal

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

Substitute

“any document constituting or regulating the subsidiary undertaking”.

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

Repeal

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

Substitute

“any document constituting or regulating the undertaking”.

- 158. Twenty-fourth Schedule repealed (Offices not included in definition of *place of business* under Part XI of this Ordinance)**

Twenty-fourth Schedule—

Repeal the Schedule.

Part 2

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

- 159. Part 7 repealed (Amendments relating to paperless holding and transfer of shares and debentures)**

Part 7—

Repeal the Part.

Part 3

Amendment to Companies (Forms) Regulations (Cap. 32 sub. leg. B)

- 160. Regulations repealed**

Regulations 3, 5, 7 and 8—

Repeal the regulations.

Part 4

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

- 161. Paragraph 2 amended**

Paragraph 2—

Repeal

“Companies Ordinance”

Substitute

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

162. Paragraph 3 amended

(1) Paragraph 3—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“Ordinance”.

(2) Paragraph 3, after “fees contained in”—

Add

“item 1 of”.

163. Schedule 1 substituted

Schedule 1—

Repeal the schedule

Substitute

“Schedule 1

[para. 3]

Item	Particular	Fee	Document to be stamped
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- | | | | |
|----|--|------------|----------------------------------|
| 1. | On an application under section 290 of the Ordinance for a declaration that the dissolution of a company is void. | \$1,045.00 | The notice of motion or summons. |
| 2. | On presenting a petition— | | |
| | (a) under section 84 of the Companies Ordinance (of 2012) to cancel an alteration of the objects in a company's articles; or | | |
| | (b) under section 221 of the Companies Ordinance (of 2012) to confirm a reduction of share capital. | \$1,045.00 | The petition. |
| | This fee includes any fee on answering a petition or setting down for hearing. Where a petition is presented under more than one of these sections, only one fee of \$1,045.00 is charged on the petition. | | |
| 3. | On an application— | | |

- (a) under section 177 of the Companies Ordinance (of 2012) to cancel a variation of shareholders' rights;
- (b) under section 753 of the Companies Ordinance (of 2012) for restoration of a company to the Companies Register;
- (c) under section 345 of the Companies Ordinance (of 2012) for extension of time for registration;
- (d) under section 346 of the Companies Ordinance (of 2012) for rectification of register of charges; or
- (e) under section 664 of the Companies Ordinance (of 2012) to sanction an arrangement or compromise. \$1,045.00 The notice of motion or summons.”.

164. Schedule 3 amended

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

Repeal

“分發”

Substitute

“派發”.

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

Repeal

“分發”

Substitute

“派發”.

Part 5

Repeal of Companies (Exemption from Statement of Turnover) Order (Cap. 32 sub. leg. D)

165. Companies (Exemption from Statement of Turnover) Order repealed

The Companies (Exemption from Statement of Turnover) Order (Cap. 32 sub. leg. D)—

Repeal the Order.

Part 6

Repeal of Companies (Specification of Names) Order (Cap. 32 sub. leg. E)

166. Companies (Specification of Names) Order repealed

The Companies (Specification of Names) Order (Cap. 32 sub.

leg. E)—

Repeal the Order.

Part 7

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

167. Rule 1 amended (Application of rules)

(1) Rule 1(1)—

Repeal

“and to all proceedings under section 168A of the Ordinance”.

(2) Rule 1—

Repeal paragraph (2).

168. Rule 2 amended (Interpretation of terms)

(1) Rule 2, definition of *company*—

Repeal

“or proceedings under section 168A of the Ordinance”.

(2) Rule 2, definition of *proceedings*—

Repeal

“, or proceedings under section 168A of the Ordinance”.

(3) Rule 2, after definition of *Registrar*—

Add

“*relevant provision* (有關條文) means a provision of—

- (a) the Ordinance;
- (b) the pre-amended Ordinance having a continuing effect under Schedule 10 to the Companies Ordinance (of 2012) or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1); or
- (c) the Companies Ordinance (of 2012);”.

169. Rule 5 amended (Matters in court to be heard in court and chambers)

Rule 5(3)—

Repeal

“the Ordinance”

Substitute

“a relevant provision”.

170. Rule 8 amended (Times for holding court)

Rule 8—

Repeal

“and applications under section 168A of the Ordinance”.

171. Rule 9 amended (Title of proceedings)

(1) Rule 9(1)—

Repeal

“19 .”

Substitute

“20 .”.

(2) Rule 9(1)—

Repeal

“Companies Ordinance”

Substitute

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

172. Rule 21 amended (Enforcement of orders)

Rule 21—

Repeal

“the Ordinance and rules,”

Substitute

“a relevant provision or by the rules”.

173. Rule 22 amended (Form of petition)

(1) Rule 22—

Repeal

“, 3 or 3A”

Substitute

“or 3”.

(2) Rule 22—

Repeal

“, 3 & 3A”

Substitute

“& 3”.

174. Rule 26 amended (Verification of petition)

Rule 26—

Repeal

“secretary”

Substitute

“company secretary”.

175. Cross-heading before rule 34 amended

Cross-heading before rule 34—

Repeal

“AND ORDER UNDER SECTION 168A OF THE ORDINANCE”.

176. Rule 35 amended (Drawing up and contents of winding-up order)

(1) Rule 35(1)—

Repeal

“or an order under section 168A of the Ordinance”.

(2) Rule 35(1)—

Repeal

“Except in the case of an order made under section 168A of the Ordinance it shall not be”

Substitute

“It is not”.

(3) Rule 35(2)—

Repeal

“secretary”

Substitute

“company secretary”.

177. Rule 36 amended (Transmission and advertisement of winding-up order)

Rule 36—

Repeal paragraph (3).

178. Rule 58 amended (Application by or against delinquent directors, officers and promoters)

(1) Rule 58(1)—

Repeal

“of the Ordinance”.

(2) Rule 58(1)(a), after “section 276”—

Add

“of the Ordinance”.

(3) Rule 58(1)(b), after “section 275(1), (2) or (4)—

Add

“of the Ordinance”.

(4) Rule 58(1)(c), after “section 168I”—

Add

“of the Ordinance”.

(5) Rule 58(1)(d)—

Repeal

“section 358(2)”

Substitute

“section 892(1) of the Companies Ordinance (of 2012)”.

179. Rule 59 amended (Use of depositions taken at public examinations)

Rule 59—

Repeal

“the Ordinance mentioned”

Substitute

“the Ordinance or the Companies Ordinance (of 2012) mentioned”.

180. Rule 117 amended (Costs of calling meeting)

Rule 117—

Repeal

“section 166 and of complying with the requirements of section 166A”

Substitute

“section 661 of the Companies Ordinance (of 2012) and of complying with the requirements of section 662 of the Companies Ordinance (of 2012)”.

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

Rule 125—

Repeal

“Receiving Order in bankruptcy”

Substitute

“bankruptcy order”.

182. Rule 131 amended (Proxies)

(1) Rule 131, after “of the Ordinance”—

Add

“, or section 596 or 597 of the Companies Ordinance (of 2012),”.

(2) Rule 131—

Repeal

“secretary”

Substitute

“company secretary”.

183. Rule 155 amended (Office of liquidator vacated by his insolvency)

Rule 155—

Repeal

“Receiving Order in bankruptcy is made against the liquidator, he shall thereby vacate his office, and for the purposes of the application of the Ordinance and rules shall be”

Substitute

“bankruptcy order is made against the liquidator, the liquidator must thereby vacate office, and for the purposes of the application of the Ordinance, the rules and the Companies Ordinance (of 2012) is”.

184. Rule 173 amended (Applications for costs)

Rule 173—

Repeal

“other than a proceeding under section 168A of the Ordinance,”.

185. Appendix amended (Forms)

- (1) Appendix, Form 2, paragraph 1—

Repeal

“Companies Ordinance (Chapter 32)”

Substitute

“*Companies Ordinance 1865 (1 of 1865)/*Companies Ordinance 1911 (58 of 1911)/*Companies Ordinance (Chapter 32)/*Companies Ordinance (of 2012). (*delete the inapplicable words)”.

- (2) Appendix, Form 2, paragraph 3—

Repeal

“The nominal capital of the company is \$, divided into shares of \$ each.”

Substitute

“The share capital of the company is divided into shares.”.

- (3) Appendix, Form 2, paragraph 4—

Repeal

“memorandum”

Substitute

“articles”.

- (4) Appendix, Form 2—

Repeal

“of the Companies Ordinance”

Substitute

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

- (5) Appendix, Forms 3A and 4A—

Repeal the forms.

- (6) Appendix, Form 8, paragraph 1—

Repeal

“(the secretary)”

Substitute

“(the company secretary)”.

- (7) Appendix, English text, Form 9, Note—

Repeal

“*secretary*”

Substitute

“*company secretary*”.

- (8) Appendix, Form 12—

Repeal

“Companies Ordinances”

Substitute

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

- (9) Appendix, Form 14—

Repeal

“Companies Ordinance”

Substitute

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

- (10) Appendix, Form 14, Note—

Repeal

“secretary”

Substitute

“company secretary”.

- (11) Appendix, Form 16—

Repeal

“THE COMPANIES ORDINANCE”

Substitute

“COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE”.

- (12) Appendix, Form 23—

Repeal

“In the matter of the Companies Ordinance”

Substitute

“In the matter of the Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (13) Appendix, Chinese text, Form 23, Statement of Affairs—

Repeal

“分配”

Substitute

“配發”.

- (14) Appendix, Form 23—

Repeal

“(16) Ordinary Shares of \$ per share”

Substitute

“(16) Ordinary Shares of \$ each at nominal value (only applicable to shares with nominal value)”.

(15) Appendix, Form 23, List I—

Repeal

“*Ordinary Shares of \$ each nominal value”

Substitute

“*Ordinary Shares of \$ each at nominal value (only applicable to shares with nominal value)”.

(16) Appendix, Form 23, List I—

Repeal

“*Preference Shares of \$ each at % nominal value”

Substitute

“*Preference Shares of \$ each at % nominal value (only applicable to shares with nominal value)”.

(17) Appendix, Chinese text, Form 23, List I—

Repeal

“分配”

Substitute

“配發”.

(18) Appendix, Form 38—

Repeal

“Companies Ordinance”

Substitute

- “Companies (Winding Provisions) Ordinance”. Up and Miscellaneous
- (19) Appendix, Form 43—
- Repeal**
- “Companies Ordinance”
- Substitute**
- “Companies (Winding Provisions) Ordinance”. Up and Miscellaneous
- (20) Appendix, Form 45—
- Repeal**
- “Companies Ordinance”
- Substitute**
- “Companies (Winding Provisions) Ordinance”. Up and Miscellaneous
- (21) Appendix, Form 60, paragraph 1—
- Repeal**
- “Companies Ordinance”
- Substitute**
- “Companies (Winding Provisions) Ordinance”. Up and Miscellaneous
- (22) Appendix, Form 63A—
- Repeal**
- “Companies Ordinance”
- Substitute**
- “Companies (Winding Provisions) Ordinance”. Up and Miscellaneous
- (23) Appendix, Form 63B—

Repeal

“Companies Ordinance”

Substitute

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

(24) Appendix, Form 63B, marginal note, note (c)—

Repeal

“secretary”

Substitute

“company secretary”.

(25) Appendix, Chinese text, Form 73—

Repeal

“股票” (wherever appearing)

Substitute

“股份證明書”.

(26) Appendix, Form 90—

Repeal

“Companies Ordinance”

Substitute

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

(27) Appendix, Form 92—

Repeal

“Pursuant to section 284 of the Companies Ordinance”

Substitute

“Pursuant to section 284 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(28) Appendix, Form 92—

Repeal

“THE COMPANIES ORDINANCE”

Substitute

“THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE”.

(29) Appendix, Form 98, Note—

Repeal

“*Companies Ordinance*”

Substitute

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

Part 8

Amendments to Companies (Disqualification Orders) Regulation (Cap. 32 sub. leg. I)

186. Schedule 1 amended

(1) Schedule 1, Form D.O. 1—

Repeal

“COMPANIES ORDINANCE”

Substitute

“COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE”.

(2) Schedule 1, Form D.O. 1, item (1)—

Repeal

“Companies Ordinance (“CO”)”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance (**C(WUMP)O**)”.

- (3) Schedule 1, English text, Form D.O. 1—

Repeal

“CO” (wherever appearing)

Substitute

“C(WUMP)O”.

187. Schedule 2 amended

Schedule 2, Form D.O. 2—

Repeal

“COMPANIES ORDINANCE”

Substitute

“COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE”.

188. Schedule 3 amended

- (1) Schedule 3, Form D.O. 3—

Repeal

“COMPANIES ORDINANCE”

Substitute

“COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE”.

- (2) Schedule 3, Form D.O. 3—

Repeal

“Companies Ordinance”

Substitute

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

Part 9

Amendments to Companies (Reports on Conduct of Directors) Regulation (Cap. 32 sub. leg. J)

189. Section 3 amended (Return by office-holder)

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

Repeal

“影子”

Substitute

“幕後”.

190. Schedule amended

(1) The Schedule, Form D1—

Repeal

“COMPANIES ORDINANCE”

Substitute

“COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE”.

(2) The Schedule, Chinese text, Form D1, paragraph 1—

Repeal

“影子” (wherever appearing)

Substitute

“幕後”.

- (3) The Schedule, Chinese text, Form D1, the Schedule, column 3—

Repeal

“影子”

Substitute

“幕後”.

- (4) The Schedule, Chinese text, Form D1, Annex B, paragraph 15(a)—

Repeal

“影子” (wherever appearing)

Substitute

“幕後”.

- (5) The Schedule, Chinese text, Form D2, paragraph 2—

Repeal

“影子”

Substitute

“幕後”.

- (6) The Schedule, Chinese text, Form D2, the Schedule, column 3—

Repeal

“影子”

Substitute

“幕後”.

Part 10

Amendments to Companies (Disqualification of Directors) Proceedings Rules (Cap. 32 sub. leg. K)

191. Rule 4 amended (The case against the respondent)

Rule 4(3)—

Repeal

“section 168I(1) or 168J of the Ordinance”

Substitute

“section 168I(1) of the Ordinance or section 867(6) of the Companies Ordinance (of 2012)”.

192. Rule 6 amended (Service and acknowledgment)

Rule 6(4)(a)(i) and (ii), Chinese text—

Repeal

“影子”

Substitute

“幕後”.

Part 11

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

193. Title amended

The title—

Repeal

“ORDINANCE”.

194. Section 4 amended (Exemptions from bilingual prospectus requirements)

Section 4(1)(a)—

Repeal

“the Ordinance”

Substitute

“a former Companies Ordinance or the Companies Ordinance (of 2012)”.

195. Section 5 amended (Exemptions for GEM companies)

Section 5(1)(a)—

Repeal

“the Ordinance”

Substitute

“a former Companies Ordinance or the Companies Ordinance (of 2012)”.

196. Section 6 amended (Exemptions from requirement to set out valuation report)

(1) Section 6(1)—

Repeal

“under the Ordinance”

Substitute

“under a former Companies Ordinance or the Companies Ordinance (of 2012)”.

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

Repeal

“the Ordinance”

Substitute

“a former Companies Ordinance or the Companies Ordinance (of 2012)”.

(3) Section 6(8)—

Repeal

“under the Ordinance”

Substitute

“under a former Companies Ordinance or the Companies Ordinance (of 2012)”.

197. Section 8 amended (Exemptions for prospectuses relating to offers of debentures not proposed to be listed)

(1) Section 8(1)(a)—

Repeal

“the Ordinance”

Substitute

“a former Companies Ordinance or the Companies Ordinance (of 2012)”.

(2) Section 8(3)(b)—

Repeal

“accounts have been made up”

Substitute

“financial statements have been prepared”.

198. Section 9 amended (Exemptions for prospectuses relating to offers of debentures proposed to be listed)

Section 9(1)(a)—

Repeal

“the Ordinance”

Substitute

“a former Companies Ordinance or the Companies Ordinance (of 2012)”.

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

- (1) Section 9A(1)(a)—

Repeal

“the Ordinance”

Substitute

“a former Companies Ordinance or the Companies Ordinance (of 2012)”.

- (2) Section 9A(9), definition of *printed form prospectus*, paragraphs (b)(i) and (c)(i)—

Repeal

“under the Ordinance”

Substitute

“under a former Companies Ordinance or the Companies Ordinance (of 2012)”.

- (3) Section 9A(9), Chinese text, definition of *印刷本招股章程*, paragraph (c)(i) and (ii)—

Repeal

“註冊”

Substitute

“登記”.

Part 12

Repeal of Companies (Summary Financial Reports of Listed Companies) Regulation (Cap. 32 sub. leg. M)

200. Companies (Summary Financial Reports of Listed Companies) Regulation repealed

The Companies (Summary Financial Reports of Listed Companies) Regulation (Cap. 32 sub. leg. M)—

Repeal the Regulation.

Part 13

Repeal of Companies (Revision of Accounts and Reports) Regulation (Cap. 32 sub. leg. N)

201. Companies (Revision of Accounts and Reports) Regulation repealed

The Companies (Revision of Accounts and Reports) Regulation (Cap. 32 sub. leg. N)—

Repeal the Regulation.”.

New

By adding—

“Schedule 9A [ss. 900 & 908]

Consequential and Related Amendments to Other Ordinances and Subsidiary Legislation

Part 1

Amendment to Interpretation and General Clauses Ordinance (Cap. 1)

1. Section 88 amended (Provisions supplementary to section 84)

Section 88(3)(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

Part 2

Amendment to Specification of Public Officers (Cap. 1 sub. leg. C)

2. Schedule amended

The Schedule, the first and second entries relating to the Financial Secretary—

Repeal the entries.

Part 3

Amendment to High Court Ordinance (Cap. 4)

3. Section 21D amended (Sale of property in execution of judgment)

Section 21D(1)—

Repeal

“section 29 of the Companies Ordinance (Cap. 32)”

Substitute

“section 10 of the Companies Ordinance (of 2012)”.

Part 4

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

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

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

Repeal

“Companies Ordinance”

Substitute

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

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

Add

“2A. Proceedings Companies Ordinance relating to (of 2012), remedies for section 716.”. unfair prejudice to members’ interests.

5. Order 102 amended (The Companies Ordinance)

- (1) Order 102, heading—

Repeal

“THE COMPANIES ORDINANCE”

Substitute

“THE COMPANIES ORDINANCE AND THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE”.

- (2) Order 102—

Repeal rule 1.

- (3) Order 102, rule 2(1)—

Repeal

“section 168A of the Ordinance and the applications mentioned in rule 5, every application under the Ordinance”

Substitute

“section 713 of the Companies Ordinance (of 2012) and the applications mentioned in rule 5, every application under that Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

- (4) Order 102, rule 2(2)(a)—

Repeal

“section 167 of the Ordinance for an order to make provision for all or any of the matters mentioned in subsection (1)”

Substitute

“section 665 of the Companies Ordinance (of 2012) for an order to make provision for all or any of the matters mentioned in subsection (2)”.

- (5) Order 102, rule 2(2)(b)—

Repeal

“the Ordinance”

Substitute

“the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

- (6) Order 102, rule 2(2)(c)—

Repeal

“the Ordinance”

Substitute

“the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or section 886 of the Companies Ordinance (of 2012)”.

(7) Order 102, rule 2(4)—

Repeal

“section 168BD of the Ordinance”

Substitute

“section 722 of the Companies Ordinance (of 2012)”.

(8) Order 102, rule 5(1)—

Repeal

“under the Ordinance”.

(9) Order 102, rule 5(1)(a)—

Repeal

“section 8”

Substitute

“section 84(5) of the Companies Ordinance (of 2012)”.

(10) Order 102, rule 5(1)(b)—

Repeal

“section 25A to cancel the alteration of a condition contained in a private company’s memorandum”

Substitute

“section 85(4) of the Companies Ordinance (of 2012) to cancel the alteration of a provision contained in the articles of association of a relevant company as defined by section 85(10) of that Ordinance”.

(11) Order 102, rule 5(1)—

Repeal paragraphs (c), (d) and (e).

(12) Order 102, rule 5(1)(f)—

Repeal

“section 59”

Substitute

“section 221 of the Companies Ordinance (of 2012)”.

(13) Order 102, rule 5(1)(g)—

Repeal

“section 64 to cancel any variation or abrogation of the rights attached to”

Substitute

“section 177 of the Companies Ordinance (of 2012) to disallow any variation or abrogation of the rights attached to shares in”.

(14) Order 102, after rule 5(1)(g)—

Add

“(ga) under section 185 of the Companies Ordinance (of 2012) to disallow any variation or abrogation of the rights of any class of members of a company that does not have a share capital,”.

(15) Order 102, rule 5(1)(h)—

Repeal

“section 166”

Substitute

“section 664 of the Companies Ordinance (of 2012)”.

(16) Order 102, rule 5(1)(i)—

Repeal

“section 291(7) for an order restoring the name of a company to the register”

Substitute

“section 753 of the Companies Ordinance (of 2012) for the restoration of a company to the Companies Register”.

(17) Order 102, rule 5(1)(j)—

Repeal

“section 323”

Substitute

“section 805 of the Companies Ordinance (of 2012)”.

(18) Order 102, rule 5(1)(k)—

Repeal

“section 358(2)”

Substitute

“section 892 of the Companies Ordinance (of 2012)”.

(19) Order 102, rule 6(2)—

Repeal

“Ordinance”

Substitute

“Companies Ordinance (of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

(20) Order 102, rule 7(2)—

Repeal paragraph (a).

(21) Order 102, rule 7(2)(b)—

Repeal

“section 166 of the Ordinance to sanction a compromise or arrangement unless there is included in the petition for such sanction an application for an order under section 167 of the Ordinance”

Substitute

“section 664 of the Companies Ordinance (of 2012) to sanction an arrangement or compromise (except where the petition for such sanction includes an application for an order under section 665 of the Companies Ordinance (of 2012))”.

(22) Order 102, rule 7(2)(c)—

Repeal

“section 291(7) of the Ordinance for an order restoring the name of a company to the register”

Substitute

“section 753 of the Companies Ordinance (of 2012) for the restoration of a company to the Companies Register”.

(23) Order 102, rule 7(4)—

Repeal

“, the share premium account or the capital redemption reserve fund,”.

(24) Order 102, rule 7(4)—

Repeal

“section 59(3) of the Ordinance to direct that section 59(2) thereof”

Substitute

“section 221(3) of the Companies Ordinance (of 2012) to direct that section 222 of that Ordinance”.

(25) Order 102, rule 14—

Repeal

“section 59(2) of the Ordinance” (wherever appearing)

Substitute

“section 222 of the Companies Ordinance (of 2012)”.

