

立法會
Legislative Council

LC Paper No. CB(1)1736/12-13
(These minutes have been seen
by the Administration)

Ref : CB1/SS/5/12/1

**Subcommittee on Subsidiary Legislation Made under
the New Companies Ordinance**

**Minutes of the eighth meeting on
Tuesday, 11 June 2013, at 10:45 am
in Conference Room 2B of the Legislative Council Complex**

- Members present** : Hon WONG Ting-kwong, SBS, JP (Chairman)
Hon Kenneth LEUNG (Deputy Chairman)
Hon Albert HO Chun-yan
Hon James TO Kun-sun
Hon Abraham SHEK Lai-him, SBS, JP
Hon Ronny TONG Ka-wah, SC
Hon Starry LEE Wai-king, JP
Hon Steven HO Chun-yin
Hon Charles Peter MOK
Dr Hon Kenneth CHAN Ka-lok
Hon Dennis KWOK
Hon SIN Chung-kai, SBS, JP
Hon Martin LIAO Cheung-kong, JP
Dr Hon CHIANG Lai-wan, JP
Hon CHUNG Kwok-pan
- Members absent** : Hon Jeffrey LAM Kin-fung, GBS, JP
Hon Andrew LEUNG Kwan-yuen, GBS, JP
Hon Paul TSE Wai-chun, JP

Public officers Attending : Financial Services and the Treasury Bureau

Mr Arsene YIU
Principal Assistant Secretary for Financial Services and
the Treasury (Financial Services) 6

Companies Registry

Mrs Karen HO
Deputy Principal Solicitor (Company Law Reform)

Ms Phyllis MCKENNA
Deputy Principal Solicitor (Company Law Reform)

Mr CHUNG Wai-tim
Acting Senior Solicitor (Company Law Reform)

Miss Nancy YAU
Acting Deputy Registry Manager
(Company Formation and Enforcement)

Department of Justice

Ms Amy CHAN
Senior Government Counsel

Ms Phyllis POON
Senior Government Counsel

Ms Mandy NG
Acting Senior Government Counsel

Miss Cindy CHEUK
Government Counsel

Clerk in attendance : Ms Connie SZETO
Chief Council Secretary (1)4

Staff in attendance : Mr Timothy TSO
Assistant Legal Adviser 2

Ms Angel SHEK
Senior Council Secretary (1)4

I Meeting with the Administration

Follow-up to issues arising from previous meeting

(LC Paper No. CB(1)1268/12-13(01) — List of follow-up actions arising from the discussion at the meeting on 3 June 2013

LC Paper No. CB(1)1268/12-13(02) — Administration's response to the issues arising from the discussion at the meeting held on 3 June 2013

LC Paper No. CB(1)1268/12-13(03) — Letter dated 31 May 2013 from Legal Service Division to the Administration on Companies (Unfair Prejudice Petitions) Proceedings Rules

LC Paper No. CB(1)1268/12-13(04) — Letter dated 3 June 2013 from Legal Service Division to the Administration on Company Records (Inspection and Provision of Copies) Regulation

LC Paper No. CB(1)1268/12-13(05) — Letter dated 7 June 2013 from Legal Service Division to the Administration on Companies Records (Inspection and Provision of Copies) Regulation and Companies (Non-Hong Kong Companies) Regulation)

Other relevant papers

(Proposed resolution under the Companies Ordinance (section 727 of Ordinance 28 of 2012) and the speech to be delivered by the Secretary for Financial Services and the Treasury when moving the proposed resolution — Companies (Unfair Prejudice Petitions) Proceedings Rules

