

LEGISLATIVE COUNCIL BRIEF

Companies Ordinance
(Cap. 622)

Companies Ordinance (Commencement) Notice 2021

Companies Ordinance (Commencement) (No.2) Notice 2021

Companies Ordinance (Commencement) (No.3) Notice 2021

**Companies (Residential Addresses and Identification Numbers)
Regulation**

**Company Records (Inspection and Provision of Copies)
(Amendment) Regulation 2021**

**Companies (Non-Hong Kong Companies) (Amendment) Regulation
2021**

Companies Ordinance (Amendment of Schedule 11) Notice 2021

INTRODUCTION

For the implementation of the new inspection regime of the Companies Register (“the Register”) under the Companies Ordinance (Cap. 622) (“CO”) which has yet to be commenced, the Secretary for Financial Services and the Treasury (“SFST”) has made –

- (a) the Companies Ordinance (Commencement) Notice 2021 (**Annex A**), the Companies Ordinance (Commencement) (No.2) Notice 2021 (**Annex B**), and the Companies Ordinance (Commencement) (No.3) Notice 2021 (**Annex C**) under section 1(2) of the CO;
- (b) the Companies (Residential Addresses and Identification Numbers) Regulation under sections 49(8) and (9), 51(5),

A
B
C

- D 58(5) and 910(b) of the CO¹ (**Annex D**);
- E (c) the Company Records (Inspection and Provision of Copies) (Amendment) Regulation 2021 under section 657 of the CO¹ (**Annex E**);
- F (d) the Companies (Non-Hong Kong Companies) (Amendment) Regulation 2021 under section 805 of the CO¹ (**Annex F**); and
- G (e) the Companies Ordinance (Amendment of Schedule 11) Notice 2021 under section 913(2) of the CO² (**Annex G**).

JUSTIFICATIONS

2. The CO contains provisions stipulating that the Register of the Companies Registry (“CR”) is to make available for public inspection correspondence addresses of directors in place of their usual residential addresses (“URAs”), and partial identification numbers (“IDNs”) of directors, company secretaries and other relevant persons in place of full IDNs. The relevant provisions were made with a view to enhancing protection for personal information while ensuring that the public could continue to inspect the Register under the CO. The provisions were passed by the Legislative Council (“LegCo”) in July 2012, but have not commenced.

3. In recent years, there has been rising community concern over whether personal information contained in public registers are adequately protected, especially in the light of increased reported cases of doxxing and personal data misuse³. As early as in 2015, the Office of the Privacy

¹ The Financial Secretary (“FS”) may make the relevant regulations according to the relevant provisions. According to section 3 of the Interpretation and General Clauses Ordinance (Cap. 1), the FS also means the Secretary for Financial Services and the Treasury (“SFST”). Hence, the SFST has made the relevant regulations according to the above provisions.

² The FS may by notice published in the Gazette, amend Schedule 11 according to the relevant provision. According to section 3 of the Interpretation and General Clauses Ordinance (Cap. 1), the FS also means the SFST. Hence, the SFST has amended the relevant Schedule according to the above provision.

³ According to information of the Office of the Privacy Commissioner for Personal Data, it handled over 5 400 doxxing-related cases from June 2019 to the end of 2020, while it received around 1 100

Commissioner for Personal Data published its Report on Survey of Public Registers Maintained by Government and Public Bodies, and had suggested therein that operators of registers, when providing personal data of a sensitive nature (such as identification documents and residential addresses), should explore less privacy-intrusive means of public disclosure of such data. It also suggested the Government to implement the requirement for limiting the disclosure of IDNs and URAs of company directors filed with the CR. The Government has reviewed the situation and considered it appropriate to implement the new inspection regime under the CO now.