(26) Order 102, rule 14(c)—

Repeal

“the said section 59(2)”

Substitute

“section 222 of the Companies Ordinance (of 2012)”.

(27) Order 102—

Repeal rule 17.

6. Order 115 amended (Drug Trafficking (Recovery of Proceeds) Ordinance (Cap. 405))

Order 115, rule 32(4)—

Repeal

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

Substitute

“a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

Part 5

Amendments to Bankruptcy Ordinance (Cap. 6)

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

Section 30B(2)(g)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012) or to section 471 of the Companies Ordinance (of 2012)”.

8. Section 111 amended (Exclusion of corporations, companies and limited partnerships)

Section 111—

Repeal

everything after “shall not be made”

Substitute

“against—

- (a) any corporation;
- (b) any association or company registered under—
 - (i) a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012); or
 - (ii) the Companies Ordinance (of 2012); or
- (c) any partnership registered under the Limited Partnerships Ordinance (Cap. 37).”.

Part 6

Amendment to Evidence Ordinance (Cap. 8)

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

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

Add

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012) or under Part 3 or 17 of the Companies Ordinance (of 2012)”.

- (2) Section 20(5)(b)(ii)—

Repeal

“company to which Part XI of that Ordinance applies”

Substitute

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

Part 7

Amendment to Bills of Exchange Ordinance (Cap. 19)

10. Section 26A amended (Corporate signatures)

Section 26A(2)—

Repeal

“assigned to it by section 2(1) of the Companies Ordinance (Cap. 32) and includes a company to which Part XI of that Ordinance applies”

Substitute

“given by section 2(1) of the Companies Ordinance (of 2012) and includes a non-Hong Kong company as defined by that section”.

Part 8

Amendment to Defamation Ordinance (Cap. 21)

11. Schedule amended

The Schedule, Part II, Section 11—

Repeal

“Companies Ordinance, Chapter 32”

Substitute

“Companies Ordinance (of 2012)”.

Part 9

Amendments to Labour Tribunal Ordinance (Cap. 25)

12. Section 8A amended (Bankruptcy petitions and petitions for winding up)

Section 8A(1)(a)—

Repeal

“Companies Ordinance”

Substitute

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

13. Section 25 amended (Representative claims)

Section 25(5)—

Repeal

“Companies Ordinance”

Substitute

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

Part 10

Amendments to Trustee Ordinance (Cap. 29)

14. Section 77 amended (Application by company to be registered as a trust company)

(1) Section 77(1)—

Repeal

“section 29 of the Companies Ordinance (Cap. 32)”

Substitute

“section 10 of the Companies Ordinance (of 2012)”.

(2) Section 77(2)(a)—

Repeal

“memorandum and”.

(3) Section 77(3)(b)—

Repeal

“section 2(4), (5) and (6) of the Companies Ordinance (Cap. 32) shall apply as if each reference in those subsections to “a company” or “first-mentioned company” were read as a reference to a finance company and as if each reference in those subsections to “another company” or “other company””

Substitute

“section 14 of the Companies Ordinance (of 2012) applies as if a reference in that section to “a body corporate” were read as a reference to a finance company and as if the reference in that section to “another body corporate” or “other body corporate””.

(4) Section 77—

Repeal subsection (5).

15. Section 96 amended (Special provision as to winding up a trust company)

Section 96(1)—

Repeal

“Companies Ordinance”

Substitute

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

16. Section 100 amended (Restriction on holding shares in a trust company)

Section 100(3)—

Repeal

“section 2(4), (5) and (6) of the Companies Ordinance (Cap. 32) shall apply as if each reference in those subsections to “a company” or “the first-mentioned company” were read as a reference to a trust company and as if each reference in those subsections to “another company” or “other company””

Substitute

“section 14 of the Companies Ordinance (of 2012) applies as if a reference in that section to “a body corporate” were read as a reference to a trust company and as if the reference in that section to “another body corporate” or “other body corporate””.

17. Second Schedule amended (Authorized investments)

- (1) Second Schedule, section 8, definition of *company*—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (2) Second Schedule, section 8, definition of *company*, after paragraph (a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012);”.

Part 11

Amendment to Co-operative Societies Ordinance (Cap. 33)

18. **Section 57 amended (Certain legislation not to apply to registered societies)**

Section 57—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“Companies Ordinance (of 2012) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

Part 12

Amendments to Limited Partnerships Ordinance (Cap. 37)

19. Section 2 amended (Interpretation)

Section 2(1), definition of *Registrar of Companies*—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

20. Section 5 amended (Modifications of general law in case of limited partnerships)

Section 5(5)—

Repeal

“Companies Ordinance”

Substitute

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

21. Section 7 amended (Manner and particulars of registration)

Section 7, after “Registrar of Companies”—

Add

“for registration”.

22. Section 8 amended (Registration of changes in partnerships)

Section 8(1), after “Registrar of Companies”—

Add

“for registration”.

Part 13

Amendments to Insurance Companies Ordinance (Cap. 41)

23. Section 2 amended (Interpretation)

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

Repeal

“assigned to it by section 2(1) of the Companies Ordinance (Cap. 32) and includes a company incorporated outside Hong Kong to which Part XI of that Ordinance applies”

Substitute

“given by section 2(1) of the Companies Ordinance (of 2012) and includes a non-Hong Kong company as defined by that section”.

- (2) Section 2(1), definition of *financial year*—

Repeal

“has the meaning assigned to it by section 2(1) of the Companies Ordinance (Cap. 32)”

Substitute

“means the period in respect of which either of the following profit and loss accounts of the body corporate is made up, whether that period is a year or not—

- (a) if the body corporate is not required to hold a general meeting to lay the profit and loss account, the profit and loss account provided to every member, as required by the law under which the body corporate is incorporated or (in the absence of such requirement by such law) by its constitution;
- (b) in any other case, the profit and loss account laid before the body corporate in a general meeting, as required by the law under which the body corporate is

incorporated or (in the absence of such requirement by such law) by its constitution”.

- (3) Section 2(1)—

Repeal the definition of *holding company*

Substitute

“***holding company*** (控權公司) has the meaning given by section 12 of the Companies Ordinance (of 2012) for the purposes of that Ordinance;”.

- (4) Section 2(1), definition of *subsidiary*—

Repeal

“assigned to it by section 2(4), (5) and (6) of the Companies Ordinance (Cap. 32)”

Substitute

“given by section 14 of the Companies Ordinance (of 2012) for the purposes of that Ordinance”.

- (5) Section 2(6)—

Repeal

everything after “which is a company”

Substitute

“is subject to the Companies Ordinance (of 2012) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), as well as to this Ordinance, except that, where there is any conflict between this Ordinance on the one hand and the Companies Ordinance (of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) on the other, this Ordinance prevails.”.

- (6) Section 2(7)(c)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

24. Section 8 amended (Authorization)

Section 8(3)(e)—

Repeal

everything after “in the case of a”

Substitute

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012), that it has complied with Part 16 of that Ordinance; and”.

25. Section 15 amended (Appointment of auditor and actuary)

Section 15(1)(a)(i)—

Repeal

“section 140 of the Companies Ordinance (Cap. 32)”

Substitute

“section 384 of the Companies Ordinance (of 2012)”.

26. Section 15A amended (Notification in respect of auditors appointed under section 15)

(1) Section 15A(1)(c)(i)(A)—

Repeal

“section 131 of the Companies Ordinance (Cap. 32)”

Substitute

“section 386, 387, 388 or 389 of the Companies Ordinance (of 2012) or deemed to be

reappointed under section 394 of that Ordinance”.

(2) Section 15A(1)(c)(i)(B)—

Repeal

“appointed”

Substitute

“appointed or deemed to be reappointed”.

(3) Section 15A(1)(c)(ii)—

Repeal

“so appointed”

Substitute

“so appointed or deemed to be reappointed”.

27. Section 16 amended (Keeping and preserving of proper books of account)

Section 16(1)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“Companies Ordinance (of 2012) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

28. Section 19 amended (Statements of transactions of prescribed class or description)

Section 19(3), after “Registrar of Companies”—

Add

“for registration”.

29. Section 21 amended (Documents to be deposited with Registrar of Companies)

(1) Section 21(1)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

(2) Section 21(1), after “Registrar of Companies”—

Add

“for registration”.

30. Section 24 amended (Sanction of Court of First Instance for transfer of long term business)

Section 24(7)—

Repeal

“section 166 or 167 of the Companies Ordinance (Cap. 32)”

Substitute

“section 664 or 665 of the Companies Ordinance (of 2012)”.

31. Section 25 amended (Provisions supplementary to section 24)

(1) Section 25(3)—

Repeal

“section 66 of the Companies Ordinance (Cap. 32)”

Substitute

“sections 145 and 317 of the Companies Ordinance

(of 2012)".

(2) Section 25(6)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

32. Section 25A amended (Maintenance of assets in Hong Kong—general business)

Section 25A(8)—

Repeal

“Companies Ordinance”

Substitute

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

33. Section 26 amended (Grounds on which powers are exercisable)

Section 26(2)—

Repeal

“Companies Ordinance”

Substitute

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

34. Section 34 amended (Power to obtain information and require production of documents)

Section 34—

Repeal subsection (6).

35. Section 35 amended (Residual power to impose requirements, etc.)

Section 35(4)—

Repeal

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

Substitute

“which is a non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

36. Section 38B amended (Powers of manager)

Section 38B(6) —

Repeal

“or the Companies Ordinance (Cap. 32)”

Substitute

“, the Companies Ordinance (of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32),”.

37. Section 38E amended (Advisors and managers)

Section 38E(7)(b)—

Repeal

“Companies Ordinance”

Substitute

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

38. Section 39 repealed (Power of Financial Secretary to bring civil proceedings on behalf of insurer)

Section 39—

Repeal the section.

39. Section 42 amended (Circumstances in which insurer deemed to be insolvent)

Section 42(1)—

Repeal

“Companies Ordinance”

Substitute

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

40. Section 43 amended (Winding up of insurer under Companies Ordinance)

(1) Section 43, heading—

Repeal

“Companies Ordinance”

Substitute

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

(2) Section 43—

Repeal

“Companies Ordinance”

Substitute

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

41. Section 44 amended (Winding up on petition of Insurance Authority)

Section 44(1) and (3)—

Repeal

“Companies Ordinance”

Substitute

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

42. Section 45 amended (Winding up of insurer)

Section 45(4) and (5)—

Repeal

“Companies Ordinance”

Substitute

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

43. Section 46 amended (Continuation of long term business of insurer in liquidation)

Section 46(4) and (7)—

Repeal

“Companies Ordinance”

Substitute

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

44. Section 49 amended (Winding up rules)

Section 49(1) and (2)(b)—

Repeal

“Companies Ordinance”

Substitute

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

45. Section 49A amended (Winding up of insurer subject to direction under section 35(2)(b))

Section 49A(1), (2) and (3)—

Repeal

“Companies Ordinance”

Substitute

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

46. Section 55 amended (Service of notices)

Section 55(b)—

Repeal

“any person resident in Hong Kong who is authorized to accept service of process in Hong Kong on behalf of that insurer”

Substitute

“its authorized representative as defined by section 762 of the Companies Ordinance (of 2012)”.

47. Section 56A amended (Restriction on use of the word “insurance” or “assurance”)

Section 56A(3)(b) and (c), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”。

48. Section 72 amended (Appointment of auditor)

Section 72(1)(a)—

Repeal

“section 140 of the Companies Ordinance (Cap. 32)”

Substitute

“section 384 of the Companies Ordinance (of 2012)”.

49. Section 74 amended (Powers of Insurance Authority to require production, etc.)

Section 74—

Repeal subsection (5).

50. Section 76 amended (Power to petition to wind up an intermediary)

Section 76(1)(a)—

Repeal

“Companies Ordinance”

Substitute

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

51. Second Schedule amended (Directors and Controllers)

(1) Second Schedule, Form A, paragraph 12, Note—

Repeal

“section 2(7) of the Companies Ordinance (Cap. 32)”

Substitute

“section 12 of the Companies Ordinance (of 2012)”.

- (2) Second Schedule, Form B, paragraph 6, Note—

Repeal

“section 2(7) of the Companies Ordinance”

Substitute

“section 12 of the Companies Ordinance (of 2012)”.

- (3) Second Schedule, Chinese text, Form B, paragraph 9—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

- (4) Second Schedule, Form B, paragraph 10—

Repeal

“company to which Part XI of the Companies Ordinance applies”

Substitute

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

- (5) Second Schedule, Form B, paragraph 10(a)—

Repeal

“person(s) residing in Hong Kong authorized to accept on behalf of the company service of process and any notices”

Substitute

“its authorized representative(s) as defined by section 762 of the Companies Ordinance (of 2012)”.

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

Repeal

“registration under Part XI of the Companies Ordinance”

Substitute

“the certificate of registration issued under Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012) or under section 765 of the Companies Ordinance (of 2012)”.

- (7) Second Schedule, Form B, paragraph 12, Note—

Repeal

“section 2(7) of the Companies Ordinance”

Substitute

“section 12 of the Companies Ordinance (of 2012)”.

52. Third Schedule amended (Accounts and statements)

- (1) Third Schedule, Part 1, paragraph 1(2)(a)(ii)—

Repeal

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

Substitute

“as defined by section 2(1) of the Companies Ordinance (of 2012)”.

- (2) Third Schedule, Part 1, paragraph 1(3)(b)—

Repeal

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

Substitute

“as defined by section 2(1) of the Companies Ordinance (of 2012)”.

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

Repeal

everything after “parent”

Substitute

“undertaking or subsidiary undertaking is construed in accordance with Schedule 1 to the Companies Ordinance (of 2012).”.

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

Add

“undertaking that is a”.

- (5) Third Schedule, Chinese text, Part 1, paragraph 1A(2)(a)—

Repeal

“控股公司”

Substitute

“控權公司”.

- (6) Third Schedule, Chinese text, Part 1, paragraph 4(1)(d) and (e)(iii) and (1AD)(f) and (g)(iii)—

Repeal

“控股公司”

Substitute

“控權公司”.

- (7) Third Schedule, Part 1, paragraph 4(1A)—

Repeal

“section 140 of the Companies Ordinance (Cap. 32)”

Substitute

“section 384 of the Companies Ordinance (of 2012)”.

- (8) Third Schedule, Chinese text, Part 2, paragraph 9(j) and (l)—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

- (9) Third Schedule, Chinese text, Part 3, heading—

Repeal

“控股公司”

Substitute

“控權公司”.

- (10) Third Schedule, Chinese text, Part 3, paragraphs 10, 11 and 12—

Repeal

“控股公司”

Substitute

“控權公司”.

- (11) Third Schedule, Part 4, paragraph 14—

Repeal

“authorized share capital”

Substitute

“authorized share capital (or maximum number of shares issuable under the articles)”.

- (12) Third Schedule, Part 4, paragraph 14(c), after “share premium accounts”—

Add

“(if any)”.

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

- (1) Fourth Schedule, Form A, paragraph 12, Note—

Repeal

“section 2(7) of the Companies Ordinance (Cap. 32)”

Substitute

“section 12 of the Companies Ordinance (of 2012)”.

- (2) Fourth Schedule, Form B, paragraph 6, Note—

Repeal

“section 2(7) of the Companies Ordinance (Cap. 32)”

Substitute

“section 12 of the Companies Ordinance (of 2012)”.

- (3) Fourth Schedule, Chinese text, Form B, paragraph 9—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”。

- (4) Fourth Schedule, Form B, paragraph 10—

Repeal

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

Substitute

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

- (5) Fourth Schedule, Form B, paragraph 10(a)—

Repeal

“person(s) residing in Hong Kong authorized to accept on behalf of the company service of process and any notices”

Substitute

“its authorized representative(s) as defined by section 762 of the Companies Ordinance (of 2012)”.

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

Repeal

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

Substitute

“the certificate of registration issued under Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012) or under section 765 of the Companies Ordinance (of 2012)”.

- (7) Fourth Schedule, Form B, paragraph 11, Note—

Repeal

“section 2(7) of the Companies Ordinance (Cap. 32)”

Substitute

“section 12 of the Companies Ordinance (of 2012)”.

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

- (1) Fifth Schedule, Form A, paragraph 12, Note—

Repeal

“section 2(7) of the Companies Ordinance (Cap. 32)”

Substitute

“section 12 of the Companies Ordinance (of 2012)”.

- (2) Fifth Schedule, Form B, paragraph 6, Note—

Repeal

“section 2(7) of the Companies Ordinance (Cap. 32)”

Substitute

“section 12 of the Companies Ordinance (of 2012)”.

- (3) Fifth Schedule, Chinese text, Form B, paragraph 9—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

- (4) Fifth Schedule, Form B, paragraph 10—

Repeal

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

Substitute

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

- (5) Fifth Schedule, Form B, paragraph 10(a)—

Repeal

“person(s) residing in Hong Kong authorized to accept on behalf of the company service of process and any notices”

Substitute

“its authorized representative(s) as defined by section 762 of the Companies Ordinance (of 2012)”.

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

Repeal

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

Substitute

“the certificate of registration issued under Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012) or under section 765 of the Companies Ordinance (of 2012)”.

- (7) Fifth Schedule, Form B, paragraph 11, Note—

Repeal

“section 2(7) of the Companies Ordinance (Cap. 32)”

Substitute

“section 12 of the Companies Ordinance (of 2012)”.

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

- (1) Sixth Schedule, Form A, paragraph 12, Note—

Repeal

“section 2(7) of the Companies Ordinance (Cap. 32)”

Substitute

“section 12 of the Companies Ordinance (of 2012)”.

- (2) Sixth Schedule, Form B, paragraph 6, Note—

Repeal

“section 2(7) of the Companies Ordinance”

Substitute

“section 12 of the Companies Ordinance (of 2012)”.

- (3) Sixth Schedule, Chinese text, Form B, paragraph 9—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

- (4) Sixth Schedule, Form B, paragraph 10—

Repeal

“company to which Part XI of the Companies Ordinance applies”

Substitute

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

- (5) Sixth Schedule, Form B, paragraph 10(a)—

Repeal

“person(s) residing in Hong Kong authorized to accept on behalf of the company service of process and any notices”

Substitute

“its authorized representative(s) as defined by section 762 of the Companies Ordinance (of 2012)”.

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

Repeal

“registration under Part XI of the Companies Ordinance”

Substitute

“the certificate of registration issued under Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012) or under section 765 of the Companies Ordinance (of 2012)”.

- (7) Sixth Schedule, Form B, paragraph 12, Note—

Repeal

“section 2(7) of the Companies Ordinance”

Substitute

“section 12 of the Companies Ordinance (of 2012)”.

Part 14

Amendments to Insurance Companies (General Business) (Valuation) Regulation (Cap. 41 sub. leg. G)

56. Section 2 amended (Interpretation)

Section 2, Chinese text, definition of 獨立合格估價師, paragraph (b)—

Repeal

“控股公司”

Substitute

“控權公司”.

57. Section 5 amended (Shares in investment subsidiaries)

(1) Section 5(1), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

(2) Section 5(6)(b)—

Repeal

“nominal value of the”

Substitute

“total number of”.

58. Section 6 amended (Shares in other insurers)

(1) Section 6(1), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

(2) Section 6(5)—

Repeal

“nominal value of the”

Substitute

“total number of”.

Part 15

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

59. Section 2 amended (Interpretation)

(1) Section 2(1), definition of *charge*, paragraph (a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

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

Repeal

everything after “a charge”

Substitute

“which—

(a) is registered under—

(i) the Land Registration Ordinance (Cap. 128);

(ii) the Companies Ordinance (of 2012);

(iii) the Bills of Sale Ordinance (Cap. 20); or

(iv) any other enactment; or

- (b) was registered under the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012).”.

Part 16

Amendments to Professional Accountants Ordinance (Cap. 50)

60. Section 28D amended (Qualification for registration of company as corporate practice)

- (1) Section 28D(1)—

Repeal

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

Substitute

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

- (a) the Companies Ordinance (of 2012); or
- (b) the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012).”.

- (2) Section 28D, after subsection (1)—

Add

“(1A) If a company mentioned in subsection (1) is so registered, it is qualified to remain registered as a corporate practice if and only for as long as the requirements specified in subsection (2) are complied with in relation to it.”.

- (3) Section 28D(2)(b)(iv)—

Repeal

“memorandum and”.

- (4) Section 28D(5)(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (5) Section 28D(5)(c)(iii)—

Repeal

“memorandum and”.

- (6) Section 28D(11)(a)—

Repeal

“Companies Ordinance”

Substitute

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

61. Section 28E amended (Registration of corporate practices)

Section 28E(1)(b)—

Repeal

“for the purposes of the Companies Ordinance (Cap. 32)”

Substitute

“in Hong Kong”.

62. Section 29 amended (Requirements to practise as certified

public accountant (practising))

Section 29(2)(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

63. Section 31 amended (Registered office)

Section 31(5)(b)(i)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

64. Section 51 amended (Power of Council to make rules)

Section 51(1)(a)—

Repeal

“memorandum or”.

Part 17

Amendment to Gas Safety Ordinance (Cap. 51)

65. Section 2 amended (Interpretation)

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

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

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

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012);”.

- (3) Section 2, definition of *officer*—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

Part 18

Amendments to Employment Ordinance (Cap. 57)

66. Section 31K amended (Associated companies)

Section 31K—

Repeal subsection (6)

Substitute

“(6) In this section—

company (公司) has the meaning given by section 2(1) of the Companies Ordinance (of 2012);

subsidiary (附屬公司) has the meaning given by section 14 of the Companies Ordinance (of 2012) for the purposes of that Ordinance.”.

67. Section 31ZA amended (Associated companies)

Section 31ZA—

Repeal subsection (5)

Substitute

“(5) In this section—

company (公司) has the meaning given by section 2(1) of the Companies Ordinance (of 2012);

subsidiary (附屬公司) has the meaning given by section 14 of the Companies Ordinance (of 2012) for the purposes of that Ordinance.”.

68. Section 32E amended (Associated companies)

Section 32E—

Repeal subsection (4)

Substitute

“(4) In this section—

company (公司) has the meaning given by section 2(1) of the Companies Ordinance (of 2012);

subsidiary (附屬公司) has the meaning given by section 14 of the Companies Ordinance (of 2012) for the purposes of that Ordinance.”.