L.N.75 of 2013	— Companies (Revision of Financial Statements and Reports) (Amendment) Regulation 2013
L.N.76 of 2013	— Companies (Disclosure of Information about Benefits of Directors) (Amendment) Regulation 2013
L.N.77 of 2013	— Companies (Model Articles) Notice
L.N.78 of 2013	— Company Records (Inspection and Provision of Copies) Regulation
L.N.79 of 2013	— Companies (Non-Hong Kong Companies) Regulation
L.N.80 of 2013	— Companies (Fees) Regulation
File Ref: CBT/7/6C	— Legislative Council Brief on Companies (Unfair Prejudice Petitions) Proceedings Rules
File Ref: CBT/7/6C	— Legislative Council Brief on L.N.75 and L.N.76 of 2013
File Ref: CBT/7/6C	— Legislative Council Brief on L.N.77 to L.N.80 of 2013
LC Paper No. LS55/12-13	— Legal Service Division Report on Proposed Resolution under section 727 of the Companies Ordinance (28 of 2012)
LC Paper No. LS56/12-13	— Legal Service Division Report on L.N.75 to L.N.80 of 2013
LC Paper No. CB(1)1182/12-13(01)	— Updated background brief on the Subsidiary Legislation Made under the New Companies Ordinance prepared by the Legislative Council Secretariat

LC Paper No. CB(1)1182/12-13(02) — Marked-up copy of L.N.75 of 2013 prepared by the Legal Service Division (Restricted to Members)

LC Paper No. CB(1)1182/12-13(03) — Marked-up copy of L.N.76 of 2013 prepared by the Legal Service Division (Restricted to Members))

Discussion

The Subcommittee deliberated (Index of proceedings attached at **Appendix**).

(Post-meeting note: The letter dated 10 June 2013 from the Legal Service Division ("LSD") to the Administration on Companies (Non-Hong Kong Companies) Regulation, and the Administration's letter dated 10 June 2013 in response to LSD's letters of 31 May, 3, 7 and 10 June 2013 were issued to members vide LC Paper Nos. CB(1)1277/12-13(01) and (02) respectively on 13 June 2013.)

Follow-up actions to be taken by the Administration

Company Records (Inspection and Provision of Copies) Regulation

2. In respect of section 11(1) of the Regulation, the Administration was requested to amend the time limit for a company to provide a copy of the whole or any part of its company records from "within 5 business days" to "within 10 business days" after the date of receipt of a request or payment of the prescribed fee (whichever was the later) by a person entitled to be provided with the copy.

Companies (Non-Hong Kong Companies) Regulation

3. The Administration was requested to consider the suggestions made by the Legal Adviser of the Subcommittee in his letters dated 7 and 10 June 2013 in reviewing the drafting of the Chinese text of sections 4(4)(a), 9(1)(h)(i), 9(1)k and 14(2)(a) in the Chinese text in order to maintain consistency with the English text.

(Post-meeting note: The Administration's response was issued to members vide LC Paper No. CB(1)1341/12-13 on 19 June 2013.)

II Any other business

Legislative timetable

4. Members noted that the scrutiny period for the six pieces of subsidiary legislation in the third batch which were subject to the negative vetting procedure would be extended to the Council meeting of 17 July 2013, and the deadline for giving notice of amendment to the subsidiary legislation was 10 July 2013. As regards the Companies (Unfair Prejudice Petitions) Proceedings Rules which was subject to the positive vetting procedure, members did not object to the moving of the proposed resolution at the Council meeting of 17 July 2013 by the Administration. The Subcommittee would not propose amendment to the Rules.

Date of next meeting and schedule of other meetings in June 2013

5. Members agreed that the next meeting should be held on Thursday, 20 June 2013, from 2:30 pm to 6:30 pm. If necessary, further meetings would be held in June 2013 on the following dates –

Date of meeting	Time
24 June 2013 (Monday)	10:45 am – 12:45 pm
25 June 2013 (Tuesday)	2:30 pm – 6:30 pm

6. There being no other business, the meeting ended at 12:17 pm.

Council Business Division 1
Legislative Council Secretariat
26 August 2013

**Proceedings of the Subcommittee on Subsidiary Legislation Made under
the New Companies Ordinance
Eighth meeting on Tuesday, 11 June 2013, at 10:45 am
in Conference Room 2B of the Legislative Council Complex**