Transparency of the Register

4. Upon implementation of the new inspection regime, all searchers will be able to access the correspondence address and partial IDN of a director on the Register. Such information, together with the name of a director and relevant information of the company, will allow searchers to ascertain the identity of the director concerned. Apart from the adjustment made to the disclosure of URAs and full IDNs (“Protected Information”) which involve personal information of directors, members of the public could continue to access other information on the Register, including the full list of directorship of an individual.

5. In the exceptionally rare circumstances of different directors having identical full name and partial IDN, the Integrated Companies Registry Information System (“ICRIS”) will:

- (a) provide additional digit(s) of the IDNs to ensure that searchers could identify the directors effectively; and
- (b) consolidate the information of a director for easy perusal by the public, including for cases in which different patterns of the name of an individual director are shown on the Register.

6. The new inspection arrangements are comparable to those adopted in other common law jurisdictions. No personal identification numbers are required to be filed on, for example, the public registers of the United Kingdom (“UK”) and Australia. On residential addresses of

to 1 900 complaints each year from 2010 to 2018 (including doxxing-related and other categories of complaints).

directors, the UK company law gives every director the option to provide a service address for the public record, with his/her residential address kept on a separate record to which access is restricted to specified public authorities, etc. In Singapore, alternate address of a director has been allowed to replace URA since 2016.

Disclosure of Protected Information and “specified persons”

7. According to the CO, a post office box number is not allowed to be used as a correspondence address. Searchers could file a complaint with the CR in regard to invalid correspondence address of a director, and the CR could make available that director’s URA for public inspection after confirming the invalidity. In addition, the Court may, upon the application of a creditor of a company or any other person appearing to have a sufficient interest, make an order for the disclosure by the Registrar of Companies of the Protected Information of directors and others.

8. The CO provisions to be implemented also stipulate that the CR could disclose Protected Information of directors, etc., on the Register to “specified persons”. “Specified persons” include a data subject and a person authorised by a data subject. Meanwhile, the conduct of some functions in relation to statutory procedures, law enforcement, and customer due diligence (“CDD”) of financial and business transactions (e.g. for Anti-Money Laundering and Counter-Financing of Terrorism (“AML/CFT”) purposes) require the Protected Information of directors. When carrying out the above functions, it may not be appropriate or possible for the relevant persons/organisations to communicate with the directors concerned directly to obtain their consent for accessing their Protected Information. In view of the need to ensure the robustness of the financial, commercial and corporate governance systems of Hong Kong, and proper conduct of law enforcement, the list of “specified persons” will include –

- (a) a member of the company;
- (b) a public officer or public body;
- (c) a person/organisation appointed or provided under statute who needs to use Protected Information for execution of statutory functions⁴;

⁴ Including liquidator and provisional liquidator under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); provisional trustee or trustee of the property of a bankrupt, as well

- (d) a solicitor who practises law in a Hong Kong firm and a foreign lawyer who practises foreign law in a Hong Kong firm or a foreign firm under the Legal Practitioners Ordinance (Cap. 159);
- (e) a certified public accountant (practising) under the Professional Accountants Ordinance (Cap. 50);
- (f) an authorized institution under the Banking Ordinance (Cap. 155); and
- (g) a financial institution (e.g. a securities company, an insurance company, a money service operator, a Stored Value Facility Licensee, etc.) and designated non-financial businesses and professions (including accounting and legal professionals, estate agents, and Trust or Company Service Provider Licensees) regulated under the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615).

“Specified persons” are required to confirm that the Protected Information would only be used for the performance of their functions⁵. We will put in place an appropriate administrative mechanism for “specified persons” to access Protected Information on the Register in a timely manner for the execution of their functions. The CR will charge categories (d) to (g) of “specified persons” above on a full cost recovery basis.