69. Section 43 amended (Payment of holiday pay, etc. in event of bankruptcy, etc.)

Section 43—

Repeal

“Companies Ordinance” (wherever appearing)

Substitute

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

Part 19

Amendment to Import and Export (Removal of Articles) Regulations (Cap. 60 sub. leg. F)

70. Regulation 6 amended (Service of notice)

Regulation 6(1)(c)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

Part 20

Amendments to Legal Tender Notes Issue Ordinance (Cap. 65)

71. Section 3 amended (Issue of legal tender notes)

Section 3(3)(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

72. Section 5A amended (Section 93 of the Companies Ordinance not to apply to bank notes issued by a note – issuing bank)

- (1) Section 5A, heading—

Repeal

“Section 93 of the Companies Ordinance”

Substitute

“Regulations made under section 650 of the Companies Ordinance (of 2012)”.

- (2) Section 5A—

Repeal

“The provisions of section 93 of the Companies Ordinance (Cap. 32) shall”

Substitute

“Any regulation made under section 650 of the Companies Ordinance (of 2012) does”.

Part 21

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

73. Section 2 amended (Interpretation)

- (1) Section 2, English text, definition of *Ordinance* or *the Ordinance*—

Repeal the full stop

Substitute a semicolon.

- (2) Section 2—

Add in alphabetical order

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

Companies Ordinance (of 2012).”.

74. Section 3 amended (Incorporation)

Section 3—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

75. Section 4 amended (Constitution)

(1) Section 4(1)—

Repeal

“registered under the Companies Ordinance (Cap. 32)”

Substitute

“registered under the relevant Ordinance”.

(2) Section 4(1)(a)—

Repeal

“all the provisions of the Companies Ordinance (Cap. 32)”

Substitute

“a provision of the Companies Ordinance (of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

(3) Section 4(1)(b)—

Repeal

“Companies Ordinance”

Substitute

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

- (4) Section 4(1), proviso—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

- (5) Section 4(2)—

Repeal

“Part IX of the Companies Ordinance (Cap. 32) shall”

Substitute

“Part 17 of the Companies Ordinance (of 2012) and sections 324 and 325 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) do”.

76. Section 5 amended (Overriding provisions)

- (1) Section 5(1)—

Repeal

“contained in the Companies Ordinance (Cap. 32)”

Substitute

“contained in the Companies Ordinance (of 2012), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

- (2) Section 5(1)—

Repeal

“of the Companies Ordinance (Cap. 32)”

Substitute

“of the Companies Ordinance (of 2012)”.

77. Schedule amended

The Schedule—

Repeal

“share capital of the Company then in issue”

Substitute

“issued shares of the Company”.

Part 22

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

78. Section 2 amended (Interpretation)

(1) Section 2(1), definition of *the bank*—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

(2) Section 2(1)—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012);”.

(3) Section 2(2)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or the Companies (Winding up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

- (4) Section 2(2), after “requires.”—

Add

“If an expression used in this Ordinance is defined in both the Companies Ordinance (of 2012) and the Companies (Winding up and Miscellaneous Provisions) Ordinance (Cap. 32), the expression has the meaning given by the Companies Ordinance (of 2012).”.

79. Section 9 amended (Alteration of the bank’s constitution)

- (1) Section 9(2)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

- (2) Section 9(3)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

80. Section 10 amended (Changes in the bank’s authorized and issued share capital)

- (1) Section 10, heading—

Repeal

“authorized and”.

- (2) Section 10—

Repeal

“authorized or”.

- (3) Section 10—

Repeal

“(Cap. 32) and”

Substitute

“(of 2012) and”.

- (4) Section 10—

Repeal

“purchase”

Substitute

“buy-back”.

- (5) Section 10—

Repeal

“Companies Ordinance (Cap. 32),”

Substitute

“relevant Ordinance,”.

81. Section 12 amended (Miscellaneous savings)

- (1) Section 12(d)—

Repeal

everything after “to affect”

Substitute

“—

- (i) the application of the relevant Ordinance to the bank with effect on and from 6 October 1989 until immediately before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012) by virtue of the registration of the bank under the relevant Ordinance on 6 October 1989; and
- (ii) the application of the Companies Ordinance (of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) to the bank with effect on and from the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012).”.

(2) Section 12(e)—

Repeal

“Companies Ordinance (Cap. 32),”

Substitute

“relevant Ordinance.”.

Part 23

Amendments to Ferry Services Ordinance (Cap. 104)

82. Section 6 amended (Grant of franchises)

Section 6(1)—

Repeal

everything after “may grant”

Substitute

“to—

- (a) any company within the meaning of the Companies Ordinance (of 2012);
- (b) a registered non-Hong Kong company as defined by section 2(1) of that Ordinance;
- (c) a company registered under Part 17 of that Ordinance; or
- (d) a company registered under Part IX of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012),

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

83. Section 10 amended (Chief Executive may appoint additional directors)

Section 10(1)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“Companies Ordinance (of 2012), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

Part 24

**Amendments to Telecommunications Ordinance
(Cap. 106)**

84. Section 13A amended (Interpretation)

- (1) Section 13A(1), definition of *company*—

Repeal

“assigned to it in section 2(1) of the Companies Ordinance (Cap. 32)”

Substitute

“given by section 2(1) of the Companies Ordinance (of 2012)”.

- (2) Section 13A(1), definition of *ordinarily resident in Hong Kong*, paragraph (b)(i)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012)”.

- (3) Section 13A(1), definition of *subsidiary*—

Repeal

“means a company that is a subsidiary within the meaning of section 2 of the Companies Ordinance (Cap. 32)”

Substitute

“has the meaning given by section 14 of the Companies Ordinance (of 2012) for the purposes of that Ordinance”.

85. Section 13F amended (Competence of licensees)

- (1) Section 13F(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012)”.

(2) Section 13F(c)—

Repeal

“memorandum”

Substitute

“articles”.

Part 25

**Amendment to Telecommunications Regulations
(Cap. 106 sub. leg. A)**

86. Regulation 9 amended (Notices)

Regulation 9—

Repeal

“section 356 of the Companies Ordinance (Cap. 32)”

Substitute

“section 815 of the Companies Ordinance (of 2012)”.

Part 26

**Amendments to Betting Duty Ordinance
(Cap. 108)**

87. Section 1A amended (Interpretation)

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

Repeal

“(Cap. 32), or a company registered under Part XI”

Substitute

“(of 2012), or a company registered under Part 16”.

88. Section 6B amended (Interpretation of Part 3)

Section 6B(1), definition of *subsidiary*—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

Part 27

**Amendment to Betting Duty Regulations
(Cap. 108 sub. leg. A)**

89. Regulation 2 amended (Interpretation)

Regulation 2, definition of *qualified person*—

Repeal

“section 140 of the Companies Ordinance (Cap. 32)”

Substitute

“section 384 of the Companies Ordinance (of 2012)”.

Part 28

Amendments to Estate Duty Ordinance (Cap. 111)

- 90. Section 10 amended (Exceptions for transactions for money consideration, property situate outside Hong Kong, shares on local registers and certain land in the New Territories)**

Section 10(c)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- 91. Section 43 amended (Collection and incidence of duty)**

Section 43(5)—

Repeal

“Companies Ordinance” (wherever appearing)

Substitute

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

Part 29

**Amendments to Inland Revenue Ordinance
(Cap. 112)**

- 92. Section 2 amended (Interpretation)**

Section 2, definition of *debenture*—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

93. Section 14A amended (Qualifying debt instruments)

Section 14A(4), definition of *wholly owned subsidiary*—

Repeal

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

Substitute

“Part 9 of the Companies Ordinance (of 2012) by section 356(3) of that Ordinance”.

94. Section 16 amended (Ascertainment of chargeable profits)

(1) Section 16(2E)(c)(ii)(C)—

Repeal

“in nominal value”.

(2) Section 16(2F)(c)(ii)(C)—

Repeal

“in nominal value”.

95. Section 88B amended (Notice of no objection in respect of an application to deregister a private company under section 291AA of Companies Ordinance)

(1) Section 88B, heading—

Repeal

“section 291AA of Companies Ordinance”

Substitute

“section 738 of the Companies Ordinance (of 2012)”.

(2) Section 88B(1)—

Repeal

“section 291AA of the Companies Ordinance (Cap. 32)”

Substitute

“section 738 of the Companies Ordinance (of 2012)”.

96. Schedule 16 amended (Specified transactions)

Schedule 16, definition of *securities*—

Repeal

“section 29 of the Companies Ordinance (Cap. 32)”

Substitute

“section 10 of the Companies Ordinance (of 2012)”.

Part 30

Amendment to Inland Revenue (Qualifying Debt Instruments) Order (Cap. 112 sub. leg. M)

97. Schedule amended

The Schedule, item 1—

Repeal

“in nominal value”.

Part 31

Amendment to Hospital Authority Ordinance (Cap. 113)

98. Section 19 amended (Governing body of prescribed

hospital specified in Schedule 2 may enter into agreement referred to in section 5(a), etc.)

Section 19(3)(b)—

Repeal

“, or memorandum, within the meaning of the Companies Ordinance (Cap. 32)”

Substitute

“of association”.

Part 32

Amendments to Stamp Duty Ordinance (Cap. 117)

99. Section 2 amended (Interpretation)

Section 2(1)—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012);”.

100. Section 4 amended (Charging of, liability for, and recovery of stamp duty)

(1) Section 4(7)—

Repeal

“Companies Ordinance (Cap. 32) to be delivered to the Registrar of Companies for registration in respect of any contract mentioned in subsection (1)(b) of that section”

Substitute

“relevant Ordinance, or by section 137(1) of the Companies Ordinance (of 2012), to be delivered to the Registrar of Companies for registration in

respect of any contract referred to in section 4(7A)(a) or (b), as the case may be.”.

(2) After section 4 (7)—

Add

“(7A) The contract referred to in subsection (7) is—

- (a) a contract mentioned in section 45(1)(b) of the relevant Ordinance; or
- (b) a contract mentioned in section 137(2)(d)(iii) of the Companies Ordinance (of 2012).”.

101. Section 19 amended (Contract notes, etc. in respect of sale and purchase of Hong Kong stock)

Section 19(16), definition of *relevant event*—

Repeal paragraph (a)

Substitute

- “(a) the exercise of any of the powers conferred by section 53(1)(a) to (d) of the relevant Ordinance;
- (ab) the exercise of any of the powers conferred by section 165(2)(a) to (e) and 169(1) of the Companies Ordinance (of 2012); or”.

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

Section 29CA(11)(b)(v)—

Repeal

“Companies Ordinance”

Substitute

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

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

Section 29DA(11)(b)(v)—

Repeal

“Companies Ordinance”

Substitute

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

104. Section 39 amended (Instruments generally exempted)

Section 39(g)—

Repeal

“Companies Ordinance”

Substitute

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

Part 33

Amendment to Audit Ordinance (Cap. 122)

105. Schedule 1 amended (Accounts and funds subject to audit by the Director)

Schedule 1, item 6—

Repeal

“Companies Ordinance”

Substitute

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

Part 34

Amendment to Land Registration Regulations (Cap. 128 sub. leg. A)

106. Regulation 9 amended (Size and form of instruments)

(1) Regulation 9(1)(b)(ii)(A)—

Repeal

“(Cap. 32);”

Substitute

“(of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012); or”.

(2) Regulation 9(1)(b)(ii)(B)—

Repeal

“that Ordinance”

Substitute

“sub-subparagraph (A)”.

Part 35

Amendments to Public Health and Municipal Services Ordinance (Cap. 132)

107. Section 2 amended (Interpretation)

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

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012)”.

108. Section 125 amended (General provisions as to licences, etc.)

Section 125(6)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012)”.

Part 36

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

109. Regulation 3 amended (Other forms to accompany applications)

Regulation 3(2)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

110. First Schedule amended

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

Add

“of Association (if any)”.

- (2) First Schedule, Form 7—

Repeal item 5

Substitute

“5. Issued capital.....”.

- (3) First Schedule, Chinese text, Form 7, item 13—

Repeal

“控股公司”

Substitute

“控權公司”.

Part 37

Amendments to Societies Ordinance (Cap. 151)

111. Schedule amended (Persons to which the Ordinance does not apply)

- (1) The Schedule, item (1)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (2) The Schedule, after item (1)—

Add

“(1A) Any company registered under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012).”.

Part 38

Amendments to Banking Ordinance (Cap. 155)

112. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *authorized institution incorporated in Hong Kong*—

Repeal

“(Cap. 32)”

Substitute

“(of 2012), a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012)”.

- (2) Section 2(1), definition of *capital base*, paragraph (a)(ii), after “share premium account”—

Add

“(if any)”.

- (3) Section 2(1), definition of *company*, paragraph (a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (4) Section 2(1), definition of *company*, after paragraph (a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012);”.

- (5) Section 2(1), definition of *deposit*, paragraph (b)(i)—

Repeal

“Companies Ordinance”

Substitute

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

- (6) Section 2(1)—

Repeal the definition of *holding company* and *subsidiary*

Substitute

“*holding company* (控權公司) and *subsidiary* (附屬公司) have the same meaning as in the Companies Ordinance (of 2012);”.

- (7) Section 2(1), definition of *share premium account*—

Repeal

everything after “(股份溢價帳)”

Substitute

“means the account to which the aggregate amount or value of the premiums on shares issued (whether for cash or otherwise) is transferred;”.

- (8) Section 2(1), definition of *The DTC Association*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of the incorporation”.

- (9) Section 2(15)(b)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous

Provisions) Ordinance”.

113. Section 3 amended (Application)

(1) Section 3(1)(c)—

Repeal

everything after “mortgage, or”

Substitute

“charge—

- (i) registered, or to be registered, under the Companies Ordinance (of 2012);
- (ii) registered, or to be registered, under a provision of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012), having a continuing effect under Schedule 10 to the Companies Ordinance (of 2012); or
- (iii) registered under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012);”.

(2) Section 3(5)—

Repeal

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

Substitute

“under—

- (a) the Companies Ordinance (of 2012); or

- (b) the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012),

is subject to the Companies Ordinance (of 2012) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), as well as to this Ordinance, except that, where there is any conflict between this Ordinance on the one hand and the Companies Ordinance (of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) on the other, this Ordinance prevails.”.

114. Section 16 amended (Grant or refusal of authorization, etc.)

- (1) Section 16(9)(b)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (2) Section 16(9)(b)(iii)—

Repeal

“section 129D(1) of the Companies Ordinance (Cap. 32)”

Substitute

“section 380 of the Companies Ordinance (of 2012)”.

115. Section 51A amended (Control of establishment, etc. of overseas banking corporations)

Section 51A(2), (3)(a) and (b), (4), (6) and (8), Chinese text—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

116. Section 53C amended (Powers of Manager)

(1) Section 53C(7)(a)(i)—

Repeal

“or the Companies Ordinance (Cap. 32)”

Substitute

“, the Companies Ordinance (of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

(2) Section 53C(7)(a)(ii)—

Repeal

“memorandum or” (wherever appearing).

117. Section 59 amended (Audit)

Section 59(1)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

118. Section 59A amended (Notification in respect of auditors)

(1) Section 59A(2)—

Repeal

“section 131 of the Companies Ordinance (Cap. 32)”

Substitute

“section 386, 387, 388 or 389 of the Companies Ordinance (of 2012)”.

- (2) Section 59A(2)(c)—

Repeal

“section 141 of the Companies Ordinance (Cap. 32)”

Substitute

“section 397 or 398 of the Companies Ordinance (of 2012)”.

119. Section 60 amended (Publication of audited balance sheet, etc.)

- (1) Section 60(3)(b)—

Repeal

“section 141 of the Companies Ordinance (Cap. 32)”

Substitute

“section 396 of the Companies Ordinance (of 2012)”.

- (2) Section 60(3)(c)—

Repeal

“in accordance with section 129D(1) of that Ordinance”

Substitute

“under Division 6 of Part 9 of that Ordinance”.

- (3) Section 60(5A), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

(4) Section 60(11)(a)—

Repeal

“section 141 of the Companies Ordinance (Cap. 32)”

Substitute

“section 396 of the Companies Ordinance (of 2012)”.

120. Section 63 amended (Returns and information to be submitted to the Monetary Authority)

Section 63(2A)(a) and (b) and (6), Chinese text—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

121. Section 63A amended (Auditor to report to Monetary Authority any matter which adversely affects financial position of authorized institution to material extent)

Section 63A(1)(b)—

Repeal

“section 131 of the Companies Ordinance (Cap. 32)”

Substitute

“section 386, 387, 388 or 389 of the Companies Ordinance (of 2012)”.

122. Section 63B amended (Auditors of registered institutions)

to submit report to Monetary Authority in certain cases)

Section 63B(a)(ii)—

Repeal

“section 131 of the Companies Ordinance (Cap. 32)”

Substitute

“section 386, 387, 388 or 389 of the Companies Ordinance (of 2012)”.

123. Section 64 amended (Information on shareholding, etc.)

Section 64(1)(a)—

Repeal

“share capital”

Substitute

“issued shares”.

124. Section 80 amended (Advance against security of own shares, etc.)

Section 80(2)(a) and (c), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

125. Section 81 amended (Limitations on advances by authorized institutions)

(1) Section 81(1)(b)(i) and (c), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

(2) Section 81(2)(b)—

Repeal

“(Cap. 32)) and other debt securities”

Substitute

“(of 2012))”.

(3) Section 81(4)(a), (b) and (c) and (4A)(a) and (c), Chinese text—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

126. Section 97 amended (Restrictions on use of name “bank”)

Section 97(6), Chinese text, definition of 稱謂, paragraphs (b) and (c)—

Repeal

“控股公司”

Substitute

“控權公司”.

127. Section 118 amended (Powers of the inspector and offences in connection with the investigation)

Section 118(2)(a), (b) and (c), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

128. Section 122 amended (Winding-up of authorized institutions)

Section 122(1), (2), (3), (4) and (5)—

Repeal

“Companies Ordinance” (wherever appearing)

Substitute

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

129. Section 131 amended (Recovery of fees, expenses, etc.)

Section 131(3)—

Repeal

“Companies Ordinance”

Substitute

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

130. Section 134 amended (Service of notices)

(1) Section 134(2)(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

(2) Section 134(3)—

Repeal

“section 356 of the Companies Ordinance (Cap. 32)”

Substitute

“section 815 of the Companies Ordinance (of 2012)”.

(3) Section 134(4)—

Repeal

everything after “generality of”

Substitute

“section 791 of the Companies Ordinance (of 2012), and accordingly, a variation, notice, resolution or determination referred to in that subsection may be served on an authorized representative (as defined by section 762(1) of that Ordinance) of the authorized institution concerned.”.

131. Section 134A amended (Monetary Authority to consult, etc., before attaching conditions to authorization)

Section 134A(1)(a)(iv), after “Companies Ordinance (Cap. 32)—

Add

“as in force at the time of the incorporation”.

132. Seventh Schedule amended (Minimum criteria for authorization)

(1) Seventh Schedule, paragraph 6(a), (b) and (c), after “share premium account”—

Add

“(if any)”.

(2) Seventh Schedule, paragraph 11(b)(iii)—

Repeal

“section 129D(1) of the Companies Ordinance (Cap. 32)”

Substitute

“section 380 of the Companies Ordinance (of 2012)”.

- (3) Seventh Schedule, Chinese text, paragraph 13(a)(i)(F) and (G) and (b)(ii)(B)—

Repeal

“控股公司”

Substitute

“控權公司”.

133. Eleventh Schedule amended (Minimum criteria for approval as money broker)

Eleventh Schedule, paragraph 5, after “share premium account”—

Add

“(if any)”.

Part 39

**Amendment to Banking Ordinance
(Deposit-taking Exemptions) (Consolidation)
Notice (Cap. 155 sub. leg. A)**

134. First Schedule amended (Persons exempt from section 12)

First Schedule, paragraph 2(2)—

Repeal

“issued and paid up share capital”

Substitute

“issued shares”.

Part 40

**Amendments to Banking (Capital) Rules
(Cap. 155 sub. leg. L)**

135. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *group of companies*—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (2) Section 2(1), Chinese text, definition of *母銀行*—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

- (3) Section 2(1), Chinese text, definition of *惠譽評級*, paragraph (a)(i)—

Repeal

“控股公司”

Substitute

“控權公司”.

- (4) Section 2(1), Chinese text, definition of *標準普爾評級服務*, paragraph (a)—

Repeal

“控股公司”

Substitute

“控權公司”.

- (5) Section 2(1), Chinese text, definition of **穆迪投資者服務**, paragraph (a)—

Repeal

“控股公司”

Substitute

“控權公司”.

136. Section 35 amended (Interpretation of Part 3)

- (1) Section 35, definition of *debentures*—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (2) Section 35, definition of *subsidiary undertaking*—

Repeal

“section 2B of the Companies Ordinance (Cap. 32) as read with the Twenty-third Schedule”

Substitute

“section 15 of the Companies Ordinance (of 2012) as read with Schedule 1”.

- (3) Section 35, Chinese text, definition of **連繫公司**, paragraph (a)—

Repeal

“控股公司”

Substitute

“控權公司”.

137. Section 38 amended (Core capital of authorized institution)

Section 38(c), after “share premium account”—

Add

“(if any)”.

138. Section 48 amended (Deductions from core capital and supplementary capital)

Section 48(2)(a), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

Part 41

**Amendments to Banking (Disclosure) Rules
(Cap. 155 sub. leg. M)**

139. Section 2 amended (Interpretation)

Section 2(1), Chinese text, definition of **金融企業**, paragraph (a)(iv)—

Repeal

“控股公司”

Substitute

“控權公司”。

140. Section 24 amended (Capital structure and adequacy)

Section 24(2)(a)(iii), after “share premium account”—

Add

“(if any)”。

141. Section 32 amended (Interpretation of Part 4)

(1) Section 32—

Renumber the section as section 32(1).

(2) Section 32(1), Chinese text, definition of **關聯者**, paragraph (d)—

Repeal

“控股公司”

Substitute

“控權公司”。

(3) Section 32(1)—

Repeal the definitions of *medium-term lease*, *long lease* and *short lease*.

(4) Section 32(1)—

Add in alphabetical order

“*lease* (租約) includes an agreement for a lease;”。

(5) After section 32(1)—

Add

“(2) In this Part, a lease is a long lease if—

(a) in relation to land in Hong Kong—

- (i) the portion of the term for which the lease was granted remaining unexpired at the end of the financial year is not less than 50 years; or
 - (ii) in the case of a renewable Government lease, the portion of the term for which the lease was granted remaining unexpired at the end of the financial year, when added to the term for which the lessee is entitled to renew the lease, amounts to a period of not less than 50 years from the end of that financial year; or
 - (b) in relation to land outside Hong Kong, the portion of the term for which the lease was granted remaining unexpired at the end of the financial year is not less than 50 years.
- (3) In this Part, a lease is a medium lease if—
 - (a) in relation to land in Hong Kong—
 - (i) the portion of the term for which the lease was granted remaining unexpired at the end of the financial year is less than 50 years but not less than 10 years; or
 - (ii) in the case of a renewable Government lease, the portion of the term for which the lease was granted remaining unexpired at the end of the financial year, when added to the term for which the lessee is entitled to renew the lease, amounts to a period of less than 50 years but not less than 10 years from the end of that financial year; or
 - (b) in relation to land outside Hong Kong, the portion of the term for which the lease was granted remaining unexpired at the end of the financial year is less than 50 years but not less than 10 years.