Time Marker	Speaker	Subject(s)	Action Required
000836 – 001114	Chairman	Opening remarks	
001115 – 001431	Administration Chairman	Briefing by Administration on its written response to the issues on Company (Unfair Prejudice Petitions) Proceedings Rules arising from the discussion at the meeting held on 3 June 2013. (LC Paper No. CB(1)1268/12-13(02))	
Clause-by-clause examination of the subsidiary legislation			
001432 – 001634	Chairman Administration	<p><u>Company Records (Inspection and Provision of Copies) Regulation (L.N. 78 of 2013)</u></p> <p>Part 1 – Preliminary</p> <p><u>Section 1 – Commencement</u></p> <p><u>Section 2 – Interpretation</u></p> <p>Members raised no questions.</p>	
001635 – 001748	Chairman Administration	<p>Part 2 – Place for Keeping Company Records etc.</p> <p><u>Section 3 – Prescribed place for keeping company records etc.</u></p> <p>The Chairman remarked that the requirement concerning the prescribed place for keeping company records had taken into account the proposal of the Bills Committee on the Companies Bill to allow companies to keep their records and registers in more than one place as many companies in Hong Kong would prefer to keep such records in warehouses.</p>	
001749 – 002153	Chairman Administration	<p>Part 3 – Inspection of Company Records</p> <p><u>Section 4 – Interpretation of Part 3</u></p> <p><u>Section 5 – Prescribed manner for making request for inspection</u></p>	

Time Marker	Speaker	Subject(s)	Action Required
		<p><u>Section 6 – Prescribed inspection fee</u></p> <p>Members raised no questions.</p>	
002154 – 002647	Chairman Administration	<p><u>Section 7 – Making company records available for inspection</u></p> <p>In response to the Chairman's enquiry, the Administration advised that –</p> <p>(a) the offence under section 7(3) of L.N. 78 referred to contravention of section 7(1) which provided that a company must make its company records available for inspection, by any person entitled to inspect those records under a relevant provision, during business hours, subject to any reasonable restrictions imposed by the company by resolution, as long as at least two hours per day were allowed for inspection;</p> <p>(b) the requirement of "at least two hours per day" followed the requirement under the existing Companies Ordinance (Cap.32) ("CO") and the restriction could only be imposed by resolution. Such an existing arrangement was meant to cater for circumstances of individual company which might have genuine need to impose the restriction having regard to its mode of operation; and</p> <p>(c) a contravention of section 7(1) would be an offence subject to a maximum penalty of a level 4 fine. The daily default fine for the same offence under the existing CO was removed as the prosecution action was likely to be targeted at a specific breach on a specific date/time rather than over a continuous period.</p>	
002648 – 002932	Chairman Administration	<p><u>Section 8 – Making copy of company records during inspection</u></p> <p><u>Section 9 – Order of Court relating to inspection of company records</u></p> <p>Members raised no questions.</p>	

Time Marker	Speaker	Subject(s)	Action Required
002933 – 003311	Chairman Deputy Chairman Mr Albert HO Administration	<p><u>Section 6 – Prescribed inspection fee</u></p> <p>In response to the enquiries of Mr HO, the Chairman and the Deputy Chairman about the basis for calculating the prescribed inspection fee of \$50, the Administration advised that –</p> <p>(a) the prescribed inspection fee applied only to those circumstances specified by the new CO, usually in the case where the person making the request for provision of information was not a member of the company concerned;</p> <p>(b) the fee was charged on the basis of each request for inspection of each type of company records at each inspection period, irrespective of the number of pages of the same type of records inspected or copied during the inspection, and regardless of the time spent on the inspection during each inspection period;</p> <p>(c) a request for inspection of the company records on a new business day would be regarded as a new inspection request and subject to payment of the inspection fee but individual company might exercise flexibility in deciding whether to charge extra inspection fee under such circumstances.</p>	
003312 – 003343	Chairman Administration	<p>Part 4 – Provision of Copy of Company Records by Company</p> <p><u>Section 10 – Interpretation of Part 4</u></p> <p>Members raised no questions.</p>	
003344 – 004604	Chairman Deputy Chairman Mr Martin LIAO Mr Steven HO Administration	<p><u>Section 11 – Provision of copy of company records</u></p> <p>Mr LIAO noted that under the provision, a company must provide a copy of the whole or any part of any company records of the company to a person entitled to be provided with the copy within five business days after the date of receipt of the request or payment of the prescribed fee (whichever was the later). He expressed concern about the difficulty for companies to meet the requirement, in particular small and medium-sized companies. Due to their limited resources, these companies might not be able to comply with the requirement.</p>	