Phased commencement of the new inspection regime

9. The full operation of the new inspection regime of the Register will involve substantial system and operation modifications of the ICRIS⁶.

as an interim trustee of the property of a debtor or of any part of the property under the Bankruptcy Ordinance (Cap. 6); an inspector as defined by section 838(1) of the Companies Ordinance; an inspector appointed under section 95(1) of the Trustee Ordinance (Cap. 29); a recognized clearing house, a recognized exchange company, a recognized exchange controller and a recognized investor compensation company as defined by section 1 of Part 1 of Schedule 1 to the Securities and Futures Ordinance (Cap. 571); and a person directed or appointed to investigate any matter under section 11(1) of the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615) (“AMLO”).

⁵ Financial institutions and designated non-financial businesses and professions under AMLO need to confirm that the information would only be used for the functions conferred or imposed on them under AMLO.

⁶ Under the new regime, it is estimated that the ICRIS every year will have to register about 1.7 million new documents containing Protected Information that have to be processed and streamed into information available for public access or Protected Information. The ICRIS will also have to make available about 40 million documents containing Protected Information already registered on the Register for people to apply for withholding those information.

The ICRIS has to be upgraded to allow automatic and computer-aided processing of the above to ensure that the company registration and search services provided by the CR will not be undermined. The CR is already implementing a revamp project for upgrading ICRIS with targeted completion in end 2023, by then the ICRIS will have the capacity to cope with the requirements for full operation of the new inspection regime. In the meantime, we have studied the possibility of bringing some of the provisions of the new inspection regime into operation earlier before full commencement such that the personal data protection regime will be geared up by phases.

10. Details of the phased implementation are as follows –
 - (a) Phase 1 – from 23 August 2021, companies may replace URAs of directors with their correspondence addresses, and replace full IDNs of directors and company secretaries with their partial IDNs for public inspection on their own registers;
 - (b) Phase 2 – from 24 October 2022, Protected Information on the Index of Directors on the Register will be replaced with correspondence addresses and partial IDNs for public inspection. Protected Information contained in documents filed for registration after commencement of this phase will not be provided for public inspection. “Specified persons” could apply to the CR for access to Protected Information of directors and other persons; and
 - (c) Phase 3 – from 27 December 2023, data subjects could apply to the CR for protecting from public inspection their Protected Information contained in documents already registered with the CR before commencement of Phase 2, and replace such information with their correspondence addresses and partial IDNs. “Specified persons” could apply to the CR for access to Protected Information of directors and other persons.

THE RELEVANT SUBSIDIARY LEGISLATION

11. The Companies Ordinance (Commencement) Notice 2021 stipulates 23 August 2021 as the commencement date of Phase 1. The Companies Ordinance (Commencement) (No.2) Notice 2021 stipulates 24 October 2022 as the commencement date of Phase 2. The Companies Ordinance (Commencement) (No.3) Notice 2021 stipulates 27 December 2023 as the commencement date of Phase 3.

12. The Companies (Residential Addresses and Identification Numbers) Regulation provides for the list of “specified persons” who can access Protected Information of directors and other persons, as well as the relevant requirements and fees. This Regulation also provides that directors and other persons can apply to the CR for withholding their Protected Information on registered documents from public inspection after implementation of Phase 3.

13. The Company Records (Inspection and Provision of Copies) (Amendment) Regulation 2021 provides that companies are still required to provide the first part of IDNs for public inspection if they replace full IDNs with partial IDNs on their registers.

14. The Companies (Non-Hong Kong Companies) (Amendment) Regulation 2021 provides that same as local companies, registered non-Hong Kong companies are also required to file correspondence addresses of directors with the CR.

15. The Companies Ordinance (Amendment of Schedule 11) Notice 2021 provides for relevant transitional provisions. They are based on the corresponding transitional provisions in the CO passed by the LegCo in 2012, with modifications to cater for the current phased approach in implementing the new inspection regime⁷.

⁷ These transitional provisions provide that a company is not mandated to provide correspondence addresses for public inspection on its register of directors immediately after implementation of Phase 1, until its first annual return date after implementation of Phase 2. Meanwhile, if a company chooses to enter the correspondence address of a director into its register of directors after implementation of Phase 1, which is not the address of the company’s registered office, it will need to notify the CR after implementation of Phase 2 according to relevant provisions of the CO.