- (4) In this Part, a lease is a short lease if it is neither a long lease nor a medium lease.”.

142. Section 45 amended (Capital structure and adequacy)

Section 45(3)(a)(iii), after “share premium account”—

Add

“(if any)”.

143. Section 104 amended (Consolidated group level disclosures: general)

Section 104(b), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

Part 42

**Amendment to Legal Practitioners Ordinance
(Cap. 159)**

144. Section 2 amended (Interpretation)

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

Add

“as in force at the time”.

Part 43

Amendments to the Solicitors’ Practice Rules

(Cap. 159 sub. leg. H)

145. Rule 1A amended (Interpretation)

- (1) Rule 1A, definition of *associated parties*—

Repeal

““holding company” (控股公司) and “subsidiary” (附屬公司) have the same meanings as in the Companies Ordinance (Cap. 32);”

Substitute

“*holding company* (控權公司) and *subsidiary* (附屬公司) have the same meanings as in the Companies Ordinance (of 2012);”.

- (2) Rule 1A, Chinese text, definition of 有聯繫各方, paragraphs (a) and (b)—

Repeal

“控股公司”

Substitute

“控權公司”.

Part 44

**Amendments to Trainee Solicitors Rules
(Cap. 159 sub. leg. J)**

146. Rule 2 amended (Interpretation)

- (1) Rule 2, definition of *company*, paragraph (a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (2) Rule 2, definition of *company*, paragraph (b)—

Repeal

“company registered under Part XI of that Ordinance”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

Part 45

**Amendment to Solicitors (Professional Indemnity)
Rules (Cap. 159 sub. leg. M)**

147. Schedule 3 amended (Exclusions and conditions)

Schedule 3, paragraph 1(2)(c)(vi)—

Repeal

“section 2(4) of the Companies Ordinance (Cap. 32)”

Substitute

“section 14 of the Companies Ordinance (of 2012)”.

Part 46

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

148. Section 7 amended (Group practice management company)

- (1) Section 7(1)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“Companies Ordinance (of 2012), or under the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012)”.

- (2) Section 7(2)—

Repeal

“memorandum”

Substitute

“articles of association”.

149. Section 8 amended (Reporting to Society)

Section 8(1)(c)(i)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or the Companies Ordinance (Cap. 32) as in force at the time of the registration (as the case may be)”.

Part 47

**Amendments to Money Lenders Ordinance
(Cap. 163)**

150. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *company*, paragraph (a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (2) Section 2(1), definition of *company*, after paragraph (a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012);”.

- (3) Section 2(1), definition of *subsidiary*—

Repeal

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

Substitute

“has the meaning given by section 14 of the Companies Ordinance (of 2012) for the purposes of that Ordinance”.

151. Section 17 amended (Duty to notify changes of particulars)

Section 17(1)(b)(iii)—

Repeal

“therein held by any person whereby the nominal value of any such shares held by that person exceeds such proportion of the nominal value of the share capital thereof or of the issued shares of that class, as the case may be, as may be prescribed”

Substitute

“held by any person whereby the number of those shares exceeds the prescribed proportion of the number of issued shares or of the number of shares of that class(as the case may be)”.

152. Schedule 1 amended

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

Repeal subparagraph (a)

Substitute

- “(a) registered, or to be registered, under the Companies Ordinance (of 2012);
- (ab) registered, or to be registered, under a provision of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012), having a continuing effect under Schedule 10 to the Companies Ordinance (of 2012);
- (ac) registered under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012); or”.

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

Repeal

everything after “section 2(1)”

Substitute

“—

- (i) where the mortgage, charge, lien or encumbrance was created before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012), be able to be registered under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012) if the company were incorporated under that former Companies Ordinance; or
- (ii) where the mortgage, charge, lien or encumbrance is created on or after that commencement date, be able to be registered under the Companies Ordinance (of 2012) if the company were incorporated under that Ordinance.”.

- (3) Schedule 1, Chinese text, Part 2, paragraph 10(a)—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

- (4) Schedule 1, Part 2, paragraph 10(b)—

Repeal

“Section 2(7) and (8) of the Companies Ordinance (Cap. 32)”

Substitute

“Sections 12, 13 and 14 of the Companies Ordinance (of 2012)”.

- (5) Schedule 1, Part 2, paragraph 13—

Repeal

“Companies Ordinance”

Substitute

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

Part 48

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

153. Regulation 10 amended (Duty to notify Registrar of changes in share holdings)

- (1) Regulation 10(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (2) Regulation 10(b)—

Repeal

“nominal value of any such voting shares held by that person exceeds 10 per centum of the nominal value of the issued voting share capital”

Substitute

“number of any such voting shares held by that person exceeds 10% of the total number of issued voting shares”.

154. Schedule 2 amended (Licensing and Exemption Forms)

- (1) Schedule 2, Form 2, Note 7(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (2) Schedule 2, Form 2, after Note 7(a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012);”.

- (3) Schedule 2, Form 3, question 1(d)—

Repeal

“the date of compliance with Part XI of the Companies Ordinance (Cap. 32)”

Substitute

“as defined by section 2(1) of the Companies Ordinance (of 2012), the date of the certificate of registration issued in respect of the company under—

- (i) Part XI of the Companies Ordinance (Cap. 32) as in force at the time of the issue; or
- (ii) section 765 of the Companies Ordinance (of 2012)”.
(4) Schedule 2, Form 3, question 7(a), Table, entry relating to particulars of shareholdings, after “nominal value”—

Add

“(if any)”.

- (5) Schedule 2, Form 3, Note 7(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (6) Schedule 2, Form 3, after Note 7(a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012);”.

- (7) Schedule 2, Chinese text, Form 5, question 1(a)—

Repeal

“控股公司”

Substitute

“控權公司”。

- (8) Schedule 2, Form 5, Note 4(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”。

- (9) Schedule 2, Form 5, after Note 4 (a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012);”。

- (10) Schedule 2, Form 7, question 3(b), Table, entry relating to particulars of shareholdings, after “nominal value”—

Add

“(if any)”。

- (11) Schedule 2, Form 7, Note 6(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”。

- (12) Schedule 2, Form 7, after Note 6(a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012);”。

- (13) Schedule 2, Form 9, Note 3(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

(14) Schedule 2, Form 9, after Note 3(a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012);”.

(15) Schedule 2, Form 11, Note 5(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

(16) Schedule 2, Form 11, after Note 5(a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012);”.

Part 49

**Amendment to Prevention of Bribery Ordinance
(Cap. 201)**

155. Section 33A amended (Power of court to prohibit employment of convicted person)

Section 33A(1)(a)—

Repeal

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

Substitute

“as defined by section 14 of the Companies Ordinance (of 2012) for the purposes of that Ordinance”.

Part 50

Amendments to Theft Ordinance (Cap. 210)

156. Section 18 amended (Obtaining pecuniary advantage by deception)

Section 18(3), definition of *subsidiary*—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

157. Section 18D amended (Procuring entry in certain records by deception)

Section 18D(2), definition of *subsidiary*—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

Part 51

Amendment to Eastern Harbour Crossing Ordinance (Cap. 215)

158. Section 11 amended (Directors of the Road Company)

Section 11(2)—

Repeal

“(Cap. 32) or any other law, the memorandum or articles”

Substitute

“(of 2012), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or any other law, the memorandum of association (if any) or articles of association”.

Part 52

Amendments to Travel Agents Ordinance (Cap. 218)

159. Section 32A amended (Interpretation)

Section 32A(1), definition of *Travel Industry Council*, after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of the registration”.

160. Section 32K amended (Submission of estimates)

Section 32K(3)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

161. Section 32R amended (Transfer of assets and liabilities)

- (1) Section 32R(6), after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of that commencement”.

- (2) Section 32R(7)(a)—

Repeal

“section 291A(2) of the Companies Ordinance (Cap. 32) shall”

Substitute

“section 753(1) of the Companies Ordinance (of 2012) does”.

- (3) Section 32R(7)(b)—

Repeal

“section 291B of that Ordinance shall apply”

Substitute

“section 745 of the Companies Ordinance (of 2012) applies”.

Part 53

Amendment to Travel Industry Compensation Fund (Procedure for Ex gratia Payments) Rules (Cap. 218 sub. leg. F)

162. Section 2 amended (Interpretation)

Section 2, definition of *proof of debt*—

Repeal

“Companies Ordinance”

Substitute

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

Part 54

Amendment to Conveyancing and Property Ordinance (Cap. 219)

163. Section 4 amended (Legal estates to be disposed of etc. by deed)

Section 4(2)(b)—

Repeal

“Companies Ordinance”

Substitute

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

Part 55

Amendments to Public Bus Services Ordinance (Cap. 230)

164. Section 5 amended (Grant of franchises)

Section 5(1)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“Companies Ordinance (of 2012), or under the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012),”.

165. Section 9 amended (Chief Executive may appoint additional directors)

Section 9(1)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

166. Section 10 amended (Grantee not to alter memorandum or articles without Chief Executive’s approval)

Section 10, after “memorandum”—

Add

“of association (if any)”.

Part 56

Amendment to Police Force Ordinance (Cap. 232)

167. Section 67 amended (Power of Commissioner to require information from banks and deposit-taking companies)

Section 67(3)(b)—

Repeal

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

Substitute

“Part 16 of the Companies Ordinance (of 2012)”.

Part 57

Amendment to Chit-Fund Businesses (Prohibition) Ordinance (Cap. 262)

168. Section 6 amended (Prohibition on registration of chit-fund companies)

Section 6—

Repeal

“shall not be registered under the Companies Ordinance (Cap. 32) after the commencement of this Ordinance”

Substitute

“must not be registered under the Companies Ordinance (of 2012)”.

Part 58

Amendments to Education Ordinance (Cap. 279)

169. Section 3 amended (Interpretation)

Section 3(2)—

Repeal

“(Cap. 32) for the purposes of operating a school as stated in its memorandum of association”

Substitute

“(of 2012), or under the Companies Ordinance (Cap. 32) as in force at the time of the incorporation, for the purposes of operating a school as stated in its articles of association”.

170. Section 40BQ amended (Dissolution of school management company)

(1) Section 40BQ(2)—

Repeal

“section 291A(1) of the Companies Ordinance (Cap. 32)”

Substitute

“section 736 of the Companies Ordinance (of 2012)”.

(2) Section 40BQ(4)(a)—

Repeal

“memorandum and”.

(3) Section 40BQ(5)—

Repeal

“Sections 291A(2) and 292 of the Companies Ordinance (Cap. 32)”

Substitute

“Sections 740, 746 and 753(1) of the Companies Ordinance (of 2012)”.

171. Section 40CB amended (An aided IMC school may become a DSS school without IMC)

Section 40CB(2)(b)—

Repeal

“(Cap. 32) for the purposes of operating the school as stated in its memorandum of association”

Substitute

“(of 2012), or under the Companies Ordinance (Cap. 32) as in force at the time of the incorporation, for the purposes of operating the school as stated in its articles of association”.

172. Schedule 2 amended

Schedule 2, section 2(7)(b)(i)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or under the Companies Ordinance (Cap. 32) as in force at the time of the issue”.

Part 59

Amendments to Employees’ Compensation Ordinance (Cap. 282)

173. Section 38 amended (Interpretation)

(1) Section 38, definition of *company*—

Repeal

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

Substitute

“given by section 2(1) of the Companies Ordinance (of 2012)”.

(2) Section 38, English text, definition of *policy of insurance issued for the purposes of this Part*—

Repeal the full stop

Substitute a semicolon.

(3) Section 38—

Repeal the definition of *holding company, group of companies and subsidiary*.

(4) Section 38—

Add in alphabetical order

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

Ordinance (of 2012);

holding company (控權公司) has the meaning given by section 12 of the Companies Ordinance (of 2012) for the purposes of that Ordinance;

subsidiary (附屬公司) has the meaning given by section 14 of the Companies Ordinance (of 2012) for the purposes of that Ordinance.”.

174. Section 40 (Compulsory insurance against employer’s liability)

Section 40(1E)(c), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

175. Section 44B (Holding company responsible for liability of subsidiary in certain cases)

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

Repeal

“控股公司”

Substitute

“控權公司”.

(2) Section 44B(1), (2) and (3)(a) and (b), Chinese text—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

Part 60

Amendments to Employees' Compensation Regulations (Cap. 282 sub. leg. A)

176. Schedule amended

- (1) The Schedule, Chinese text, Form 2, section C—

Repeal

“控股公司”

Substitute

“控權公司”.

- (2) The Schedule, Chinese text, Form 2, section C—

Repeal

“控股公司”

Substitute

“控權公司”.

- (3) The Schedule, Form 2, Explanatory Notes, Note 3(b)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (4) The Schedule, Chinese text, Form 2, Explanatory Notes, Note 3—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

- (5) The Schedule, Chinese text, Form 2A, section C—

Repeal

“控股公司”

Substitute

“控權公司”.

- (6) The Schedule, Chinese text, Form 2A, section C—

Repeal

“控股公司”

Substitute

“控權公司”.

- (7) The Schedule, Form 2A, Explanatory Notes, Note 3(b)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (8) The Schedule, Chinese text, Form 2A, Explanatory Notes, Note 3—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

Part 61

Amendments to Mining (General) Regulations (Cap. 285 sub. leg. A)

177. First Schedule amended (Forms)

- (1) First Schedule, Form II, item 12, after
“memorandum”—

Add

“of association (if any)”.

- (2) First Schedule, Form II, item 12(c)—

Repeal

“nominal capital subscribed”

Substitute

“issued capital”.

Part 62

Amendment to Marine Fish (Marketing) By-laws (Cap. 291 sub. leg. B)

178. By-law 2 amended (Interpretation)

By-law 2, definition of *corporation*—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012)”.

Part 63

Amendment to Corporate Bodies Contracts Ordinance (Cap. 293)

179. Section 3 amended (Exclusion of companies under Companies Ordinance)

Section 3—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

Part 64

Amendments to Hong Kong Arts Centre Ordinance (Cap. 304)

180. Section 26 amended (Particulars to be delivered to the Registrar of Companies)

(1) Section 26(4)—

Repeal

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

(2) Section 26(5)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 65

Amendments to Business Registration Ordinance (Cap. 310)

181. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *company registration application*—

Repeal

“section 333 of the Companies Ordinance (Cap. 32)”

Substitute

“section 764 of the Companies Ordinance (of 2012)”.

- (2) Section 2(1)—

Repeal the definition of *incorporation application*

Substitute

“*incorporation submission* (成立法團遞呈) means a submission made for the purpose of forming a company under section 62 of the Companies Ordinance (of 2012);”.

- (3) Section 2(1), definition of *incorporation form*—

Repeal

“has the meaning given by section 14A(1) of the Companies Ordinance (Cap. 32)”

Substitute

“means the incorporation form referred to in section 62(1)(b)(i) of the Companies Ordinance (of

Substitute

“section 20(1) of the Companies Ordinance (of 2012)”.

(8) Section 2(1A)—

Repeal

“For the purposes of this Ordinance a company which is—

- (a) incorporated in Hong Kong under the Companies Ordinance (Cap. 32) or to which Part XI of the Companies Ordinance (Cap. 32) applies; and
- (b) not otherwise liable to be registered under this Ordinance,”

Substitute

“For the purposes of this Ordinance—

- (a) a company—
 - (i) that is incorporated in Hong Kong under the Companies Ordinance (of 2012) or was incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012); and
 - (ii) that is not otherwise liable to be registered under this Ordinance; or
- (b) a non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012) that is not otherwise liable to be registered under this Ordinance,”.

(9) Section 2(1C)(a)—

Repeal

“application”

Substitute

“submission”.

182. Section 4 amended (Official secrecy)

Section 4(3B)—

Repeal

“incorporation application”

Substitute

“incorporation submission”.

183. Section 5A amended (Simultaneous business registration applications of companies incorporated under Companies Ordinance)

(1) Section 5A(1)—

Repeal

“application is made, the applicant”

Substitute

“submission is made, the person who made the submission”.

(2) Section 5A(1)(b)—

Repeal

“applicant”

Substitute

“person”.

(3) Section 5A(2)—

Repeal

“applicant complies”

Substitute

“person complies”.

- (4) Section 5A(2)(b)—

Repeal

“applicant has”

Substitute

“person has”.

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

- (1) Section 7A(3)(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (2) After section 7A(3)(a)—

Add

“(ab) a company incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012);”.

- (3) Section 7A(3)—

Repeal paragraph (b)

Substitute

“(b) a non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012);

(c) a company incorporated outside Hong Kong that has established a place of business in Hong Kong, but has ceased to have any such place of business before the repeal of Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012).”.

(4) Section 7A(4)—

Repeal

“application”

Substitute

“submission”.

(5) Section 7A(4)—

Repeal

“applicant”

Substitute

“person who made the submission”.

185. Section 8 amended (Information to be furnished)

(1) Section 8(1A)—

Repeal

“incorporation application”

Substitute

“incorporation submission”.

(2) Section 8(1B)(b)—

Repeal

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

Substitute

“under Part 16 of the Companies Ordinance (of 2012)”.

(3) Section 8(2B)—

Repeal paragraphs (a) and (b)

Substitute

“(a) delivers a notice of a change of company name under section 102(2) of the Companies Ordinance (of 2012) or delivers a notice of a change of address of its registered office under section 649(3) of that Ordinance;

(b) delivers under section 766 of that Ordinance a return containing particulars required by that section;

(c) delivers a return under section 779(1) of that Ordinance for a change of its authorized representative or a change of the name and address of its authorized representative; or

(d) delivers a return under section 779(1) of that Ordinance for a change of the address of its principal place of business in Hong Kong.”.

(4) Section 8(2C)—

Repeal

“section 22AA of the Companies Ordinance (Cap. 32)”

Substitute

“section 105 of the Companies Ordinance (of 2012)”.

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

Section 9(6)—

Repeal

everything after “apply to”

Substitute

“—

- (a) any company which is incorporated in Hong Kong under—
 - (i) the Companies Ordinance (of 2012); or
 - (ii) a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012);
- (b) any non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012); or
- (c) any company incorporated outside Hong Kong that has established a place of business in Hong Kong, but has ceased to have any such place of business before the repeal of Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012).”.

187. Section 16 amended (Exemptions)

Section 16(1)(c), proviso—

Repeal

everything after “apply to”

Substitute

“—

- (a) any company which is incorporated in Hong Kong under—
 - (i) the Companies Ordinance (of 2012); or

- (ii) a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012);
- (b) any non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012); or
- (c) any company incorporated outside Hong Kong that has established a place of business in Hong Kong, but has ceased to have any such place of business before the repeal of Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012);”.

188. Schedule 1 amended

- (1) Schedule 1, section 2(a)(i)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012)”.

- (2) Schedule 1, section 2(b)(i)—

Repeal

“application”

Substitute

“submission”.

189. Schedule 2 amended

- (1) Schedule 2, section 3(a)(i)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012)”.

- (2) Schedule 2, section 3(b)(i)—

Repeal

“application”

Substitute

“submission”.

Part 66

Amendments to Business Registration Regulations (Cap. 310 sub. leg. A)

190. Regulation 3A amended (Business particulars in relation to simultaneous business registration applications)

- (1) Regulation 3A(3)(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (2) Regulation 3A(3)(b)(vi)—

Repeal

“section 333(2)(e) of the Companies Ordinance (Cap. 32)”

Substitute

“section 764(4)(c) of the Companies Ordinance (of 2012)”.

- (3) Regulation 3A(3)(b)(vii)—

Repeal

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

Substitute

“Part 16 of the Companies Ordinance (of 2012)”.

191. Regulation 4 amended (The register)

Regulation 4(1A)—

Repeal

“application, the Commissioner must assign an identifying number in relation to the application”

Substitute

“submission, the Commissioner must assign an identifying number in relation to the submission”.

192. Regulation 9 amended (Forms)

- (1) Regulation 9, Form 1(b), section A, Part A, item 2—

Repeal

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

Substitute

“a non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

- (2) Regulation 9, Form 1(b), Section A, Part A, item 2(d)—

Repeal

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

Substitute

“the certificate of registration issued under section 765 of the Companies Ordinance (of 2012)”.

- (3) Regulation 9, Form 1(b), Section A, Part A, item 3—

Repeal

“one to which Part XI of the Companies Ordinance (Cap. 32) does not apply”

Substitute

“not a non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

- (4) Regulation 9, Form 4, paragraph (a)—

Repeal

“incorporation application”

Substitute

“incorporation submission”.

Part 67

**Amendment to Census and Statistics (Quarterly Survey of Service Industries) Order
(Cap. 316 sub. leg. M)**

193. Section 1 amended (Interpretation)

Section 1, Chinese text, definition of ~~財務~~—

Repeal

“控股公司”

Substitute

“控權公司”.

Part 68

**Amendment to Federation of Hong Kong
Industries Ordinance (Cap. 321)**

194. Section 2 amended (Interpretation)

Section 2, definition of *corporation*—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

Part 69

**Amendments to Trade Unions Ordinance (Cap.
332)**

**195. Section 67 amended (Provisions of certain Ordinances not
to apply to trade unions or trade union federations)**

(1) Section 67—

Renumber the section as section 67(1).

(2) Section 67(1)—

Repeal

everything after “the following”

Substitute

“Ordinances do not apply to a trade union or a
trade union federation—

- (a) the Companies Ordinance (of 2012);
- (b) the Co-operative Societies Ordinance (Cap. 33);
- (c) the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).”.

(3) After section 67(1)—

Add

“(2) The registration of a trade union or a trade union federation under any of the following Ordinances is void and of no effect—

- (a) the Companies Ordinance (of 2012);
- (b) the Co-operative Societies Ordinance (Cap. 33).”.

196. Section 68 amended (Result of registration)

(1) Section 68(1)—

Repeal

“Companies Ordinance (Cap. 32) or the Co-operative Societies Ordinance (Cap. 33) and”

Substitute

“relevant Ordinance and”.

(2) Section 68(1)—

Repeal

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

Substitute

“relevant Ordinance”.

(3) After section 68(2)—

Add

“(3) For the purposes of this section—

relevant Ordinance (《有關條例》) means—

- (a) the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012);
- (b) the Co-operative Societies Ordinance (Cap. 33); or
- (c) the Companies Ordinance (of 2012).”.