Time Marker	Speaker	Subject(s)	Action Required
		<p>Mr HO expressed similar concern. As a request for information might involve substantial amount of company records and a company might need to handle a large number of requests in a short period of time, he enquired whether there would be a limit on the volume of records to be provided by a company for each request within the prescribed lead time of five business days.</p> <p>The Administration advised that –</p> <ul style="list-style-type: none"> (a) Section 11(1) of this Regulation required a company to provide copies of company records as requested by a requestor within five business days after the date of receipt of the request or payment of the prescribed fee (whichever was later). The proposed period of five business days sought to strike a balance between minimizing the compliance burden to the company and facilitating the requestor to obtain copies of company records within a reasonable period; (b) "business day" was defined in section 11(5) of the Regulation as a day that was not a general holiday, or not a black rainstorm warning day or gale warning day as defined by section 71(2) of the Interpretation and General Clauses Ordinance (Cap. 1). "Business day" was adopted as the counting basis in response to industry's feedback; and (c) it was expected that the number of requests for provision of copy of company records dealt with by small and medium-sized companies would be relatively small as compared with large companies as the former had fewer members and also probably fewer records subject to the provision of copies. <p>In response to the Deputy Chairman's enquiry, the Administration clarified that Saturdays were not general holidays, and contravention of the requirement in respect of provision of copy of company records would be liable to a fine at level 4 (section 11(4) of the Regulation).</p> <p>ALA2 advised that a fine at level 4 was \$25,000. He also drew members' attention to the removal of</p>	

Time Marker	Speaker	Subject(s)	Action Required
		<p>the daily default fine, which was applicable under the existing CO, from the penalty for an offence related to provision of copy of company records under sections 11(1) and (4) of the Regulation.</p> <p>The Deputy Chairman remarked that, if Saturdays were not counted as general holidays, companies not conducting business on Saturdays might in fact have shorter working period to respond to a request for provision of copy of company records, and the requirement would be particularly stringent for small companies which had limited resources.</p> <p>Noting that the lead time for provision of copy of information under the existing CO ranged between seven to 20 calendar days depending on the types of records (i.e. about 10 days on average), and the relatively heavy penalty of a level 4 fine to small companies, Mr LIAO and the Deputy Chairman suggested that the Administration should provide a longer lead time, e.g. 10 business days.</p> <p>Other members, including Mr TONG, Dr CHIANG and Dr CHAN, did not object to the proposal. The Administration was requested to make amendments to extend the lead time in question to 10 business days in light of members' consensus.</p>	<p>The Administration to take action as required in paragraph 2 of the minutes.</p>
004605 – 004859	Chairman Deputy Chairman Administration	<p><u>Section 12 – Prescribed fees for provision of copy of company records</u></p> <p>The Deputy Chairman enquired whether there was any requirement on the page size of company records (not a register) requested to be copied at the prescribed fee of \$5 per page under section 12(2)(a) of the Regulation.</p> <p>The Administration replied that there would be no such requirement. Under the existing CO, the number of words in a record (other than a register) was used as a basis for calculating the fees payable for provision of copy of company records. Having regard to industry's feedback that this approach was cumbersome and impractical, the calculation basis had been changed to the number of pages.</p>	