LEGISLATIVE TIMETABLE

16. The legislative timetable is as follows:

Publication in the Gazette	18 June 2021
Tabling at the LegCo	23 June 2021
Commencement of Phase 1	23 August 2021
Commencement of Phase 2	24 October 2022
Commencement of Phase 3	27 December 2023

IMPLICATIONS OF THE RELEVANT SUBSIDIARY LEGISLATION

17. The relevant subsidiary legislation is in conformity with the Basic Law, including the provisions concerning human rights. It will not affect the current binding effect of the existing provisions of the CO. It has no productivity, environmental, gender, family or sustainability implications. In terms of civil service, the CR may need to increase civil service manpower to handle applications made by relevant persons for withholding their Protected Information from public inspection in the longer run. The CR will make application under established mechanism for the necessary resources. As for economic implications, the new inspection regime has ensured that directors' information available for inspection in the future will be sufficient for identification. Needs of law enforcement, as well as CDD of financial and commercial transactions (e.g. AML/CFT) have been taken into account for arrangements regarding "specified persons". Hence, there will not be economic implications. As for financial implications, fees charged by the CR on a full cost recovery basis on certain "specified persons" are estimated to be around \$1.9 million per year.

PUBLIC CONSULTATION

18. The new inspection regime had undergone extensive consultation during the rewrite of the CO in 2009. At the time, the majority of respondents to the consultation considered that Protected Information of directors and others should not be made available on the public register due to privacy and risks of misuse of information. Many also supported following the arrangements adopted in other jurisdictions, for example

allowing access to residential addresses of relevant persons only by certain institutions such as public authorities, upon application. The Standing Committee on Company Law Reform also supported the relevant arrangements.

19. The Financial Services and the Treasury Bureau (“FSTB”) briefed the LegCo Panel on Financial Affairs in April 2021 on the proposed arrangements for the new inspection regime, and at the same time communicated with relevant stakeholders, including the financial sector, the professional services sector (e.g. lawyers, accountants, etc.), company service providers, chambers of commerce, the labour sector, media, etc., to listen to their views with a view to refining implementation details. Stakeholders were generally supportive of implementing the relevant arrangements. Some stakeholders worried that displaying partial IDNs on the Register might render identification of directors’ identity infeasible. There was also concern from stakeholders that searchers might not be able to easily access the full list of directorship of an individual as in the current mechanism, and not showing URAs of directors might affect some necessary CDD or civil claim procedures. There were also views that persons who needed to conduct CDD in relation to AML/CFT should be listed as “specified persons”, and “specified persons” should have timely access to Protected Information of directors to ensure that court procedures, CDD of financial and business transactions, etc., would continue to be executed effectively. The FSTB has thoroughly considered views expressed by stakeholders in finalising the legislative proposal, and has enhanced the ICRIS and suitably adjusted the categories of “specified persons” in the light of the comments received.

PUBLICITY

20. We will issue a press release upon gazettal of the relevant subsidiary legislation, and arrange a spokesperson to answer press enquiries. The FSTB and the CR will also continue to keep in close contact with relevant trades to ensure smooth implementation of the new arrangements for inspection of the Register.

BACKGROUND

21. Provisions of the new inspection regime under the CO were passed by LegCo in July 2012. However, since some stakeholders held diverse views over how the arrangements should be brought into operation, the Government then decided to first implement the provisions for company secretaries to provide correspondence addresses in place of URAs under the new inspection regime in 2014, while deferring commencement of the remaining provisions of the new inspection regime in order not to delay the implementation of other major parts of the CO.

ENQUIRIES

22. Any enquiries on this brief can be addressed to Mr Desmond WU, Principal Assistant Secretary for Financial Services and the Treasury (Financial Services), at 2528 6384.