Part 70

Amendment to District Court Ordinance (Cap. 336)

197. Section 68B amended (Sale of property in execution of judgment)

Section 68B(1)(a)—

Repeal

“section 29 of the Companies Ordinance (Cap. 32)”

Substitute

“section 10 of the Companies Ordinance (of 2012)”.

Part 71

Amendments to Building Management Ordinance (Cap. 344)

198. Section 33 amended (Winding up of corporations)

Section 33(1) and (2)—

Repeal

“Companies Ordinance”

Substitute

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

199. Section 34A amended (Winding-up petitions and orders to be noted in register and records)

Section 34A(3)—

Repeal

“subsection no action or proceeding under the Companies Ordinance”

Substitute

“subsection, no action or proceeding under the Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

Part 72

**Amendments to Hang Lung Bank (Acquisition)
Ordinance (Cap. 345)**

200. Section 2 amended (Interpretation)

Section 2, definition of *subsidiary*—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

201. Section 9 amended (Power to make regulations)

Section 9(2)—

Repeal

“(Cap. 32), the Banking Ordinance (Cap. 155) and the memorandum and”

Substitute

“(of 2012), Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), the Banking Ordinance (Cap. 155) and the”.

Part 73

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

202. Section 2 amended (Interpretation)

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

Repeal

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

Substitute

“section 2(1) of the Companies Ordinance (of 2012)”.

Part 74

Amendment to Exchanges (Special Levy) Rules (Cap. 351 sub. leg. A)

203. Rule 9 amended (Audit report)

Rule 9(1)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

Part 75

Amendment to Supplementary Medical Professions Ordinance (Cap. 359)

- 204. Section 20 amended (Companies may carry on professions by way of trade or business)**

Section 20(2)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or under the Companies Ordinance (Cap. 32) as in force at the time of the registration”.

Part 76

Amendment to Radiographers (Registration and Disciplinary Procedure) Regulation (Cap. 359 sub. leg. H)

- 205. Section 17 amended (Exemptions for companies)**

Section 17—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or under the Companies Ordinance (Cap. 32) as in force at the time of the registration”.

Part 77

Amendment to Employees Compensation Assistance Ordinance (Cap. 365)

206. Section 2 amended (Interpretation)

Section 2(1), Chinese text, definition of ~~僱主~~—

Repeal

“控股公司”

Substitute

“控權公司”.

Part 78

Amendments to Overseas Trust Bank (Acquisition) Ordinance (Cap. 379)

207. Section 2 amended (Interpretation)

Section 2, definition of *subsidiary*—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

208. Section 10 amended (Power to make regulations)

Section 10(2)—

Repeal

“(Cap. 32), the Banking Ordinance (Cap. 155) and the memorandum and”

Substitute

“(of 2012), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), the Banking Ordinance (Cap. 155) and the”.

Part 79

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

209. Section 2 amended (Interpretation)

- (1) Section 2, definition of *applicant*—

Repeal

“Companies Ordinance”

Substitute

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

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

Repeal

“Companies Ordinance”

Substitute

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

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

Repeal

“Companies Ordinance”

Substitute

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

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

Repeal

“Companies Ordinance”

Substitute

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

- (5) Section 2, definition of *severance payment*—

Repeal

“Companies Ordinance” (wherever appearing)

Substitute

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

- (6) Section 2, definition of *wages*—

Repeal

“Companies Ordinance” (wherever appearing)

Substitute

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

- (7) Section 2, definition of *wages in lieu of notice*—

Repeal

“Companies Ordinance” (wherever appearing)

Substitute

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

(8) Section 2, definition of *winding-up petition*—

Repeal

“Companies Ordinance”

Substitute

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

210. Section 24 amended (Subrogation)

Section 24(2)—

Repeal

“Companies Ordinance”

Substitute

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

211. Section 29 amended (Transitional)

Section 29(1)—

Repeal

“Companies Ordinance”

Substitute

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

Part 80

Amendments to Ocean Park Corporation

Ordinance (Cap. 388)

212. Section 2 amended (Interpretation)

Section 2, definition of *company*—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name Ocean Park Limited, under the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012);”.

213. Section 16 amended (Dissolution of the company)

- (1) Section 16(1), after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of that commencement”.

- (2) Section 16(2)(a)—

Repeal

“section 291A(2) of the Companies Ordinance (Cap. 32)”

Substitute

“section 753(1) of the Companies Ordinance (of 2012)”.

- (3) Section 16(2)(b)—

Repeal

“section 291B of the Companies Ordinance (Cap. 32)”

Substitute

“section 745 of the Companies Ordinance (of

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

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

Section 22(8)—

Repeal

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

Substitute

“as defined by section 14 of the Companies Ordinance (of 2012) for the purposes of that Ordinance”.

Part 83

Amendment to Tate’s Cairn Tunnel Ordinance (Cap. 393)

216. Section 8 amended (Directors and paid up share capital of the Company)

Section 8(2)—

Repeal

“(Cap. 32) or any other law, the memorandum or articles”

Substitute

“(of 2012), Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or any other law, the memorandum of association (if any) or articles of association”.

Part 84

Amendment to The Ombudsman Ordinance (Cap. 397)

217. Schedule 2 amended (Actions not subject to investigation)

Schedule 2, paragraph 9—

Repeal

“Repurchases”

Substitute

“Buy-backs”.

Part 85

Amendments to Drug Trafficking (Recovery of Proceeds) Ordinance (Cap. 405)

218. Section 7 amended (Definition of principal terms used)

Section 7(8)(b)—

Repeal

“Companies Ordinance”

Substitute

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

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

(1) Section 17(3)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

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

Repeal

“Companies Ordinance”

Substitute

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

220. Section 18 amended (Insolvency officers dealing with property subject to restraint order)

- (1) Section 18(1)—

Repeal

“Companies Ordinance”

Substitute

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

- (2) Section 18(3)(b)(ii)—

Repeal

“Companies Ordinance”

Substitute

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

Part 86

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

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

- (1) Schedule 2, section 17(3)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

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

Repeal

“Companies Ordinance”

Substitute

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

- (3) Schedule 2, section 18(1)—

Repeal

“Companies Ordinance”

Substitute

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

- (4) Schedule 2, section 18(3)(b)(ii)—

Repeal

“Companies Ordinance”

Substitute

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

**Amendment to Employees' Compensation
Insurance Levies Ordinance (Cap. 411)**

222. Section 16 amended (Protection of levy in the hands of the insurer)

Section 16—

Repeal

“Companies Ordinance”

Substitute

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

Part 88

**Amendment to Merchant Shipping (Prevention
and Control of Pollution) Ordinance (Cap. 413)**

223. Section 9 amended (Service of directions under section 6)

Section 9(1)—

Repeal

“section 338 or 356 of the Companies Ordinance (Cap. 32)”

Substitute

“section 791 or 815 of the Companies Ordinance (of 2012)”.

Part 89

**Amendment to Merchant Shipping (Liability
and Compensation for Oil Pollution) Ordinance
(Cap. 414)**

224. Section 23 amended (Contributions to the Fund)

Section 23(9), definition of *group of companies*—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

Part 90

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

225. Section 11 amended (Registrable ships)

Section 11(4)(c)—

Repeal

“non-Hong Kong company registered under Part XI of the Companies Ordinance (Cap. 32)”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

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

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

Add

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012) or under Part 16 of the Companies Ordinance (of 2012)”.

227. Section 21 amended (Evidence on first registration)

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

Add

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012) or under Part 16 of the Companies Ordinance (of 2012)”.

228. Section 55 amended (Notice of dissolution, etc. of body corporate owner or charterer)

(1) Section 55(1)(b)(ii)—

Repeal

“non-Hong Kong company registered under Part XI of the Companies Ordinance (Cap. 32)”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

(2) Section 55(1)—

Repeal

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

Substitute

“a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

Part 91

**Amendments to Hong Kong Academy of
Medicine Ordinance (Cap. 419)**

229. Section 2 amended (Interpretation)

Section 2, definition of *college*, paragraph (b)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

230. Section 6 amended (Recognition of Academy Colleges and Faculties)

Section 6(3)(b)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

231. Section 10 amended (The Council during the interim period)

Section 10(4)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

Part 92

**Amendment to Toys and Children’s Products
Safety Ordinance (Cap. 424)**

232. Section 34 amended (Service of notices)

Section 34(1)(b)(ii)—

Repeal

“(Cap. 32), it is left with, or sent by post to, the person resident in Hong Kong who is authorized to accept service of process and notices on its behalf for the purposes of Part XI”

Substitute

“(of 2012), it is left with, or sent by post to, its authorized representative as defined by section 762(1)”.

Part 93

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

233. Section 2 amended (Identification marking for toys)

Section 2(3)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012)”.

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

Section 3(3)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012)”.

Part 94

Amendments to Occupational Retirement Schemes Ordinance (Cap. 426)

235. Section 2 amended (Interpretation)

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

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (2) Section 2(1), definition of *director*, paragraph (c)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (3) Section 2(1)—

Repeal the definition of *holding company*

Substitute

“***holding company*** (控權公司) means, in relation to an employer—

- (a) (where the employer is a company) a company of which the employer is a subsidiary;
- (b) (where the employer is not a company but is a body of persons otherwise

incorporated or established in Hong Kong or elsewhere) any other body of persons appearing to the Registrar to be analogous to a company of which the employer would be a subsidiary were the employer a company as defined by section 2(1) of the Companies Ordinance (of 2012);”.

- (4) Section 2(1), definition of *subsidiary*, paragraph (a)—

Repeal

“, pursuant to section 2 of the Companies Ordinance (Cap. 32), is for the purposes of that Ordinance deemed to be a subsidiary of the employer”

Substitute

“is by virtue of section 14 of the Companies Ordinance (of 2012) a subsidiary of the employer for the purposes of that Ordinance”.

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

Repeal

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

Substitute

“by virtue of section 14 of the Companies Ordinance (of 2012) a subsidiary of the employer were the employer a company as defined by section 2(1) of that Ordinance”.

- (6) Section 2(1), Chinese text, definition of 有關連人士, paragraph (d)(ii)(B) and (C) and (iii)—

Repeal

“母公司”

Substitute

“控權公司”.

236. Section 67 amended (Special provisions for schemes covering groups of companies)

Section 67(1B) and (1C)(b), Chinese text—

Repeal

“母公司”

Substitute

“控權公司”.

237. Section 73 amended (Rules)

Section 73(1)(n)—

Repeal

“Companies Ordinance”

Substitute

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

238. Section 81 amended (Notices)

Section 81(1)(c)—

Repeal

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

Substitute

“as defined by section 2(1) of the Companies Ordinance (of 2012)”.

Part 95

Amendment to Companies Registry Trading

Fund (Cap. 430 sub. leg. B)

239. Schedule 1 amended (Services to be provided by the trading fund)

Schedule 1, section 1—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

Part 96

Amendment to Western Harbour Crossing Ordinance (Cap. 436)

240. Section 8 amended (Directors of the Company)

Section 8(2)—

Repeal

“(Cap. 32) or any other law, the memorandum or articles”

Substitute

“(of 2012), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or any other law, the memorandum of association (if any) or articles of association”.

Part 97

Amendment to Administrative Appeals Board Ordinance (Cap. 442)

241. Schedule amended

The Schedule—

Add

- “71. Companies Ordinance (of 2012)
- (a) A direction of the Registrar of Companies under section 104(1) to change a company name.
- (b) A decision of the Registrar of Companies to serve a notice under section 768(1)(b).”.

Part 98

**Amendments to The Legislative Council
Commission Ordinance (Cap. 443)**

242. Section 2 amended (Interpretation)

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

Add

“as in force at the time of the incorporation”.

243. Section 22 amended (Dissolution of company and transfer of property, etc.)

- (1) Section 22(1), after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of that commencement”.

- (2) Section 22(2)(a)—

Repeal

“section 291A(2) of the Companies Ordinance (Cap. 32)”

Substitute

“section 753(1) of the Companies Ordinance (of 2012)”.

(3) Section 22(2)(b)—

Repeal

“section 291B of that Ordinance”

Substitute

“section 745 of the Companies Ordinance (of 2012)”.

Part 99

Amendment to Amusement Rides (Safety) Ordinance (Cap. 449)

244. Section 2 amended (Interpretation)

Section 2, definition of *officer*—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

Part 100

Amendment to Minor Employment Claims Adjudication Board Ordinance (Cap. 453)

245. Section 5 amended (Jurisdiction of the Board)

Section 5(3)(b)—

Repeal

“Companies Ordinance”

Substitute

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

Part 101

Amendments to Organized and Serious Crimes Ordinance (Cap. 455)

246. Section 2 amended (Interpretation)

Section 2(1), definition of *insolvency officer*, paragraph (b)(ii)—

Repeal

“Companies Ordinance”

Substitute

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

247. Section 12 amended (Definition of principal terms used)

Section 12(8)(b)—

Repeal

“Companies Ordinance”

Substitute

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

248. Section 22 amended (Winding up of company holding realisable property)

(1) Section 22(3)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

(2) Section 22(5), definition of *company*—

Repeal

“Companies Ordinance”

Substitute

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

249. Section 23 amended (Insolvency officers dealing with property subject to restraint order)

Section 23(1)—

Repeal

“Companies Ordinance”

Substitute

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

Part 102

**Amendment to Consumer Goods Safety
Ordinance (Cap. 456)**

250. Section 35 amended (Service of notices)

Section 35(1)(b)(ii)—

Repeal

“(Cap. 32), it is left with, or sent by post to, the person resident in Hong Kong who is authorized to accept service of process and notices on its behalf for the purposes of Part XI”

Substitute

“(of 2012), it is left with, or sent by post to, its authorized representative as defined by section 762(1)”.

Part 103

Amendments to Security and Guarding Services Ordinance (Cap. 460)

251. Section 2 amended (Interpretation)

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

Repeal

“(Cap. 32); or”

Substitute

“(of 2012);”.

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

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012); or”.

Part 104

Amendment to Tai Lam Tunnel and Yuen Long Approach Road Ordinance (Cap. 474)

252. Section 8 amended (Directors of the Company)

Section 8(2)—

Repeal

“(Cap. 32) or any other law, the memorandum or articles”

Substitute

“(of 2012), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or any other law, the memorandum of association (if any) or articles of association”.

Part 105

Amendment to Merchant Shipping (Seafarers) Ordinance (Cap. 478)

253. Section 2 amended (Interpretation)

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

Repeal

“(Cap. 32) or to which Part XI of that Ordinance applies”

Substitute

“(of 2012), or a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012), or any non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

Part 106

Amendment to Sex Discrimination Ordinance (Cap. 480)

254. Schedule 7 amended (Transitional provisions)

Schedule 7, section 2(c)—

Repeal

“memorandum”

Substitute

“articles”.

Part 107

Amendments to Airport Authority Ordinance (Cap. 483)

255. Section 2 amended (Interpretation)

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

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

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

Repeal

“deemed to be a subsidiary of the Authority by virtue of section 2 of the Companies Ordinance (Cap. 32)”

Substitute

“a subsidiary of the Authority by virtue of section 14 of the Companies Ordinance (of 2012)”.

Part 108

Amendments to Mandatory Provident Fund Schemes Ordinance (Cap. 485)

256. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *company*, paragraph (a)(i)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

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

Repeal

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

Substitute

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

- (3) Section 2(1), definition of *subsidiary*—

Repeal

everything after “has the meaning”

Substitute

“given by section 14 of the Companies Ordinance (of 2012) for the purposes of that Ordinance;”.

257. Section 19H amended (Part IIIA prevails over any instruments applicable to registered schemes)

Section 19H(2), definition of *specified instrument*, paragraph

(c)—

Repeal

everything after “articles”

Substitute

“within the meaning of the Companies Ordinance (of 2012).”.

258. Section 42 amended (Authority may disclose certain information despite section 41)

Section 42(1)(d)—

Repeal

“Companies Ordinance”

Substitute

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

259. Section 47C amended (Service of summons)

Section 47C—

Repeal

“section 338 or 356 of the Companies Ordinance (Cap. 32)”

Substitute

“section 791 or 815 of the Companies Ordinance (of 2012).”.

Part 109

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

260. Section 10 amended (What are assets held in Hong Kong for the purposes of this Regulation?)

Section 10(g)—

Repeal

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

Substitute

“as defined by section 2(1) of the Companies Ordinance (of 2012)”.

261. Section 17 amended (Eligibility requirements for company incorporated outside Hong Kong)

Section 17(1)(a)—

Repeal

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

Substitute

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

262. Section 46 amended (Independence of investment manager)

Section 46(2)(b), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

263. Section 109 amended (Approved trustee to lodge trustee’s return with Authority)

Section 109(7)(a)—

Repeal

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

Substitute

“a copy of the financial statements, or the balance sheet and profit and loss account, of the company relating to the immediately preceding financial year of the company, together with a copy of the auditor’s report on the documents and a copy of the directors’ report for that year, all of which must be prepared in accordance with Part 9 of the Companies Ordinance (of 2012) or Part IV of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012), as the case may be;”.

Part 110

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

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

Section 17(3)(c)—

Repeal

everything after “articles”

Substitute

“of association; or”.

Part 111

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

(Cap. 493)

265. Section 38 amended (Notices)

(1) Section 38(1)(c)—

Repeal

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

Substitute

“as defined by section 2(1) of the Companies Ordinance (of 2012)”.

(2) Section 38(3)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

Part 112

**Amendment to Environmental Impact
Assessment Ordinance (Cap. 499)**

266. Schedule 1 amended (Interpretation)

Schedule 1, Chinese text, definition of *相聯繫的人*, paragraph (m)(ii)—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

Part 113

Amendments to The Hong Kong Institute of Housing Ordinance (Cap. 507)

267. Section 6 amended (Vesting of property)

Section 6, after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of the incorporation”.

268. Section 11 amended (Particulars to be delivered to the Registrar of Companies)

(1) Section 11(5)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32) of the inspection of a document under section 305”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012) for the inspection of a document under section 43 of that Ordinance”.

(2) Section 11(6)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 114

Amendments to Estate Agents Ordinance (Cap. 511)

269. Section 2 amended (Interpretation)

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

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

(2) Section 2(1), definition of *group of companies*—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

270. Section 14 amended (Registered address)

Section 14(4)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

Part 115

Amendment to Patents (General) Rules (Cap. 514 sub. leg. C)

271. Section 85 amended (Agents)

Section 85(7)(d)—

Repeal

“Companies Ordinance”

Substitute

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

Part 116

**Amendment to Registered Designs Rules
(Cap. 522 sub. leg. A)**

272. Section 67 amended (Recognition of agents)

Section 67(6)(d)—

Repeal

“Companies Ordinance”

Substitute

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

Part 117

**Amendments to Mutual Legal Assistance in
Criminal Matters Ordinance (Cap. 525)**

**273. Schedule 2 amended (Enforcement, etc. of External
Confiscation Orders)**

(1) Schedule 2, section 13(3)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

- (2) Schedule 2, section 13(6), definition of *company*—

Repeal

“Companies Ordinance”

Substitute

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

- (3) Schedule 2, section 14(1)—

Repeal

“Companies Ordinance”

Substitute

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

- (4) Schedule 2, section 14(3)(b)(ii)—

Repeal

“Companies Ordinance”

Substitute

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

Part 118

Amendment to Copyright Ordinance (Cap. 528)

- 274. Section 145 amended (Licensing schemes and licensing bodies)**

Section 145(3)—

Repeal

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

Substitute

“given by section 2(1) of the Companies Ordinance (of 2012)”.

Part 119

Amendment to Merchant Shipping (Local Vessels) Ordinance (Cap. 548)

275. Section 12 amended (Ownership of local vessel)

Section 12(1)(b)—

Repeal

“non-Hong Kong company within the meaning of the Companies Ordinance (Cap. 32)”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

Part 120

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

276. Section 2 amended (Interpretation)

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

Repeal paragraphs (b) and (c)

Substitute

- “(b) in relation to a company as defined by section 2(1) of the Companies Ordinance (of 2012), the certificate of incorporation issued in respect of the company under the Ordinance under which the company was formed and registered; or
- (c) in relation to a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012), the certificate of registration issued in respect of the company under the Ordinance under which the company was registered as a registered non-Hong Kong company;”.

277. Section 24 amended (Certificate of ownership and other documents ceasing to have effect on death or dissolution of owner, etc.)

Section 24(b)—

Repeal

“non-Hong Kong company within the meaning of the Companies Ordinance (Cap. 32)”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

278. Section 25 amended (Notice of death or dissolution of owner, etc.)

Section 25(2)—

Repeal

“non-Hong Kong company within the meaning of the Companies Ordinance (Cap. 32)”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of

2012)”.

Part 121

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

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

Section 51(5)—

Repeal paragraphs (b) and (c)

Substitute

- “(b) in relation to a company as defined by section 2(1) of the Companies Ordinance (of 2012), the certificate of incorporation issued in respect of the company under the Ordinance under which the company was formed and registered; or
- (c) in relation to a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012), the certificate of registration issued in respect of the company under the Ordinance under which the company was registered as a registered non-Hong Kong company.”.

Part 122

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

280. Section 4 amended (Appointment of agent)

Section 4(4)—

Repeal paragraphs (b) and (c)

Substitute

- “(b) in relation to a company as defined by section 2(1) of the Companies Ordinance (of 2012), the certificate of incorporation issued in respect of the company under the Ordinance under which the company was formed and registered; or
- (c) in relation to a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012), the certificate of registration issued in respect of the company under the Ordinance under which the company was registered as a registered non-Hong Kong company.”.

Part 123

Amendments to Mass Transit Railway Ordinance (Cap. 556)

281. Long title amended

Long title, paragraph (a), after “Companies Ordinance (Cap. 32)” —

Add

“as in force at the time of the incorporation”.

282. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *MTR Corporation Limited* —

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

- (2) Section 2(1) —

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012);”.

283. Section 8 amended (Chief Executive may appoint additional directors)

Section 8(5)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

284. Section 36 amended (Interpretation)

Section 36(3)(a)—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name “MTR Corporation Limited” in English and “地鐵有限公司” in Chinese, under the relevant Ordinance; and”.

285. Section 42 amended (Share capital)

Section 42—

Repeal subsection (3).

286. Section 43 amended (Accounts)

(1) Section 43, heading—

Repeal

“Accounts”

Substitute

“Financial statements”.

(2) Section 43(1)—

Repeal

“accounts prepared by the Corporation for the purposes of the Companies Ordinance (Cap. 32)”

Substitute

“financial statements prepared by the Corporation for the purposes of the Companies Ordinance (of 2012)”.

(3) Section 43(4)—

Repeal

“accounts of the Corporation prepared for the purposes of the Companies Ordinance (Cap. 32)”

Substitute

“financial statements of the Corporation prepared for the purposes of the Companies Ordinance (of 2012)”.