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004900 – 005455	Chairman Administration	<p><u>Section 8 – Making copy of company records during inspection</u></p> <p>The Chairman noted that section 8 of the Regulation stipulated that, if a company made its company records available for a person's inspection, the company must permit the person to make a copy of the whole or any part of those records in the course of inspection. He enquired whether a person could make a copy by using a portable storage device if the company allowed inspection of the company records through electronic means, e.g. via the company's computer system. If this was the case, how the fees for provision of copy of company records would be calculated, and whether the company could refuse the request of the person concerned for copying the company's record through the portable storage device as the computer was the company's asset and there might be security concerns on access to the company's computer records.</p> <p>The Administration advised that –</p> <ul style="list-style-type: none"> (a) the Regulation did not prescribe the means through which a person could make copy of the company records during inspection. Nor was there any obligation on the company to assist the person to make any copy of the records (section 8(2) of the Regulation); (b) the company would be entitled to exercise its means to control access to files on a computer when allowing inspection of the records in electronic form; and (c) alternatively, the company might assist the person concerned to save the softcopy of the requested record in the portable storage device provided by the person although the company was not obliged to do so. <p>As regards the fees for provision of copy of company records in electronic form, the Administration advised that the prescribed fees in section 12 of the Regulation did not distinguish the form of company records, i.e. hardcopy or softcopy. Apart from the cost of making a copy (e.g. photo-copying charge and paper cost), the prescribed fees were meant to cover the</p>	

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		<p>administrative costs incurred by the company, such as retrieval of the requested company records, which applied to both hardcopy and softcopy.</p>	
<p>005456 – 010125</p>	<p>Chairman ALA2 Administration</p>	<p>ALA2 advised that under section 657(2)(c) of the new CO, the regulations made under section 657 might require a company to inform a person of the most recent date on which alterations had been made to a register or an index. He enquired why this requirement was not provided in L.N. 78.</p> <p>The Chairman enquired whether a person could request the company to provide information on the dates on which alterations were made to a register or an index, such as changes to the register of company directors, even though L.N. 78 did not prescribe such requirement.</p> <p>The Administration advised that –</p> <p>(a) Section 657(2)(c) of the new CO provided that this Regulation may contain provisions requiring a company to inform a person of the most recent date on which alterations were made to a register or an index ("the requirement"). It was noted that the requirement, which was not present in the existing CO, would lead to additional compliance costs for the companies concerned, and the Administration was not aware of any strong demand for its introduction. Therefore the requirement was not included when the Administration finalized this Regulation;</p> <p>(b) while there was no obligation on the company in this regard, the company might, having regard to its individual circumstances, meet request from persons for information on the most recent date on which the alterations in question were made at its volition; and</p> <p>(c) as regards the register of directors of a company, the company was required to update its register of directors whenever there were changes and to inform the Companies Registry of change in directorship within a specified time limit accordingly. It would be more convenient for the person to obtain the relevant information on the Companies Register.</p>	

Time Marker	Speaker	Subject(s)	Action Required
010126 – 010319	Chairman Administration	<p><u>Companies (Non-Hong Kong Companies) Regulation (L.N. 79 of 2013)</u></p> <p>Part 1 – Preliminary</p> <p><u>Section 1 – Commencement</u></p> <p>Members raised no questions.</p>	
010320 – 010658	Chairman Administration ALA2	<p><u>Section 2 – Interpretation</u></p> <p>ALA2 noted that there was a definition of "成立所在地" in the Chinese text of section 2, but there was no equivalent definition in the English text. He enquired why such a definition was needed in the Chinese text, and whether there should be a corresponding definition of the term in the English text.</p> <p>The Administration explained that –</p> <p>(a) in Part 16 of the new CO, the English expression "place of incorporation" (in relation to a non-Hong Kong company ("NHKC")) was rendered as (某非香港公司) "成立為法團所在地方". In L.N. 79, a definition of "成立所在地" was included in section 2 in order to simplify the drafting of the Chinese text and make it more concise. As the English expression "place of incorporation" was used in its ordinary meaning and was clear, there was no need to provide a definition on the term in the English text;</p> <p>(b) under section 10B of the Interpretation and General Clauses Ordinance (Cap. 1), the English language text and the Chinese language text of an Ordinance shall be equally authentic, and the Ordinance shall be construed accordingly. As such, each text was independent and could be read on its own; and</p> <p>(c) it was not uncommon for the Chinese text of a piece of legislation to feature a term in its interpretation provision without providing an equivalent definition in the English text, or vice versa. For example, in the new CO,</p>	