**Financial Services Branch
Financial Services and the Treasury Bureau
16 June 2021**

Companies Ordinance (Commencement) Notice 2021

Under section 1(2) of the Companies Ordinance (Cap. 622), I appoint 23 August 2021 as the day on which the following provisions of the Ordinance come into operation—

- (a) section 643(1)(a)(ii), (2)(b) and (3)(b) in so far as it relates to a correspondence address;
- (b) sections 643(5), 644, 651 and 657(2)(g).

Secretary for Financial Services and
the Treasury

2021

**Companies Ordinance (Commencement) (No. 2) Notice
2021**

Under section 1(2) of the Companies Ordinance (Cap. 622), I appoint 24 October 2022 as the day on which the following provisions of the Ordinance come into operation—

- (a) Subdivision 2 of Division 7 of Part 2, except section 54(1)(a)(ii);
- (b) sections 645(5), 647(4) and (5), 791(4) and 802(4) and (5);
- (c) section 3(1)(a)(iii) and (2) of Schedule 2;
- (d) sections 3 and 4 of Schedule 6.

Secretary for Financial Services and
the Treasury

2021

**Companies Ordinance (Commencement) (No. 3) Notice
2021**

Under section 1(2) of the Companies Ordinance (Cap. 622), I appoint 27 December 2023 as the day on which sections 47, 49, 50, 51 and 52 of the Ordinance come into operation.

Secretary for Financial Services and
the Treasury

2021

Companies (Residential Addresses and Identification Numbers) Regulation

Contents

Section	Page
Part 1	
Preliminary	
1. Commencement	1
2. Interpretation	1
Part 2	
Application Made for Purposes of Section 49(1) of Ordinance	
3. Application to withhold residential address or identification number from public inspection	4
4. Powers of Registrar to require additional documents and information	5
Part 3	
Application Made for Purposes of Section 51(3) of Ordinance	
5. Interpretation of Part 3	6
6. Application for disclosure by Registrar of withheld information	6
7. Powers of Registrar to require additional documents and information	7

Section	Page
8. Persons to whom withheld information may be disclosed and conditions in accordance with which withheld information may be disclosed	7
Part 4	
Application Made for Purposes of Section 58(3) of Ordinance	
9. Interpretation of Part 4	11
10. Application for disclosure by Registrar of protected information	11
11. Powers of Registrar to require additional documents and information	12
12. Persons to whom protected information may be disclosed and conditions in accordance with which protected information may be disclosed	12
Part 5	
Exemption from Fees	
13. Exemption from fees	16
Schedule Scheduled Persons	17

Companies (Residential Addresses and Identification Numbers) Regulation

(Made by the Secretary for Financial Services and the Treasury under sections 49(8) and (9), 51(5), 58(5) and 910(b) of the Companies Ordinance (Cap. 622))

Part 1

Preliminary

1. Commencement

- (1) Parts 1, 4 and 5 (except section 13(1)) and the Schedule come into operation on the day on which section 58(5) of the Companies Ordinance (Cap. 622) comes into operation.
- (2) Parts 2 and 3 and section 13(1) come into operation on the day on which sections 49(8) and (9) and 51(5) of the Companies Ordinance (Cap. 622) come into operation.

2. Interpretation

In this Regulation—

authorized institution (認可機構) has the meaning given by section 2(1) of the Banking Ordinance (Cap. 155);

Cap. 159 (《第 159 章》) means the Legal Practitioners Ordinance (Cap. 159);

Cap. 615 (《第 615 章》) means the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615);

certified public accountant (practising) (執業會計師) has the meaning given by section 2(1) of the Professional Accountants Ordinance (Cap. 50);

company (公司) has the meaning given by section 20(1) of the Ordinance;