(4) Section 43—

Repeal subsection (5).

287. Section 44 substituted

Section 44—

Repeal the section

Substitute

“44. Distribution of dividend

(1) For the purpose of a relevant distribution that

is made by the Corporation during the financial year of the Corporation which includes the appointed day or at any time before any accounts are laid or filed in respect of that year—

- (a) sections 79F to 79L of the relevant Ordinance have effect as if—
 - (i) any reference in those sections to the company's accounts were a reference to the accounts of MTRC; and
 - (ii) any reference in those sections to the company's last annual accounts or to the initial accounts of the company were a reference to the accounts of MTRC prepared in accordance with section 16 of the repealed Ordinance in respect of the last complete financial year of MTRC;
- (b) the accounts of MTRC mentioned in paragraph (a)(ii) are regarded as satisfying the requirements of sections 79G and 79I of the relevant Ordinance.

(2) In this section—

relevant distribution (有關分發) means any distribution to which Part IIA of the relevant Ordinance applied.”.

288. Section 59 amended (Securities of Corporation as authorized investment)

(1) Section 59(2)(b)—

Repeal

“beneficially owns more than half in nominal value of the issued share capital”

Substitute

“controls more than half of the voting power”.

- (2) Section 59(3)(a)—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name “MTR Corporation Limited” in English and “地鐵有限公司” in Chinese, under the relevant Ordinance; and”.

289. Section 66 amended (Change of Chinese name)

- (1) Section 66—

Repeal subsection (5)

Substitute

“(5) The change of the Chinese name of the Corporation under subsection (1) has effect despite section 22(1) of the relevant Ordinance.”.

- (2) Section 66(6)—

Repeal

“section 22 of the Companies Ordinance (Cap. 32)”

Substitute

“sections 102, 103 and 104 of the Companies Ordinance (of 2012)”.

- (3) Section 66(7)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

Part 124

Amendment to Mass Transit Railway (Transport Interchange) Bylaw (Cap. 556 sub. leg. D)

290. Section 1 amended (Interpretation)

Section 1(2)(a)—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name “MTR Corporation Limited” in English and “地鐵有限公司” in Chinese, under the relevant Ordinance; and”.

Part 125

Amendment to Trade Marks Rules (Cap. 559 sub. leg. A)

291. Rule 104 amended (Registrar may refuse to deal with certain agents)

Rule 104(d)—

Repeal

“Companies Ordinance”

Substitute

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

Part 126

**Amendments to Broadcasting Ordinance
(Cap. 562)**

292. Section 2 amended (Interpretation)

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

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

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

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

293. Section 8 amended (To whom licence may be granted)

Section 8(4)(c)—

Repeal

“memorandum and”.

294. Schedule 1 amended (Disqualification for holding domestic free or pay television programme service licences and restriction on voting control of voting controllers)

(1) Schedule 1, section 1(1), definition of *licensee’s register*—

Repeal

“section 95 of the Companies Ordinance (Cap. 32)”

Substitute

“section 617 of the Companies Ordinance (of 2012)”.

- (2) Schedule 1, section 1(9)—

Repeal

“a company under section 2(4) and (6) of the Companies Ordinance (Cap. 32)”

Substitute

“another body corporate under section 14 of the Companies Ordinance (of 2012)”.

- (3) Schedule 1, section 15—

Repeal subsection (2).

- (4) Schedule 1, section 19(1)—

Repeal

“memorandum or”.

- (5) Schedule 1, section 19(2)—

Repeal

“memorandum or”.

- (6) Schedule 1, section 20(2)—

Repeal

“memorandum or”.

- (7) Schedule 1, section 29—

Repeal subsection (2).

295. Schedule 4 amended (Domestic free television programme service supplementary provisions)

- Schedule 4, section 7—

Repeal

“Companies Ordinance”

Substitute

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

Part 127

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

296. Section 2 amended (Interpretation)

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

Repeal

everything after “incorporated”

Substitute

“, and registered by the name “Provisional Hong Kong Science Park Company Limited”, under the relevant Ordinance;”.

(2) Section 2—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012);”.

297. Section 8 amended (Powers of Corporation)

Section 8(2)(q)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

298. Section 36 amended (Dissolution of PHKSPCL)

(1) Section 36(1)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

(2) Section 36(2)(a)—

Repeal

“section 291A(2) of the Companies Ordinance (Cap. 32)”

Substitute

“section 753(1) of the Companies Ordinance (of 2012)”.

(3) Section 36(2)(b)—

Repeal

“section 291B of that Ordinance”

Substitute

“section 745 of the Companies Ordinance (of 2012)”.

Part 128

Amendment to Chief Executive Election

Ordinance (Cap. 569)

299. Schedule amended

The Schedule, section 2, Table 5, item 8(4)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012), or a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012),”.

Part 129

Amendments to Securities and Futures Ordinance (Cap. 571)

300. Section 18 amended (Interpretation of Part III)

Section 18(4)(b)—

Repeal

“Companies Ordinance”

Substitute

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

301. Section 25 amended (Transfer and resumption of functions of Commission)

(1) Section 25(2)(b)—

Repeal

“and”.

(2) Section 25(2)—

Repeal paragraph (c)

Substitute

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

(d) Part 5 of the Companies Ordinance (of 2012).”.

302. Section 46 amended (Supplementary provisions as to default proceedings)

Section 46(3)—

Repeal

“and sections 166, 181, 183, 186 and 254 of the Companies Ordinance (Cap. 32)”

Substitute

“, sections 181, 183, 186 and 254 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) and sections 661 and 664 of the Companies Ordinance (of 2012)”.

303. Section 48 amended (Net sum payable on completion of default proceedings)

(1) Section 48(2)—

Repeal

“of the Companies Ordinance”

Substitute

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

(2) Section 48(2)(b)—

Repeal

“Companies Ordinance”

Substitute

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

304. Section 49 amended (Disclaimer of property, rescission of contracts, etc.)

(1) Section 49(1)—

Repeal

“Companies Ordinance”

Substitute

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

(2) Section 49(2)—

Repeal

“Companies Ordinance”

Substitute

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

305. Section 50 amended (Adjustment of prior transactions)

Section 50(1)(b)—

Repeal

“Companies Ordinance”

Substitute

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

306. Section 51 amended (Right of relevant office-holder to recover certain amounts arising from certain

transactions)

Section 51(3), definition of *prescribed event*, paragraphs (b) and (c)—

Repeal

“Companies Ordinance”

Substitute

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

307. Section 56 amended (Property deposited with recognized clearing house)

Section 56(3)—

Repeal

“section 100 of the Companies Ordinance (Cap. 32)”

Substitute

“section 624 of the Companies Ordinance (of 2012)”.

308. Section 68 amended (Transfer and resumption of function of the Commission)

(1) Section 68(2)(b)—

Repeal

“and”.

(2) Section 68(2)—

Repeal paragraph (c)

Substitute

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

(d) Part 5 of the Companies Ordinance (of 2012).”.

309. Section 77 amended (Financial Secretary may appoint not more than 8 persons to board of directors of HKEC)

Section 77(5)—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name Hong Kong Exchanges and Clearing Limited, under the relevant Ordinance.”.

310. Section 88 amended (Financial statements of a recognized investor compensation company)

Section 88(2)(d)—

Repeal

“section 129B of the Companies Ordinance (Cap. 32)”

Substitute

“section 379 of the Companies Ordinance (of 2012)”.

311. Section 94 amended (Application of Companies Ordinance)

(1) Section 94, heading—

Repeal

“Companies Ordinance”

Substitute

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

(2) Section 94—

Repeal

“Companies Ordinance”

Substitute

“Companies Ordinance (of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

312. Section 103 amended (Offence to issue advertisements, invitations or documents relating to investments in certain cases)

(1) Section 103(2)(ga)—

Repeal

“Companies Ordinance”

Substitute

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

(2) Section 103(3)(a)(i)—

Repeal

“Companies Ordinance”

Substitute

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

(3) Section 103(3)(a)(iii)—

Repeal

“the Companies Ordinance (Cap. 32)”

Substitute

“that Ordinance”.

- (4) Section 103(3)(b)(i) and (c)(i)—

Repeal

“Companies Ordinance”

Substitute

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

- (5) Section 103(12), definition of *registered company*—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or the relevant Ordinance”.

313. Section 108 amended (Civil liability for inducing others to invest money in certain cases)

Section 108(4)—

Repeal

“Companies Ordinance”

Substitute

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

314. Section 116 amended (Corporations to be licensed for carrying on regulated activities)

- (1) Section 116(2)(a)—

Repeal subparagraph (ii)

Substitute

“(ii) a registered non-Hong Kong company as defined by section 2(1) of the Companies

Ordinance (of 2012); or”.

(2) Section 116(2)(a)(iii)(C)—

Repeal

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

Substitute

“Part 16 of the Companies Ordinance (of 2012)”.

315. Section 153 amended (Auditor to be appointed by licensed corporations and associated entities of intermediaries)

Section 153(4)(b) and (7)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

316. Section 155 amended (Notification of end of financial year by licensed corporations and associated entities of intermediaries, etc.)

Section 155(5)—

Repeal

“section 122 of the Companies Ordinance (Cap. 32)”

Substitute

“section 420 of the Companies Ordinance (of 2012)”.

317. Section 156 amended (Audited accounts, etc. to be submitted by licensed corporations and associated entities of intermediaries)

Section 156(3)(d)—

Repeal

“section 129B of the Companies Ordinance (Cap. 32)”

Substitute

“section 379 of the Companies Ordinance (of 2012)”.

318. Section 175 amended (Requirements for offers by intermediaries or representatives for Type 1, Type 4 or Type 6 regulated activity)

Section 175(5)(a)(iii) and (aa)(i)—

Repeal

“Companies Ordinance”

Substitute

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

319. Section 181 amended (Information relating to transactions)

Section 181(1)(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

320. Section 193 amended (Interpretation of Part IX)

(1) Section 193(1), English text, definition of *misconduct*—

Repeal

“accordingly;”

Substitute

“accordingly.”.

(2) Section 193(1)—

Repeal the definition of *register of companies*.

(3) Section 193(1)—

Add in alphabetical order

“***Companies Register*** (公司登記冊) has the meaning given by section 2(1) of the Companies Ordinance (of 2012);”.

321. Section 195 amended (Other circumstances for disciplinary actions in respect of licensed persons, etc.)

Section 195(3)(b), English text—

Repeal

“register of companies”

Substitute

“Companies Register”.

322. Section 197 amended (Other circumstances for disciplinary action in respect of registered institutions, etc.)

Section 197(3)(b), English text—

Repeal

“register of companies”

Substitute

“Companies Register”.

323. Section 212 amended (Winding-up orders and bankruptcy orders)

Section 212(1)(a)—

Repeal

“Companies Ordinance”

Substitute

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

324. Section 214 amended (Remedies in cases of unfair prejudice, etc. to interests of members of listed corporations, etc.)

(1) Section 214(5)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“Companies Ordinance (of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

(2) Section 214(6)—

Repeal

“Companies Ordinance (Cap. 32) applies”

Substitute

“Companies Ordinance (of 2012) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) apply”.

325. Section 247 amended (Connected with a corporation (insider dealing))

Section 247(3)—

Repeal

“the relevant share capital of the corporation, the nominal value of which is equal to or more than 5% of the nominal value of the relevant share capital of the corporation”

Substitute

“5% or more of the total number of shares comprised in the relevant share capital of the corporation”.

326. Section 287 amended (Connected with a corporation (insider dealing offence))

Section 287(3)—

Repeal

“the relevant share capital of the corporation, the nominal value of which is equal to or more than 5% of the nominal value of the relevant share capital of the corporation”

Substitute

“5% or more of the total number of shares comprised in the relevant share capital of the corporation”.

327. Section 308 amended (Interpretation of Part XV)

Section 308(1), Chinese text, definition of 相聯法團, paragraph (a)—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

328. Section 313 amended (Circumstances in which duty of disclosure arises)

Section 313(10), (11), (12) and (13)(v), Chinese text—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

329. Section 327 amended (Duty to publish and notify Monetary Authority of information given under Division 4)

Section 327(2), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

330. Section 330 amended (Duty to notify relevant exchange company, Commission and Monetary Authority of information given under section 329)

Section 330(3), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

331. Section 332 amended (Listed corporation to report to members)

Section 332—

Repeal subsection (5).

332. Section 333 amended (Duty to deliver report prepared under section 332 to relevant exchange company,

Commission and Monetary Authority)

Section 333(3), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

333. Section 336 amended (Register of interests in shares and short positions)

(1) Section 336(9)—

Repeal

“Companies Ordinance”

Substitute

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

(2) Section 336(10)(b)—

Repeal

“, subject to subsection (11),”.

(3) Section 336—

Repeal subsection (11).

(4) Section 336(15)—

Repeal

“Companies Ordinance”

Substitute

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

334. Section 341 amended (Duty of disclosure by director and chief executive)

Section 341(4)—

Repeal

“for the purposes of section 124 of the Companies Ordinance (Cap. 32)”.

335. Section 350 amended (Duty to publish and notify Monetary Authority of information given under Division 9)

Section 350(2), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

336. Section 352 amended (Register of directors’ and chief executives’ interests and short positions)

(1) Section 352(10)—

Repeal

“Companies Ordinance”

Substitute

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

(2) Section 352(11)(b)—

Repeal

“, subject to subsection (12),”.

(3) Section 352—

Repeal subsection (12).

(4) Section 352(17)—

Repeal

“Companies Ordinance”

Substitute

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

337. Section 356 amended (Power to investigate ownership of listed corporation)

Section 356(3)—

Repeal

“section 142(1) of the Companies Ordinance (Cap. 32)”

Substitute

“section 828(2) of the Companies Ordinance (of 2012)”.

338. Section 366 amended (Power of Court of First Instance to impose restrictions on shares, etc. in case of failure to provide information required by listed corporation)

Section 366(3)—

Repeal

“memorandum or articles”

Substitute

“constitution”.

339. Section 367 amended (Power of Financial Secretary to impose restrictions on shares, etc. in case of conviction of offences for non-compliance of notification requirements)

Section 367(3)—

Repeal

“memorandum or articles”

Substitute

“constitution”.

340. Section 378 amended (Preservation of secrecy, etc.)

Section 378(3)(b)—

Repeal

“Companies Ordinance”

Substitute

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

341. Section 379 amended (Avoidance of conflict of interests)

Section 379(2)(b)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or the relevant Ordinance”.

342. Section 381 amended (Immunity in respect of communication with Commission by auditors of listed corporations, etc.)

Section 381(5), definition of *auditor*, paragraph (b)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

343. Section 391 amended (Civil liability for false or misleading public communications concerning securities and futures contracts)

Section 391(9)—

Repeal

“Companies Ordinance”

Substitute

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

344. Section 395 amended (Rules by Chief Executive in Council for payment of fees)

Section 395(1)(a)(ii)—

Repeal

“repurchases”

Substitute

“buy-backs”.

345. Section 399 amended (Codes or guidelines by Commission)

Section 399(2)(b)—

Repeal

“repurchases”

Substitute

“buy-backs”.

346. Section 400 amended (Service of notices, etc.)

(1) Section 400—

Renumber the section as section 400(1).

(2) Section 400(1)(b)(ii)—

Repeal

“registered office of the company within the meaning of the Companies Ordinance (Cap. 32)”

Substitute

“company’s registered office in Hong Kong”.

(3) Section 400(1)(c)—

Repeal

“non-Hong Kong company”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

(4) Section 400(1)(c)(i)—

Repeal

everything after “sent by post to,”

Substitute

“the authorized representative at the representative’s address as shown in the Companies Register;”.

(5) Section 400(1)(e)—

Repeal

“or a non-Hong Kong company”

Substitute

“, a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

(6) After section 400(1)—

Add

“(2) In this section—

authorized representative (獲授權代表) means an authorized representative as defined by section 762(1) of the Companies Ordinance (of 2012);

Companies Register (公司登記冊) has the meaning given by section 2(1) of the Companies Ordinance (of 2012).”.

347. Section 407 amended (Savings, transitional, consequential and related provisions, etc.)

After section 407(4)—

Add

“(5) Part 5 of Schedule 10 provides for the savings and transitional arrangements that apply on, or relate to, the commencement of section 75 of Schedule 10 to the Companies Ordinance (of 2012).”.

348. Schedule 1 amended (Interpretation and general provisions)

(1) Schedule 1, Part 1, section 1, definition of *associated entity*—

Repeal

“non-Hong Kong company complying with the provisions of Part XI of the Companies Ordinance (Cap. 32) relating to the registration of documents”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of

2012)”.

- (2) Schedule 1, Part 1, section 1, definition of *company*—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (3) Schedule 1, Part 1, section 1, definition of *constitution*, paragraph (a)—

Repeal

“memorandum and articles”

Substitute

“articles of association”.

- (4) Schedule 1, Part 1, section 1, definition of *Futures Exchange Company*—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name Hong Kong Futures Exchange Limited, under the relevant Ordinance;”.

- (5) Schedule 1, Part 1, section 1—

Repeal the definition of *holding company*

Substitute

“*holding company* (控權公司) means, in relation to a corporation, any other corporation of which it is a subsidiary;”.

- (6) Schedule 1, Part 1, section 1, definition of *non-Hong Kong company*—

Repeal

“assigned to it by section 332 of the Companies Ordinance (Cap. 32)”

Substitute

“given by section 2(1) of the Companies Ordinance (of 2012)”.

- (7) Schedule 1, Part 1, section 1, definition of *prospectus*—

Repeal

“Companies Ordinance”

Substitute

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

- (8) Schedule 1, Part 1, section 1, definition of *Registrar of Companies*—

Repeal

“section 303 of the Companies Ordinance (Cap. 32)”

Substitute

“section 20(1) of the Companies Ordinance (of 2012)”.

- (9) Schedule 1, Part 1, section 1, definition of *relevant provisions*, paragraph (b)—

Repeal

everything after “Parts II and XII of the”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), so far as those Parts relate, directly or indirectly, to the performance of functions relating to prospectuses, whether or not such functions have been made the subject of a transfer order under section 25 or 68 of this Ordinance;”.

- (10) Schedule 1, Part 1, section 1, definition of *relevant provisions*, after paragraph (b)—

Add

“(ba) Part 5 of the Companies Ordinance (of 2012), so far as that Part relates, directly or indirectly, to the performance of functions relating to—

- (i) the buy-back by a corporation of its own shares; or
- (ii) a corporation giving financial assistance for the acquisition of its own shares,

whether or not such functions have been made the subject of a transfer order under section 25 or 68 of this Ordinance;”.

- (11) Schedule 1, Part 1, section 1, definition of *relevant provisions*, paragraph (c)—

Repeal

“Companies Ordinance”

Substitute

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

- (12) Schedule 1, Part 1, section 1, definition of *securities*, paragraph (i)—

Repeal

“section 29 of the Companies Ordinance (Cap. 32)”

Substitute

“section 10 of the Companies Ordinance (of 2012)”.

- (13) Schedule 1, Part 1, section 1, definition of *Stock Exchange Company*—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name The Stock Exchange of Hong Kong Limited, under the relevant Ordinance;”.

- (14) Schedule 1, Chinese text, Part 1, section 1, definition of **公司集團**—

Repeal

“控股公司”

Substitute

“控權公司”.

- (15) Schedule 1, Chinese text, Part 1, section 1, definition of **專業投資者**, paragraph (i)(ii) and (iii)—

Repeal

“控股公司”

Substitute

“控權公司”.

- (16) Schedule 1, Part 1, section 1—

Repeal the definitions of *articles* and *memorandum*.

- (17) Schedule 1, Part 1, section 1—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012);”.

- (18) Schedule 1, Chinese text, Part 1, section 3(a)(i) and (iii)—

Repeal

“控股公司”

Substitute

“控權公司”.

- (19) Schedule 1, Part 1, section 6(1)(a)(i)—

Repeal

“nominal value of which shares is equal to more than the nominal value of 10% of the issued share capital”

Substitute

“aggregate number of which shares is equal to more than 10% of the total number of issued shares”.

349. Schedule 5 amended (Regulated activities)

- (1) Schedule 5, Part 2, definition of *dealing in securities*, paragraphs (vii), (viii)(A), (ix)(A) and (x)—

Repeal

“Companies Ordinance”

Substitute

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

- (2) Schedule 5, Part 2, definition of *securities margin financing*, paragraph (vi)—

Repeal

“share capital”

Substitute

“shares”.

- (3) Schedule 5, Chinese text, Part 2, definition of *就期貨合約提供意見*—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

- (4) Schedule 5, Chinese text, Part 2, definition of **就機構融資提供意見**—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

- (5) Schedule 5, Chinese text, Part 2, definition of **就證券提供意見**—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

- (6) Schedule 5, Chinese text, Part 2, definition of **證券或期貨合約管理**, paragraph (a)—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

350. Schedule 7 amended (Offers by intermediaries or representatives for Type 1, Type 4 or Type 6 regulated activity under section 175 of this Ordinance)

- (1) Schedule 7, Part 1, section 2(a), after “nominal value”—

Add

“(if any)”.

- (2) Schedule 7, Part 2, section 2(b)(i)—

Repeal

“Companies Ordinance”

Substitute

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

- (3) Schedule 7, Part 2, section 3(b)(i), after “authorized capital”—

Add

“(if any), or the maximum number of shares issuable under the constitution,”.

- (4) Schedule 7, Part 2, section 3(b)(ii)—

Repeal

“that capital”

Substitute

“share capital”.

- (5) Schedule 7, Part 2, section 3(b)(iii)—

Repeal

“that capital”

Substitute

“the share capital”.

- (6) Schedule 7, Part 2, section 3, after “nominal value” (wherever appearing)—

Add

“(if any)”.

- (7) Schedule 7, Part 2, section 6(d), after “nominal value”—

Add

“(if any)”.

351. Schedule 8 amended (Securities and Futures Appeals Tribunal)

- (1) Schedule 8, Part 2, Division 1, item 71—

Repeal

“Companies Ordinance”

Substitute

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

- (2) Schedule 8, Part 2, Division 1, item 72—

Repeal

“Companies Ordinance”

Substitute

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

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

- (1) Schedule 10, Part 1, section 3, definition of *HKFECC*—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name HKFE Clearing Corporation Limited, under the relevant Ordinance;”.

- (2) Schedule 10, Part 1, section 3, definition of *HKSCC*—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name Hong Kong Securities Clearing Company Limited, under the relevant Ordinance;”.

- (3) Schedule 10, Part 1, section 3, definition of *SEOCH*—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name The SEHK Options Clearing House Limited, under the relevant Ordinance.”.