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		<p>section 2 provided for the word "Court" as an abbreviation of the Court of First Instance; while no equivalent definition was given in the Chinese text, which instead used "原訟法庭" in various provisions.</p>	
<p>010659 – 011005</p>	<p>Chairman Administration Deputy Chairman</p>	<p>Part 2 – Particulars and Documents Required for Application for Registration</p> <p><u>Section 3 – Particulars to be contained in application for registration</u></p> <p>The Deputy Chairman enquired about the requirement in section 3(1)(a) of the Regulation for an application for registration as a registered NHKC to contain its domestic name if it was in Roman script or in Chinese, and whether the Chinese domestic name could be provided in either traditional and simplified Chinese characters. He also enquired if the name of the NHKC for registration in Hong Kong should be the same as the name of its headquarter company.</p> <p>The Administration advised that, if the domestic name of a NHKC was available in languages other than the Roman script or Chinese, say in the Russian language, the NHKC would be required under section 776(5) to provide only the certified translation of its domestic name in English or Chinese but not other languages given that the Companies Registry might not be able to register a domestic name of other languages for technical reasons. A Chinese name could be in either simplified Chinese characters or traditional Chinese characters.</p>	
<p>011006 – 011322</p>	<p>Chairman Administration Deputy Chairman</p>	<p><u>Section 4 – Documents to accompany application for registration</u></p> <p>The Deputy Chairman enquired whether "accounts" in section 4 of the Regulation referred to the accounts relating only to the operation of the NHKC in Hong Kong, not including the accounts of its head office and other branches.</p> <p>The Administration advised that –</p> <p>(a) in the context of section 4 of the Regulation, "accounts" referred to the accounts of the NHKC itself, and not its individual branch or place of business; and</p>	

Time Marker	Speaker	Subject(s)	Action Required
		<p>(b) if a NHKC set up a place of business in Hong Kong (and not as a new company incorporated in Hong Kong), it was not obliged to provide to the Companies Registry its accounts in respect of its place of business in Hong Kong.</p>	
<p>011323 – 011543</p>	<p>Chairman Mr Albert HO Administration</p>	<p><u>Section 4 – Documents to accompany application for registration</u></p> <p>Mr HO noted that an application for registration as a registered NHKC must be accompanied by the certified copy of the specified documents (e.g. memorandum of the company, certificate of incorporation). He enquired about the authorized party to certify the copy and whether only one language version, i.e. either English or Chinese, of the certified copy should be provided.</p> <p>Referring to section 775 of the new CO, the Administration advised that –</p> <p>(a) if the copy was certified in the NHKC's place of incorporation, the copy could be certified by –</p> <ul style="list-style-type: none"> (i) an official of the government of that place to whose custody the original of the document is committed; (ii) a notary public practising in that place; (iii) a lawyer practising in that place; (iv) a professional accountant practising in that place; (v) an officer of a court of law duly authorized by the law of that place to certify documents for any judicial or other legal purpose; or (vi) a professional company secretary practising in that place; <p>(b) if the copy was certified in Hong Kong, it could be certified by –</p> <ul style="list-style-type: none"> (i) a notary public practising in Hong Kong; 	