DNFBP (指定非金融業人士) has the meaning given by section 1 of Part 2 of Schedule 1 to Cap. 615;

document (文件) has the meaning given by section 20(1) of the Ordinance;

financial institution (金融機構) has the meaning given by section 1 of Part 2 of Schedule 1 to Cap. 615;

foreign lawyer (外地律師) means a foreign lawyer as defined by section 2(1) of Cap. 159 who practises foreign law in—

- (a) a Hong Kong firm; or
- (b) a foreign firm as defined by section 2(1) of Cap. 159;

Hong Kong firm (香港律師行) has the meaning given by section 2(1) of Cap. 159;

liquidator (清盤人) means a person who is a provisional liquidator or liquidator within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32);

public body (公共機構) includes—

- (a) any public authority or undertaking; and
- (b) any body that has power to act in a public capacity under, or for the purposes of, any enactment;

scheduled person (表列人士) means a person specified in the Schedule;

solicitor (律師) means a solicitor as defined by section 2(1) of Cap. 159 who practises law in a Hong Kong firm;

trustee in bankruptcy (破產案受託人) means a person who is, under the Bankruptcy Ordinance (Cap. 6)—

- (a) a provisional trustee or trustee of the property of a bankrupt; or

- (b) an interim trustee of the property of a debtor or of any part of the property.
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Part 2

Application Made for Purposes of Section 49(1) of Ordinance

3. **Application to withhold residential address or identification number from public inspection**
- (1) An application made for the purposes of section 49(1)(a) of the Ordinance—
- (a) must be in the specified form;
 - (b) must contain—
 - (i) a correspondence address required for the purposes of section 49(3) of the Ordinance; and
 - (ii) any other information specified by the Registrar for the application; and
 - (c) must be accompanied by any documents specified by the Registrar for the application.
- (2) The correspondence address referred to in subsection (1)(b)(i) must not be a post office box number.
- (3) An application made for the purposes of section 49(1)(b) of the Ordinance—
- (a) must be in the specified form;
 - (b) must contain any information specified by the Registrar for the application; and
 - (c) must be accompanied by any documents specified by the Registrar for the application.

4. Powers of Registrar to require additional documents and information

The Registrar may require a person who makes an application for the purposes of section 49(1) of the Ordinance to provide additional documents and information to the Registrar for the purposes of determining the application.

Part 3

Application Made for Purposes of Section 51(3) of Ordinance

5. Interpretation of Part 3

In this Part—

data subject (資料當事人) means a person—

- (a) whose address is withheld from public inspection under section 49(1)(a) of the Ordinance; or
- (b) the number of the identity card or passport of whom is withheld from public inspection under section 49(1)(b) of the Ordinance;

withheld information (不提供的資料) has the meaning given by section 47 of the Ordinance.

6. Application for disclosure by Registrar of withheld information

An application made for the purposes of section 51(3) of the Ordinance—

- (a) must be in the specified form;
- (b) must contain any information specified by the Registrar for the application; and
- (c) must be accompanied by—
 - (i) any documents specified by the Registrar for the application;
 - (ii) for an application for disclosure by the Registrar of withheld information to a person authorized by a data subject to obtain the information— documentary proof of the authorization; and

- (iii) subject to section 13(1)—a fee of \$10 for obtaining withheld information of each data subject.

7. Powers of Registrar to require additional documents and information

The Registrar may require a person who makes an application for the purposes of section 51(3) of the Ordinance to provide additional documents and information to the Registrar for the purposes of determining the application.

8. Persons to whom withheld information may be disclosed and conditions in accordance with which withheld information may be disclosed

- (1) Subject to subsections (2), (3), (4), (5), (6), (7), (8), (9), (10), (11) and (12), the Registrar may, on an application made for the purposes of section 51(3) of the Ordinance (*specified application*), disclose withheld information to the following persons—
 - (a) a data subject;
 - (b) a person who is authorized in writing by a data subject to obtain the information;
 - (c) a member of the company;
 - (d) a liquidator;
 - (e) a trustee in bankruptcy;
 - (f) a public officer or public body;
 - (g) a scheduled person;
 - (h) a solicitor or foreign lawyer;
 - (i) a certified public accountant (practising);
 - (j) a financial institution or DNFBP.