- (4) Schedule 10, Part 1, section 4, definition of *HKEC*—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name Hong Kong Exchanges and Clearing Limited, under the relevant Ordinance.”.

- (5) Schedule 10, Part 1, section 53(1)(b) and (c)—

Repeal

“non-Hong Kong company that has complied with the provisions of Part XI of the Companies Ordinance (Cap. 32) for the registration of documents”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

- (6) Schedule 10, Part 1, section 74(10)—

Repeal

“Companies Ordinance”

Substitute

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

- (7) Schedule 10, Part 1, section 75(10)—

Repeal

“Companies Ordinance”

Substitute

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

- (8) Schedule 10, Part 3, section 1(a) and (b)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

- (9) Schedule 10, Part 3, sections 2(a) and 3(a)—

Repeal

“Companies Ordinance”

Substitute

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

- (10) Schedule 10, after Part 4—

Add

“Part 5

Savings and Transitional Provisions Relating to Consequential Amendments to Securities and Futures Ordinance (Cap. 571) made by Companies Ordinance (of 2012)

1. During the period during which section 128(3) and section 129(3) of the relevant Ordinance have a continuing effect under Schedule 10 to the Companies Ordinance (of 2012) in relation to accounts of a corporation, section 332(5), despite its repeal, continues to apply to a report prepared under section 332, in relation to any information of that corporation.
2. During the period during which section 128(3) and section 129(3) of the relevant Ordinance have a continuing effect under Schedule 10 to the Companies Ordinance (of 2012) in relation to accounts of a corporation, section 336(11), despite its repeal, continues to apply to a register of interests in shares and short positions or an index of the names recorded in the register, in relation to any information of that corporation. Section 336(10)(b) is subject to section 336(11) during the period during which section 336(11) so continues to apply.
3. During the period during which section 128(3) and section 129(3) of the relevant Ordinance have a continuing effect under Schedule 10 to the Companies Ordinance (of 2012) in relation to accounts of a corporation, section 352(12), despite its repeal, continues to apply to a register of directors’ and chief executives’ interests and short positions or an index of the names recorded in the register, in relation to any information of that corporation. Section 352(11)(b) is subject to section 352(12) during the period during which section 352(12) so continues to apply.”.

Part 130

Amendment to Securities and Futures (Licensing

**and Registration) (Information) Rules (Cap. 571
sub. leg. S)**

**353. Schedule 1 amended (Meaning of terms “basic
information” and “relevant information”)**

Schedule 1, Part 1, section 2(e)—

Repeal

“the date of compliance with the provisions of Part XI
of the Companies Ordinance (Cap. 32) relating to the
registration of documents”

Substitute

“the date of the certificate of registration
issued in respect of the corporation under—

- (i) Part XI of the relevant Ordinance; or
- (ii) section 765 of Part 16 of the Companies
Ordinance (of 2012)”.

Part 131

**Amendment to Securities and Futures
(Miscellaneous) Rules (Cap. 571 sub. leg. U)**

**354. Section 5 amended (Persons prescribed as auditors for
purposes of section 179 of Ordinance)**

Section 5(1)(c)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

Part 132

Amendments to Securities and Futures (Price Stabilizing) Rules (Cap. 571 sub. leg. W)

355. Section 2 amended (Interpretation)

Section 2(1), definition of *prospectus*, paragraphs (a) and (b)—

Repeal

“Companies Ordinance”

Substitute

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

356. Section 3 amended (Application)

Section 3(d)(ii)(A)(I) and (II)—

Repeal

“Companies Ordinance”

Substitute

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

Part 133

**Amendment to Securities and Futures (Contracts Limits and Reportable Positions) Rules
(Cap. 571 sub. leg. Y)**

357. Section 4 amended (Restrictions on number of contracts held or controlled)

Section 4(10), Chinese text, definition of *充足財政能力*—

Repeal

“控股公司”

Substitute

“控權公司”.

Part 134

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

358. Section 10 amended (Report)

(1) Section 10(2)(b)(i)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or the relevant Ordinance”.

(2) Section 10(2)(b)(ii)—

Repeal

“non-Hong Kong company and is registered under Part XI of that Ordinance”

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

Part 135

**Amendment to Securities and Futures (Investor
Compensation—Levy) Rules (Cap. 571 sub. leg.
AB)**

359. Section 20 amended (Report)

Section 20(2)(b)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or the relevant Ordinance”.

Part 136

Amendment to Securities and Futures (Transfer of Functions—Investor Compensation Company) Order (Cap. 571 sub. leg. AD)

360. Section 2 amended (Interpretation)

Section 2—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name “Investor Compensation Company Limited” in English and “投資者賠償有限公司” in Chinese, under the relevant Ordinance.”.

Part 137

Amendment to Securities and Futures (Transfer of Functions—Stock Exchange Company) Order (Cap. 571 sub. leg. AE)

361. Section 3 amended (Transfer of functions of the Commission)

Section 3—

Repeal

“Companies Ordinance”

Substitute

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

Part 138

**Amendments to Securities and Futures (Fees)
Rules (Cap. 571 sub. leg. AF)**

362. Section 4 amended (Interpretation of Part 3)

(1) Section 4, definition of *Codes*—

Repeal

“The Codes on Takeovers and Mergers and Share Repurchases”

Substitute

“The Codes on Takeovers and Mergers and Share Buy-backs”.

(2) Section 4—

Repeal the definition of *off-market share repurchase*

Substitute

“*off-market share buy-back* (場外股份回購) has the meaning given by the Codes;”.

(3) Section 4—

Repeal the definition of *off-market share repurchase circular*

Substitute

“*off-market share buy-back circular* (場外股份回購通告) means a document required to be submitted to the Executive under the Share Buy-backs Code in connection with an off-market share buy-back;”.

- (4) Section 4, definition of *relevant shares*, paragraph (b)—

Repeal

“repurchase” (wherever appearing)

Substitute

“buy-back”.

- (5) Section 4—

Repeal the definition of *Share Repurchase Code*

Substitute

“*Share Buy-backs Code* (《股份回購守則》) means the parts of the Codes respectively entitled “Introduction”, “Definitions”, “General Principles”, “Code on Share Buy-backs” and “Schedules”.”

363. Section 5 amended (Fees relating to offer documents, off-market share repurchase circulars and whitewash documents)

- (1) Section 5, heading—

Repeal

“repurchase”

Substitute

“buy-back”.

- (2) Section 5—

Repeal

“repurchase” (wherever appearing)

Substitute

“buy-back”.

364. Section 7 amended (Fees for hearings concerning compliance with Codes or any rulings under them)

(1) Section 7(1)(b)—

Repeal

“Share Repurchase Code”

Substitute

“Share Buy-backs Code”.

(2) Section 7(2)—

Repeal

“Share Repurchase Code”

Substitute

“Share Buy-backs Code”.

365. Section 8 amended (Fees for miscellaneous applications)

Section 8(1)—

Repeal

“Share Repurchase Code”

Substitute

“Share Buy-backs Code”.

366. Schedule 1 amended (Fees prescribed for purposes of section 395(1)(a)(i), (iii) and (iv) of Ordinance)

(1) Schedule 1, item 15—

Repeal

“Companies Ordinance”

Substitute

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

(2) Schedule 1, item 21—

Repeal

“Companies Ordinance”

Substitute

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

Part 139

**Amendment to Securities and Futures
(Disclosure of Interests—Exclusions)
Regulation (Cap. 571 sub. leg. AG)**

367. Section 2 amended (Interpretation)

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

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

Part 140

**Amendment to Tung Chung Cable Car Ordinance
(Cap. 577)**

368. Section 2 amended (Interpretation)

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

Add

“as in force at the time of the incorporation”.

Part 141

**Amendments to Deposit Protection Scheme
Ordinance (Cap. 581)**

369. Section 2 amended (Interpretation)

(1) Section 2(1)—

Repeal the definition of *holding company*

Substitute

“*holding company* (控權公司) has the meaning given by section 12 of the Companies Ordinance (of 2012) for the purposes of that Ordinance;”.

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

Repeal

“Companies Ordinance”

Substitute

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

(3) Section 2(1), definition of *provisional liquidator*—

Repeal

“Companies Ordinance”

Substitute

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

(4) Section 2(1), definition of *subsidiary*—

Repeal

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

Substitute

“has the meaning given by section 14 of the Companies Ordinance (of 2012) for the purposes of that Ordinance”.

370. Section 4 amended (Composition of Board)

Section 4(2)(b)(ii) and (iii), Chinese text—

Repeal

“控股公司”

Substitute

“控權公司”.

371. Section 35 amended (Maximum amount of compensation payable to a depositor)

Section 35(a)—

Repeal

“Companies Ordinance”

Substitute

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

372. Section 38 amended (Subrogation)

Section 38(4) and (5)(a)—

Repeal

“Companies Ordinance”

Substitute

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

373. Schedule 1 amended (Deposits specified for purposes of definitions of *protected deposit* and *relevant deposit* in section 2(1) of this Ordinance)

- (1) Schedule 1, section 3, definition of *officer*, paragraph (b)—

Repeal

“assigned to it by section 2(1) of the Companies Ordinance (Cap. 32)”

Substitute

“given by section 2(1) of the Companies Ordinance (of 2012)”.

- (2) Schedule 1, Chinese text, section 3, definition of **關連公司**, paragraphs (a) and (b)—

Repeal

“控股公司”

Substitute

“控權公司”.

374. Schedule 2 amended (Provisions relating to Board)

Schedule 2, Chinese text, section 4(b)(ii)(B) and (C)—

Repeal

“控股公司”

Substitute

“控權公司”.

Part 142

Amendments to Deposit Protection Scheme (Asset Maintenance) Rules (Cap. 581 sub. leg. C)

375. Section 3 amended (Assets in Hong Kong)

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

Repeal

“控股公司”

Substitute

“控權公司”.

376. Section 10 amended (Service of notices)

Section 10(a)—

Repeal

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

Substitute

“as defined by section 2(1) of the Companies Ordinance (of 2012)”.

Part 143

Amendments to Clearing and Settlement Systems Ordinance (Cap. 584)

377. Section 2 amended (Interpretation)

- (1) Section 2, definition of *directors' voluntary winding up statement*—

Repeal

“Companies Ordinance”

Substitute

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

- (2) Section 2, definition of *resolution for voluntary winding up*—

Repeal

“Companies Ordinance”

Substitute

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

378. Section 15 amended (Interpretation)

- (1) Section 15(1)(b)—

Repeal

“Companies Ordinance (Cap. 32); and”

Substitute

“Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32);”.

- (2) After section 15(1)(b)—

Add

“(ba) Part 15 of the Companies Ordinance (of 2012); and”.

379. Section 21 amended (Abrogation of statutory provisions relating to disclaimer of property, restriction on dispositions of property, etc.)

Section 21(a) and (b)—

Repeal

“Companies Ordinance”

Substitute

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

380. Section 22 amended (Abrogation of statutory powers relating to adjustment of prior transactions)

Section 22(b)—

Repeal

“Companies Ordinance”

Substitute

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

381. Section 23 amended (Net sum payable on completion of default arrangements provable in insolvency proceedings)

Section 23(2)(b) and (3)—

Repeal

“Companies Ordinance”

Substitute

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

Part 144

Amendments to Land Titles Ordinance (Cap. 585)

382. Section 2 amended (Interpretation)

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

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (2) Section 2(1), definition of *company*, after paragraph (a)—

Add

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012);”.

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

Repeal

“of the Companies Ordinance”

Substitute

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

- (4) Section 2(1), definition of *liquidator*—

Repeal

“assigned to it by section 2(1) of the Companies Ordinance”

Substitute

“given by section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

383. Section 27 amended (Voluntary transfer)

Section 27(2)(b)—

Repeal

“Companies Ordinance”

Substitute

“Companies (Winding Up and Miscellaneous

Provisions) Ordinance”.

384. Section 37 amended (Form and effect of charges)

(1) Section 37(2)—

Repeal

“Part III of the Companies Ordinance (Cap. 32)”

Substitute

“Part 8 of the Companies Ordinance (of 2012)”.

(2) Section 37(2)—

Repeal

“provisions of the Companies Ordinance (Cap. 32)”

Substitute

“provisions of the Companies Ordinance (of 2012)”.

385. Section 68 amended (Transmission on liquidation)

Section 68(3), (4)(a) and (b)—

Repeal

“Companies Ordinance”

Substitute

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

386. Section 71 amended (Registration of cautions)

Section 71(5)—

Repeal paragraph (a).

Part 145

Amendments to Financial Reporting Council Ordinance (Cap. 588)

387. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *associated undertaking*, paragraph (a)(i)—

Repeal

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

Substitute

“Schedule 1 to the Companies Ordinance (of 2012)”.

- (2) Section 2(1), definition of *audit*, paragraphs (a) and (c)(i)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance or the Companies Ordinance (of 2012)”.

- (3) Section 2(1), definition of *auditor*, paragraphs (a)(i) and (c)(i)(A)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance or the Companies Ordinance (of 2012)”.

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

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (5) Section 2(1), definition of *HKEC*—

Repeal

everything after “incorporated”

Substitute

“, and registered by the name Hong Kong Exchanges and Clearing Limited, under the relevant Ordinance;”.

- (6) Section 2(1), definition of *prospectus*—

Repeal

“Companies Ordinance”

Substitute

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

- (7) Section 2(1), definition of *Registrar of Companies*—

Repeal

“section 303(2) of the Companies Ordinance (Cap. 32)”

Substitute

“section 20(1) of the Companies Ordinance (of 2012)”.

- (8) Section 2(1), definition of *relevant undertaking*, paragraph (a)(i)—

Repeal

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

Substitute

“Schedule 1 to the Companies Ordinance (of 2012)”.

- (9) Section 2(1), definition of *reporting accountant*, paragraph (a)(i)—

Repeal

“Companies Ordinance”

Substitute

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

- (10) Section 2(1), definition of *specified report*, paragraph (a)—

Repeal

“Companies Ordinance”

Substitute

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

- (11) Section 2(1)—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012);”.

388. Section 4 amended (Relevant irregularity)

Section 4(7)(a)(i)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance or section 421 of the Companies Ordinance (of 2012)”.

389. Section 51 amended (Preservation of secrecy)

- (1) Section 51(3)(b)(ix)—

Repeal

“Companies Ordinance”

Substitute

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

- (2) Section 51(3)(b)(xvi)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance or section 828 or 829 of the Companies Ordinance (of 2012)”.

- (3) Section 51(3)(c)(i) and (ii)(A)—

Repeal

“Companies Ordinance”

Substitute

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

390. Section 60 amended (Service of notice, etc.)

- (1) Section 60(2)(b)(ii)—

Repeal

“registered office of the company within the meaning of the Companies Ordinance (Cap. 32)”

Substitute

“company’s registered office in Hong Kong”.

- (2) Section 60(2)(c) and (e)—

Repeal

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

Substitute

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

391. Schedule 1 amended (Definitions of *relevant financial report* and *relevant requirement*)

- (1) Schedule 1, Part 1, definition of *relevant financial report*, paragraph (a)(i)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

- (2) Schedule 1, Part 1, definition of *relevant financial report*, after paragraph (a)(i)—

Add

“(ia) a copy of the financial statements of the corporation, which was sent under section 421 of the Companies Ordinance (of 2012) to a member;”.

- (3) Schedule 1, Part 1, definition of *relevant financial report*, paragraph (a)(ii)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance, or under section 777 of the Companies Ordinance (of 2012)”.

- (4) Schedule 1, Part 1, definition of *relevant financial report*, paragraph (a)(iii)—

Repeal

“in compliance with section 141CA of the Companies Ordinance (Cap. 32) to a person entitled to be sent the copy”

Substitute

“to a person entitled to be sent the copy in compliance with section 141CA of the relevant Ordinance, or to a member in accordance with section 432 of the Companies Ordinance (of 2012) or in compliance with section 435 of that Ordinance”.

- (5) Schedule 1, Part 1, definition of *relevant requirement*, paragraph (a)(i)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance or the Companies Ordinance (of 2012)”.

- (6) Schedule 1, Part 2, definition of *relevant financial report*, paragraph (a)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

- (7) Schedule 1, Part 2, definition of *relevant financial report*, after paragraph (a)—

Add

“(ab) a copy of the financial statements of the corporation, which was sent under section 421 of the Companies Ordinance (of 2012) to a member;”.

- (8) Schedule 1, Part 2, definition of *relevant financial report*, paragraph (b)—

Repeal

“in compliance with section 141CA of the Companies Ordinance (Cap. 32) to a person entitled to be sent the copy”

Substitute

“to a person entitled to be sent the copy in compliance with section 141CA of the relevant Ordinance, or to a member in accordance with section 432 of the Companies Ordinance (of 2012) or in compliance with section 435 of that Ordinance”.

- (9) Schedule 1, Part 2, definition of *relevant requirement*—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance or the Companies Ordinance (of 2012)”.

Part 146

Amendments to Unsolicited Electronic Messages Ordinance (Cap. 593)

392. Section 2 amended (Interpretation)

Section 2(1), definition of *Hong Kong company*, paragraph (a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

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

Section 44(2)—

Repeal

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

Substitute

“(of 2012) is deemed to have its usual place of business at its registered office in Hong Kong, and any other organization is”.

Part 147

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

394. Section 3 amended (Interpretation)

Section 3(2)—

Repeal

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

Substitute

“(of 2012) is deemed to have its usual place of business at its registered office in Hong Kong, and any other organization is”.

Part 148

Amendment to Energy Efficiency (Labelling of Products) Ordinance (Cap. 598)

395. Section 47 amended (Service of notices, etc.)

Section 47(c)(ii)—

Repeal

“registered office of the company within the meaning of the Companies Ordinance (Cap. 32)”

Substitute

“company’s registered office in Hong Kong”.

Part 149

Amendment to West Kowloon Cultural District Authority Ordinance (Cap. 601)

396. Section 2 amended (Interpretation)

Section 2, definition of *subsidiary*—

Repeal

everything after “body corporate that is”

Substitute

“a subsidiary of the Authority within the meaning of section 14 of the Companies Ordinance (Cap. 32 of 2012) for the purposes of that Ordinance;”.

Part 150

Amendment to Race Discrimination Ordinance (Cap. 602)

397. Section 13 amended (Exception for employment of person with special skills, knowledge or experience)

Section 13(3)(a)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

Part 151

Amendments to Bunker Oil Pollution (Liability and Compensation) Ordinance (Cap. 605)

398. Section 30 amended (Service of notice etc.)

(1) Section 30(c)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

(2) Section 30(c)(ii)—

Repeal

“registered office of the company within the meaning of that Ordinance”

Substitute

“company’s registered office in Hong Kong”.

Part 152

Amendment to Arbitration Ordinance (Cap. 609)

399. Section 2 amended (Interpretation)

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

Add

“as in force at the time of the incorporation”.

Part 153

Amendment to Buildings Energy Efficiency Ordinance (Cap. 610)

400. Section 47 amended (Issue of notice etc.)

Section 47(1)(c)(ii)—

Repeal

“registered office of the company within the meaning of the Companies Ordinance (Cap. 32)”

Substitute

“company’s registered office in Hong Kong”.

Part 154

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

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

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

Repeal paragraphs (b) and (c)

Substitute

“(b) in relation to a company as defined by section 2(1) of the Companies Ordinance (of 2012), means the certificate of incorporation issued in respect of the company under the Ordinance under which the company was formed and registered;

(c) in relation to a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012), means the certificate of registration issued in respect of the company under the Ordinance under which the company was registered as a registered non-Hong Kong company;”.

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

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

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

Repeal

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

Substitute

“Schedule 1 to the Companies Ordinance (of 2012)”.

Part 155

**Amendments to Society of Boys’ Centres
Incorporation Ordinance (Cap. 1008)**

402. Section 8 amended (Registration)

- (1) Section 8(3)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32) for the registration of a document required to be registered under the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012) for the registration of a document required to be registered under that Ordinance”.

- (2) Section 8(4)—

Repeal

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 156

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

403. Long title amended

Long title, after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of the incorporation”.

404. Section 2 amended (Interpretation)

- (1) Section 2(1)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (2) Section 2(2)—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012);”.

405. Section 3 amended (Delivery of documents to Registrar and fee)

- (1) Section 3(2)(b) and (g)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

- (2) Section 3(2)(h)—

Repeal

“Companies Ordinance (Cap. 32)” (wherever appearing)

Substitute

“relevant Ordinance”.

- (3) Section 3(3)—

Repeal

everything after “Registrar”

Substitute

“on its deemed incorporation under the relevant Ordinance, and the company is exempt from any other fees under the Companies Ordinance (of 2012) in respect of the capitalization at any time of any amount standing, on the transfer date, to the credit of the company’s share premium account.”.

406. Section 4 amended (Deemed incorporation under Companies Ordinance)

- (1) Section 4, heading—

Repeal

“Companies Ordinance”

Substitute

“the relevant Ordinance”.

- (2) Section 4(1)—

Repeal

“Companies Ordinance (Cap. 32)

Substitute

“relevant Ordinance”.

- (3) Section 4(2)—

Repeal paragraph (a)

Substitute

“(a) the company is deemed to be a company duly incorporated under the relevant Ordinance;

(ab) subject to this Ordinance, the Companies Ordinance (of 2012) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) extend and apply to the company, and persons and matters associated with the company;

(ac) the company is capable of exercising all the functions of a company incorporated under the relevant Ordinance and having perpetual succession and a common seal;

(ad) the members are liable to contribute to the assets of the company in the event of its being wound up as is mentioned in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); and”.

(4) Section 4(2)(b)—

Repeal

everything after “Part XI”

Substitute

“of the relevant Ordinance ceases to apply to the company and the Registrar must retain such of the documents relating to the company and registered pursuant to that Part and Part XII of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) as the Registrar thinks fit.”.

(5) Section 4(4)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

407. Section 5 amended (Application of Companies Ordinance to the company)

(1) Section 5—

Repeal subsection (1)

Substitute

“(1) Section 103(1)(a) and (b) of the Companies Ordinance (of 2012) and section 43(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) do not apply to

the company.”.

- (2) Section 5(2)—

Repeal

“anything in the Companies Ordinance (Cap. 32)”

Substitute

“anything in the relevant Ordinance”.

- (3) Section 5(2)(a), (b) and (c)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

- (4) Section 5(3) and (4)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

408. Schedule amended

- (1) The Schedule—

Repeal

“[ss. 3 & 6]”

Substitute

“[s. 6]”.