Time Marker	Speaker	Subject(s)	Action Required
		<ul style="list-style-type: none"> (ii) a solicitor practising in Hong Kong; (iii) a certified public accountant (practising); (iv) an officer of the court in Hong Kong who was authorized by law to certify documents for any judicial or other legal purpose; (v) a consular officer of the NHKC's place of incorporation; (vi) a professional company secretary practising in Hong Kong; <p>(c) the copy might also be certified by an officer of the NHKC or an authorized representative of the registered NHKC; and</p> <p>(d) either the English or Chinese version of the certified copy would need to be provided.</p>	
011544 – 011837	Chairman ALA2 Administration	<p>In respect of section 4(4)(a) of the Regulation, ALA2 pointed out that the Chinese rendition "在本條例第 776(4)條規定須交付申請的日期前" might not be an accurate rendition for "prior to the date of delivery of the application under section 776(4) of the Ordinance" as the Chinese rendition appeared to refer to the deadline on which the application was required to be delivered instead of the actual date of delivery by the company.</p> <p>In the light of ALA2's comments, the Administration would consider whether amendments to sections 4(4)(a) and 9(1)(k) were necessary.</p>	The Administration to take action as required in paragraph 3 of the minutes.
011838 – 012145	Chairman Administration	<p>Part 3 – Certified Translation of Domestic Name</p> <p><u>Section 5 – Company may include certified translation of domestic name: application for registration</u></p> <p><u>Section 6 – Company may include certified translation of domestic name: change of domestic name</u></p>	

Time Marker	Speaker	Subject(s)	Action Required
		<p><u>Section 7 – Contents of application under section 5 and return under section 6</u></p> <p>Part 4 –Notice of Termination of Authorized Representative</p> <p><u>Section 8 – Documents to accompany notice of termination</u></p> <p>Members raised no questions.</p>	
012146 – 012410	Chairman Administration ALA2	<p>Part 5 – Particulars Required for Annual Return</p> <p><u>Section 9 – Particulars to be contained in annual return</u></p> <p>In reply to ALA2, the Administration indicated that it would consider whether the Chinese rendition of "姓名" in section 9(1)(h)(i) should be amended to "姓名或名稱" in order to be consistent with the definition of "required details" in section 774(1) of the new CO.</p>	The Administration to take action as required in paragraph 3 of the minutes.
012411 – 012710	Chairman Administration	<p>Part 6 – Revision of Accounts under Section 790 of Ordinance</p> <p><u>Section 10 – Interpretation</u></p> <p><u>Section 11 – Company to deliver revised accounts to Registrar</u></p> <p><u>Section 12 – Effect of revision after delivery of revised accounts to Registrar</u></p> <p>Part 7 – Change of Registered Particulars</p> <p><u>Section 13 – Particulars to be contained in a return under section 791 of Ordinance</u></p> <p>Members raised no questions.</p>	
012711 – 012935	Chairman Administration ALA2	<p><u>Section 14 – Documents to accompany a return under section 791 of Ordinance</u></p> <p>ALA2 requested the Administration to clarify whether the words "after the change" in the English text of section 14(2)(a) qualified all of the relevant documents (i.e. charter, statutes, memorandum etc.) of the company, and other</p>	

Time Marker	Speaker	Subject(s)	Action Required
		<p>instruments defining the company's constitution, and if so, the Administration should consider whether the Chinese text should be amended accordingly to achieve consistency with the English text.</p> <p>The Administration clarified that the expression "after the change" in the English text qualified any instruments to which change had been made. The intention was that if a part of any instrument had been amended, the registered NHKC shall submit that instrument in its entire form, with the amendment duly incorporated, together with the return to the Registrar. The Administration would consider whether amendment to section 14(2)(a) was necessary.</p>	<p>The Administration to take action as required in paragraph 3 of the minutes.</p>
012936 – 013329	Chairman	<p>Date of next meeting and schedule of other meetings in June 2013</p> <p>Legislative timetable</p>	