- (2) On a specified application for disclosure by the Registrar of withheld information to a data subject, the Registrar may only disclose to the data subject such information relating to the data subject.
- (3) On a specified application for disclosure by the Registrar of withheld information to the person authorized as described in subsection (1)(b), the Registrar may only disclose to the person such information relating to the data subject concerned.
- (4) On a specified application for disclosure by the Registrar of withheld information to a member of the company, the Registrar may only disclose to the member such information in a document delivered to the Registrar for registration in respect of the company.
- (5) Despite subsection (4), the Registrar must not disclose any withheld information under that subsection to the member if the member fails to provide the Registrar with a statement, made by the member, confirming that the member is a member of the company concerned.
- (6) The Registrar must not disclose any withheld information to a liquidator if the liquidator fails to provide the Registrar with a statement, made by the liquidator, confirming that—
 - (a) the information is required by the liquidator for the purpose of the performance of the liquidator's functions as a liquidator; and
 - (b) the information would be used only for that purpose.
- (7) The Registrar must not disclose any withheld information to a trustee in bankruptcy if the trustee fails to provide the Registrar with a statement, made by the trustee, confirming that—
 - (a) the information is required by the trustee for the purpose of the performance of the trustee's functions as a trustee in bankruptcy; and

- (b) the information would be used only for that purpose.
- (8) The Registrar must not disclose any withheld information to a public officer or public body if the officer or body fails to provide the Registrar with a statement, made by the officer or body, confirming that—
 - (a) the information is required by the officer or body for the purpose of the performance of the officer's or body's functions; and
 - (b) the information would be used only for that purpose.
- (9) The Registrar must not disclose any withheld information to a scheduled person if the person fails to provide the Registrar with a statement, made by the person, confirming that—
 - (a) the information is required by the person for the purpose of, or in connection with, the performance of the functions conferred or imposed on the person under any enactment; and
 - (b) the information would be used only for that purpose.
- (10) The Registrar must not disclose any withheld information to a solicitor or foreign lawyer if the solicitor or foreign lawyer fails to provide the Registrar with a statement, made by the solicitor or foreign lawyer, confirming that—
 - (a) the information is required by the solicitor or foreign lawyer for the purpose of the performance of the solicitor's or foreign lawyer's functions as a solicitor or foreign lawyer; and
 - (b) the information would be used only for that purpose.
- (11) The Registrar must not disclose any withheld information to a certified public accountant (practising) if the accountant fails to provide the Registrar with a statement, made by the accountant, confirming that—

- (a) the information is required by the accountant for the purpose of the performance of the accountant's functions as a certified public accountant (practising); and
- (b) the information would be used only for that purpose.
- (12) The Registrar must not disclose any withheld information to a financial institution or DNFBP if the institution or DNFBP fails to provide the Registrar with a statement, made by the institution or DNFBP, confirming that—
 - (a) the information is required by the institution or DNFBP—
 - (i) for the purpose of, or in connection with, the performance of the institution's or DNFBP's functions conferred or imposed on the institution or DNFBP under Cap. 615; or
 - (ii) if the institution is an authorized institution—for the purpose of the performance of an authorized institution's functions other than the functions mentioned in subparagraph (i); and
 - (b) the information would be used only for that purpose.

Part 4

Application Made for Purposes of Section 58(3) of Ordinance

9. Interpretation of Part 4

In this Part—

data subject (資料當事人) means a person whose address, or the number of the identity card or passport of whom, is contained in a document to which section 54(2) of the Ordinance applies;

protected information (受保護資料) has the meaning given by section 53(1) of the Ordinance.