- (2) The Schedule, Chinese text, clause 3(I), (O) and (W)—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

Part 157

**Amendment to Hong Kong Tuberculosis, Chest
and Heart Diseases Association Incorporation
Ordinance (Cap. 1024)**

**409. Section 9 amended (Registration with the Registrar of
Companies)**

Section 9(4)—

Repeal

“appointed under section 305 of the Companies
Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25
of the Companies Ordinance (of 2012)”.

Part 158

**Amendments to Hop Yat Church of The Church of
Christ in China Incorporation Ordinance (Cap.
1027)**

410. Section 9 amended (Registration)

(1) Section 9(3)—

Repeal

“prescribed under section 305 of the Companies
Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

- (2) Section 9(4)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 159

**Amendments to Masonic Benevolence Fund
Incorporation Ordinance (Cap. 1034)**

411. Section 8 amended (Fees)

- (1) Section 8(1)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

- (2) Section 8(2)—

Repeal

“prescribed under section 305 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25

of the Companies Ordinance (of 2012)".

Part 160

Amendments to St. Stephen's College Council Incorporation Ordinance (Cap. 1049)

412. Section 6B amended (Particulars to be delivered to Registrar of Companies)

(1) Section 6B(3)—

Repeal

“prescribed under the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

(2) Section 6B(4)—

Repeal

“prescribed in the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 161

Amendments to Zetland Hall Trustees Incorporation Ordinance (Cap. 1055)

413. Section 9 amended (Fees)

(1) Section 9(1)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

- (2) Section 9(2)—

Repeal

“prescribed under section 305 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 162

**Amendments to Hong Kong Society for the
Protection of Children Incorporation Ordinance
(Cap. 1058)**

414. Section 8 amended (Registration)

- (1) Section 8(3)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

- (2) Section 8(4)—

Repeal

“prescribed by section 305 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 163

**Amendments to The Council of Ling Liang
World-Wide Evangelistic Mission Hong Kong
Ling Liang Church Incorporation Ordinance
(Cap. 1079)**

415. Section 9 amended (Registration)

(1) Section 9(3)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32) for the inspection of a document under section 305 of that Ordinance”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012) for the inspection of a document under section 43 of that Ordinance”.

(2) Section 9(4)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 164

**Amendment to Franciscan Missionaries of Mary
Incorporation Ordinance (Cap. 1082)**

416. Section 6 amended (Appointment of Mother Superior and registration of particulars)

Section 6(4)—

Repeal

“in accordance with the Eighth Schedule of the Companies Ordinance (Cap. 32)”

Substitute

“as required by the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 165

**Amendments to Caritas—Hong Kong
Incorporation Ordinance (Cap. 1092)**

417. Section 7 amended (Registration with Registrar of Companies)

(1) Section 7(3)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

(2) Section 7(4)—

Repeal

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 166

**Amendments to St. Paul’s College Council
Incorporation Ordinance (Cap. 1102)**

418. Section 7 amended (Registration with Registrar of Companies)

(1) Section 7(3)—

Repeal

“prescribed under section 305 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

(2) Section 7(4)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 167

**Amendments to The Hong Kong Institution of
Engineers Ordinance (Cap. 1105)**

419. Section 11 amended (Particulars to be delivered to the

Registrar of Companies)

(1) Section 11(5)—

Repeal

“prescribed under section 305 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

(2) Section 11(6)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 168

Amendment to Hong Kong Productivity Council Ordinance (Cap. 1116)

420. Section 2 amended (Interpretation)

Section 2, definition of *company*—

Repeal

everything after “a company”

Substitute

“limited by shares and registered under the Companies Ordinance (Cap. 32) as in force at the time of the registration or the Companies Ordinance (of 2012);”.

Part 169

Amendments to The English Schools Foundation Ordinance (Cap. 1117)

421. Section 4 amended (Objects and powers of Foundation)

Section 4(4), after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of the incorporation or the Companies Ordinance (of 2012)”.

422. Section 6 amended (Composition of Board of Governors)

Section 6(4)(b), after “Companies Ordinance (Cap. 32)”—

Add

“as in force at the time of the incorporation”.

423. Section 26 amended (Registration with Registrar of Companies)

(1) Section 26(3)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

(2) Section 26(5)—

Repeal

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 170

Amendments to The St. Stephen’s Girls’ College Council Incorporation Ordinance (Cap. 1121)

424. Section 9 amended (Registration with Registrar of Companies)

(1) Section 9(3)—

Repeal

“prescribed under section 305 of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

(2) Section 9(4)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 171

Amendments to Community Chest of Hong Kong Ordinance (Cap. 1122)

425. Section 13 amended (Certain instruments and particulars to be delivered to Registrar of Companies)

- (1) Section 13(3)—

Repeal

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

- (2) Section 13(4)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 172

**Amendments to Diocesan Boys’ School Committee
Incorporation Ordinance (Cap. 1123)**

**426. Section 9 amended (Registration with Registrar of
Companies)**

- (1) Section 9(3)—

Repeal

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

- (2) Section 9(4)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 173

**Amendments to Council of the Diocesan Girls’
School Incorporation Ordinance (Cap. 1124)**

**427. Section 9 amended (Registration with Registrar of
Companies)**

(1) Section 9(3)—

Repeal

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

(2) Section 9(4)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 174

Amendments to Diocesan Preparatory School Council Incorporation Ordinance (Cap. 1125)

428. Section 9 amended (Registration with Registrar of Companies)

(1) Section 9(3)—

Repeal

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

(2) Section 9(4)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 175

Amendments to Hong Kong Sea Cadet Corps Ordinance (Cap. 1134)

429. Section 10 amended (Particulars to be delivered to Registrar of Companies)

(1) Section 10(4)—

Repeal

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

(2) Section 10(5)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 176

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

430. Section 2 amended (Interpretation)

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

Add

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012)”.

431. Section 13 amended (Saving for SC Asia)

Section 13—

Repeal

“memorandum and”.

Part 177

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

432. Preamble amended

Preamble, paragraphs (a) and (b)—

Repeal

“registered under Part XI of the Companies Ordinance (Cap. 32) as a non-Hong Kong company”

Substitute

“a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (of 2012)”.

433. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *authorized representative*—

Repeal

everything after “means”

Substitute

“an authorized representative as defined by section 762(1) of the Companies Ordinance (of 2012);”.

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

Add

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012)”.

- (3) Section 2(1)—

Repeal the definitions of *the registrar* and *subsidiary*.

434. Section 15 amended (Reserves and profits and losses transferred)

Section 15(4), after “Companies Ordinance (Cap. 32)”—

Add

“as in force on the appointed day”.

Part 178

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

435. Section 2 amended (Interpretation)

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

Repeal

everything after “incorporated”

Substitute

“, and registered by the name “The National Spiritual Assembly of the Baha’is of Hong Kong, under the relevant Ordinance;”.

(2) Section 2, English text, definition of *employee*, paragraph (b)—

Repeal the full stop

Substitute a semicolon.

(3) Section 2—

Add in alphabetical order

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012).”.

436. Section 11 amended (Dissolution of the company)

(1) Section 11(1)—

Repeal

“Companies Ordinance (Cap. 32)”

Substitute

“relevant Ordinance”.

(2) Section 11(2)—

Repeal paragraph (a).

(3) Section 11(2)(b)—

Repeal

“section 291B of the Companies Ordinance (Cap. 32) shall apply”

Substitute

“section 745 of the Companies Ordinance (of 2012) applies”.

Part 179

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

437. Section 2 amended (Interpretation)

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

Add

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012)”.

Part 180

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

438. Section 2 amended (Interpretation)

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

Add

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012)”.

439. Section 15 amended (Saving for companies)

Section 15—

Repeal

“and memorandum”.

Part 181

Amendments to The Hong Kong Institute of Architects Incorporation Ordinance (Cap. 1147)

440. Section 11 amended (Particulars to be delivered to the Registrar of Companies)

(1) Section 11(5)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32) for the inspection of a document under section 305”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012) for the inspection of a document under section 43(2) of that

Ordinance”.

- (2) Section 11(6)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 182

Amendments to The Hong Kong Institute of Surveyors Ordinance (Cap. 1148)

441. Section 11 amended (Particulars to be delivered to the Registrar of Companies)

- (1) Section 11(5)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32) for the inspection of a document under section 305”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012) for the inspection of a document under section 43(2) of that Ordinance”.

- (2) Section 11(6)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25

of the Companies Ordinance (of 2012)".

Part 183

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

442. Section 2 amended (Interpretation)

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

Add

"as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012)".

443. Section 16 amended (Saving for companies)

Section 16—

Repeal

"and memorandum".

Part 184

Amendments to The Hong Kong Institute of Planners Incorporation Ordinance (Cap. 1153)

444. Section 11 amended (Particulars to be delivered to the Registrar of Companies)

(1) Section 11(5)—

Repeal

"prescribed under section 304 of the Companies Ordinance (Cap. 32) for the inspection of a document under section 305"

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012) for the inspection of a document under section 43(2) of that Ordinance”.

(2) Section 11(6)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 185

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

445. Section 2 amended (Interpretation)

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

Add

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012)”.

Part 186

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

446. Section 2 amended (Interpretation)

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

Add

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012)”.

447. Section 19 amended (Saving for companies)

Section 19—

Repeal

“memorandum and”.

Part 187

**Amendments to The Hong Kong Institute of
Landscape Architects Incorporation Ordinance
(Cap. 1162)**

448. Section 11 amended (Particulars to be delivered to the Registrar of Companies)

(1) Section 11(5)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32) for the inspection of a document under section 305 of that Ordinance”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012) for the inspection of a document under section 43(2) of that Ordinance”.

(2) Section 11(6)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 188

**Amendment to Lingnan University Ordinance
(Cap. 1165)**

449. Section 2 amended (Interpretation)

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

Add

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012)”.

Part 189

**Amendments to Order of Friars Minor in Hong
Kong Incorporation Ordinance (Cap. 1166)**

**450. Section 7 amended (Registration with Registrar of
Companies)**

(1) Section 7(4)—

Repeal

“prescribed under section 304 of the Companies Ordinance (Cap. 32) for the inspection of a document under section 305 of that Ordinance”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012) for the inspection of a document under section 43(2) of that Ordinance”.

- (2) Section 7(5)—

Repeal

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

Substitute

“payable under the regulations made under section 25 of the Companies Ordinance (of 2012)”.

Part 190

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

451. Section 2 amended (Interpretation)

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

Add

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012)”.

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

Add

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

- (3) Section 2(1), definition of *subsidiary*—

Repeal

“assigned to it by section 2(4) of the Companies Ordinance (Cap. 32)”

Substitute

“given by section 14 of the Companies Ordinance

(of 2012) for the purposes of that Ordinance”.

452. Section 21 amended (Saving for companies)

Section 21—

Repeal

“memorandum and articles of association”

Substitute

“articles of association, and its memorandum of association (if applicable),”.

Part 191

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

453. Section 2 amended (Interpretation)

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

Add

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012)”.

454. Section 17 amended (Saving for companies)

Section 17—

Repeal

“memorandum and”.

Part 192

Amendments to Mizuho Corporate Bank, Ltd.

(Hong Kong Consolidation) Ordinance (Cap. 1169)

455. Preamble amended

Preamble, Chinese text, paragraph (e)—

Repeal

“控股公司”

Substitute

“控權公司”.

456. Section 2 amended (Interpretation)

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

Repeal

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

Substitute

“given by section 14 of the Companies Ordinance (of 2012) for the purposes of that Ordinance”.

Part 193

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

457. Section 2 amended (Interpretation)

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

Add

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012)”.

458. Section 17 amended (Saving for companies)

Section 17—

Repeal

“memorandum and”.

Part 194

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

459. Section 2 amended (Interpretation)

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

Add

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012)”.

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

Add

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

460. Section 18 amended (Saving for companies)

Section 18—

Repeal

“memorandum and” (wherever appearing).

Part 195

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

461. Section 2 amended (Interpretation)

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

Add

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012)”.

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

Add

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

- (3) Section 2(1), definition of *subsidiary*—

Repeal

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

Substitute

“given by section 14 of the Companies Ordinance (of 2012) for the purposes of that Ordinance”.

462. Section 18 amended (Saving for companies)

- (1) Section 18—

Repeal

“Dao Heng Bank to alter its memorandum and”

Substitute

“Dao Heng Bank to alter its”.

- (2) Section 18—

Repeal

“DBS Group to alter its memorandum and articles of association”

Substitute

“DBS Group to alter its articles of association, and its memorandum of association (if applicable),”.

Part 196

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

463. Section 2 amended (Interpretation)

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

Add

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012)”.

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

Add

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

464. Section 16 amended (Saving for companies)

Section 16 —

Repeal

“memorandum and” (wherever appearing).

Part 197

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

465. Preamble amended

Preamble, Chinese text, paragraph (g)—

Repeal

“控股公司”

Substitute

“控權公司”.

466. Section 2 amended (Interpretation)

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

Add

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012)”.

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

Add

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

- (3) Section 2(1), definition of *subsidiary*—

Repeal

“assigned to it by section 2(4) of the Companies Ordinance (Cap. 32)”

Substitute

“given by section 14 of the Companies Ordinance (of 2012) for the purposes of that Ordinance”.

467. Section 19 amended (Saving for companies)

(1) Section 19—

Repeal

“Standard Chartered Bank (Hong Kong) to alter its memorandum and”

Substitute

“Standard Chartered Bank (Hong Kong) to alter its”.

(2) Section 19—

Repeal

“Standard Chartered Group to alter its memorandum and articles of association”

Substitute

“Standard Chartered Group to alter its articles of association, and its memorandum of association (if applicable),”.

Part 198

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

468. Section 2 amended (Interpretation)

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

Add

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012)”.

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

Add

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

- (3) Section 2(1), definition of *subsidiary*—

Repeal

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

Substitute

“given by section 14 of the Companies Ordinance (Cap. 32 of 2012) for the purposes of that Ordinance”.

469. Section 18 amended (Saving for companies)

Section 18—

Repeal

“memorandum and” (wherever appearing).

Part 199

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

470. Preamble amended

Preamble, Chinese text, paragraph (d)—

Repeal

“控股公司”

Substitute

“控權公司”.

471. Section 2 amended (Interpretation)

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

Add

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012)”.

- (2) Section 2(1)—

Repeal the definition of *Registrar of Companies*.

- (3) Section 2(1), definition of *subsidiary*—

Repeal

“assigned to it by section 2(4) of the Companies Ordinance (Cap. 32)”

Substitute

“given by section 14 of the Companies Ordinance (of 2012) for the purposes of that Ordinance”.

472. Section 15 amended (Saving for companies)

Section 15—

Repeal

“Citibank (Hong Kong) to alter its memorandum and”

Substitute

“Citibank (Hong Kong) to alter its”.

Part 200

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

473. Preamble amended

Preamble, Chinese text, paragraph (c)—

Repeal

“控股公司”

Substitute

“控權公司”.

474. Section 2 amended (Interpretation)

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

Add

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (of 2012)”.

- (2) Section 2(1), definition of *subsidiary*—

Repeal

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

Substitute

“given by section 14 of the Companies Ordinance (of 2012) for the purposes of that Ordinance”.

475. Section 18 amended (Saving for companies)

Section 18—

Repeal

“ICBC (Asia) to alter its memorandum and”

Substitute

“ICBC (Asia) to alter its”.

Part 201

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

476. Section 2 amended (Part added)

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

Repeal

“(Cap. 32)”

Substitute

“(of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (of 2012)”.

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

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (3) Section 2, new section 7C(4)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

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

Repeal

“**memorandum or**”.

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

Repeal

“memorandum or”.

- (6) Section 2, new section 7F(2)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- (7) Section 2, new section 7G(1)—

Repeal

“Companies Ordinance”

Substitute

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

- (8) Section 2, new section 7G(2)—

Repeal

“Companies Ordinance”

Substitute

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

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

Repeal

“memorandum or”.

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

Repeal

“memorandum and”.

(11) Section 2, new section 7K—

Repeal

“memorandum and”.

477. Section 5 amended (Sections added)

Section 5, new section 39BB(2)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

Part 202

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

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

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

Repeal

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

Substitute

“Schedule 1 to the Companies Ordinance (of 2012)”.

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

(1) Section 17, Chinese text, new regulation 15A(3)(a)

and (b), (5)(a) and (b), (6) and (7)—

Repeal

“控股公司” (wherever appearing)

Substitute

“控權公司”.

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

Repeal the definition of *holding company*

Substitute

“*holding company* (控權公司) has the meaning given by section 12 of the Companies Ordinance (of 2012) for the purposes of that Ordinance.”.

Part 203

Amendment to Lifts and Escalators Ordinance (8 of 2012)

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

Section 149(1)(c)—

Repeal

“(Cap. 32)”

Substitute

“(of 2012)”.

- Schedule 10 By deleting “[s. 901]” and substituting “[ss. 26, 365 & 901]”.
- Schedule 10, By adding—
section 2 “(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).”.
- Schedule 10, By deleting subsection (2) and substituting—
section 3 “(2) Sections 4, 5, 6, 9, 10, 11, 12, 14, 14A, 15, 16, 18, 18A, 20, 23 and 24 of the 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.”.
- Schedule 10, By renumbering the section as section 6(1).
section 6
- Schedule 10, By adding—
section 6 “(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).”.
- Schedule 10, By deleting subsection (2) and substituting—
section 12 “(2) Sections 19(1), (2), (3), (4) and (5) and 117 of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to the special resolution.”.
- Schedule 10, By deleting everything after “before” and substituting “31 August 1984.”.
section 15
- Schedule 10, By deleting the note.
section 15
- Schedule 10, By deleting subsection (2).
section 17

- Schedule 10, section 27 By deleting the section.
- Schedule 10, section 28 By deleting subsection (2).
- Schedule 10, section 30 By renumbering the section as section 30(1).
- Schedule 10, section 30 By adding—
“(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).”.
- Schedule 10, section 33 By deleting “section 56” and substituting “sections 52 and 56”.
- Schedule 10, section 33 By deleting “that section” and substituting “those sections”.
- Schedule 10, section 39(1)(c) By deleting everything after “before” and substituting “1 September 1991.”.
- Schedule 10, section 39(1) By deleting the note.
- Schedule 10, section 39(2) By deleting “the commencement date of the Companies (Amendment) Ordinance 1991 (77 of 1991)” and substituting “1 September 1991”.
- Schedule 10, section 43 By deleting subsection (1) and substituting—
“(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 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 that commencement date.

- (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.
- (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 share 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, 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).”.

Schedule 10, By deleting the section and substituting—
section 45

“45. Redeemable shares issued before commencement date

Any redeemable preference shares issued before 1 September 1991 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.”.

Schedule 10, By deleting the section and substituting—
section 46

“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 1 September 1991.”.

Schedule 10, By deleting paragraph (b) and substituting—
section 49(2)

“(b) in section 79J(2) of the predecessor Ordinance, 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 2012); and
- (ii) the giving of which reduces the company’s net assets or increases its net liabilities;” and”.

Schedule 10 By adding immediately before section 51—

“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.”.

Schedule 10, By deleting the section and substituting—
section 52

“52. Right to inspect register of debenture holders

Sections 75(1), (4), (5) and (6) 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 306 for inspecting a register of debenture holders.”.

Schedule 10, By deleting the section and substituting—
section 53

“53. Right to obtain copy of register of debenture holders

Sections 75(2), (4) and (5) 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 306 for a copy of a register of debenture holders (or any part of it).”.

Schedule 10, section 55 By deleting the section.

Schedule 10 By adding immediately after section 72—

“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).

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.

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.

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.”.

Schedule 10, section 75(1) By deleting “and 161B” and substituting “, 161B, 161BA and 161BB”.

Schedule 10, section 75(2) By deleting everything after “paragraph (b) of that section” and substituting “were omitted.”.

Schedule 10, section 75 By adding—
 “(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 accounting reference date under section 365(1)(b).”.

Schedule 10 By adding immediately after section 81—

“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.

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.

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.”.

Schedule 10, By deleting subsection (4) and substituting—
section 83

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

Schedule 10, By deleting “20” and substituting “10”.
section 88(2)
and (4)

Schedule 10, By adding “and (9)” after “600(7)”.
section
101(5)(a)

Schedule 10, By deleting “20” and substituting “10”.
section
102(2)

Schedule 10 By adding—

“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.

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.”.

Schedule 10, By deleting subsection (2).
section 103

Schedule 10, By deleting “On or” and substituting “On and”.
section 104(1)

Schedule 10, By deleting subsections (2) and (3) and substituting—
section 104

“(2) Sections 98(1), (3) and (4) 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 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, continue 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).”.

Schedule 10, By deleting the section and substituting—
section 105

“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 their repeal, continue 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.”.

Schedule 10, By deleting “On or” and substituting “On and”.
section 106

Schedule 10, In the heading, by adding “**in register of directors**” after “**registered**”.
section 107

- Schedule 10, section 107 By deleting subsections (5), (6), (7) and (8) and substituting—
- “(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 is to be regarded, on and after the commencement date of section 634, as the correspondence address of the director or reserve director.”.
- Schedule 10, section 107(9) By deleting “subsections (5), (6), (7) and (8)” and substituting “subsection (5)”.
- Schedule 10, section 108(1) By adding “who is deemed to be a director of the company under section 158(10)(a) of the predecessor Ordinance” after “shadow director”.
- Schedule 10, section 109 By deleting “On or” and substituting “On and”.
- Schedule 10, section 110 In the heading, by adding “**in register of company secretaries**” after “**registered**”.
- Schedule 10, section 110 By deleting subsections (5), (6), (7) and (8) and substituting—
- “(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 is to be regarded, on and after the commencement date of section 641, as the correspondence address of the company secretary.”.
- Schedule 10, section 110(9) By deleting “subsections (5), (6), (7) and (8)” and substituting “subsection (5)”.
- Schedule 10, section 114 By deleting the section and substituting—
- “114. Saving of predecessor Ordinance etc. 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), as in force immediately before the commencement date of Division 2 of Part 13, continue to apply in relation to an arrangement or compromise if, before that commencement date, 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).”.

Schedule 10, section 116 By deleting subsection (1) and substituting—

- “(1) Section 168A of the predecessor Ordinance, as in force immediately before 15 July 2005, continues to apply in relation to a petition presented before 15 July 2005 for an order under that section 168A.”.

Schedule 10, section 116 By adding—

- “(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.”.

Schedule 10, section 124 By renumbering the section as section 124(1).

Schedule 10, section 124 By adding—

- “(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).

- (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.”.

Schedule 10, By adding—
section 126

- “(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).”.

Schedule 10, By deleting “amendment by section 900” and substituting “repeal”.
section 139(2)

Schedule 10, In the heading, by deleting “**Other Transitional and Saving**
Part 19 **Arrangements**” and substituting “**Transitional and Saving**
Arrangements for Part 20”.