10. Application for disclosure by Registrar of protected information

An application made for the purposes of section 58(3) of the Ordinance—

- (a) must be in the specified form;
- (b) must contain any information specified by the Registrar for the application; and
- (c) must be accompanied by—
 - (i) any documents specified by the Registrar for the application;
 - (ii) for an application for disclosure by the Registrar of protected information to a person authorized by a data subject to obtain the information—documentary proof of the authorization; and
 - (iii) subject to section 13(2)—a fee of \$10 for obtaining protected information of each data subject.

11. Powers of Registrar to require additional documents and information

The Registrar may require a person who makes an application for the purposes of section 58(3) of the Ordinance to provide additional documents and information to the Registrar for the purposes of determining the application.

12. Persons to whom protected information may be disclosed and conditions in accordance with which protected information may be disclosed

- (1) Subject to subsections (2), (3), (4), (5), (6), (7), (8), (9), (10), (11) and (12), the Registrar may, on an application made for the purposes of section 58(3) of the Ordinance (*specified application*), disclose protected information to the following persons—
 - (a) a data subject;
 - (b) a person who is authorized in writing by a data subject to obtain the information;
 - (c) a member of the company;
 - (d) a liquidator;
 - (e) a trustee in bankruptcy;
 - (f) a public officer or public body;
 - (g) a scheduled person;
 - (h) a solicitor or foreign lawyer;
 - (i) a certified public accountant (practising);
 - (j) a financial institution or DNFBP.
- (2) On a specified application for disclosure by the Registrar of protected information to a data subject, the Registrar may only disclose to the data subject such information relating to the data subject.

- (3) On a specified application for disclosure by the Registrar of protected information to the person authorized as described in subsection (1)(b), the Registrar may only disclose to the person such information relating to the data subject concerned.
- (4) On a specified application for disclosure by the Registrar of protected information to a member of the company, the Registrar may only disclose to the member such information in a document delivered to the Registrar for registration in respect of the company.
- (5) Despite subsection (4), the Registrar must not disclose any protected information under that subsection to the member if the member fails to provide the Registrar with a statement, made by the member, confirming that the member is a member of the company concerned.
- (6) The Registrar must not disclose any protected information to a liquidator if the liquidator fails to provide the Registrar with a statement, made by the liquidator, confirming that—
 - (a) the information is required by the liquidator for the purpose of the performance of the liquidator's functions as a liquidator; and
 - (b) the information would be used only for that purpose.
- (7) The Registrar must not disclose any protected information to a trustee in bankruptcy if the trustee fails to provide the Registrar with a statement, made by the trustee, confirming that—
 - (a) the information is required by the trustee for the purpose of the performance of the trustee's functions as a trustee in bankruptcy; and
 - (b) the information would be used only for that purpose.
- (8) The Registrar must not disclose any protected information to a public officer or public body if the officer or body fails to

- provide the Registrar with a statement, made by the officer or body, confirming that—
- (a) the information is required by the officer or body for the purpose of the performance of the officer's or body's functions; and
 - (b) the information would be used only for that purpose.
- (9) The Registrar must not disclose any protected information to a scheduled person if the person fails to provide the Registrar with a statement, made by the person, confirming that—
 - (a) the information is required by the person for the purpose of, or in connection with, the performance of the functions conferred or imposed on the person under any enactment; and
 - (b) the information would be used only for that purpose.
 - (10) The Registrar must not disclose any protected information to a solicitor or foreign lawyer if the solicitor or foreign lawyer fails to provide the Registrar with a statement, made by the solicitor or foreign lawyer, confirming that—
 - (a) the information is required by the solicitor or foreign lawyer for the purpose of the performance of the solicitor's or foreign lawyer's functions as a solicitor or foreign lawyer; and
 - (b) the information would be used only for that purpose.
 - (11) The Registrar must not disclose any protected information to a certified public accountant (practising) if the accountant fails to provide the Registrar with a statement, made by the accountant, confirming that—
 - (a) the information is required by the accountant for the purpose of the performance of the accountant's functions as a certified public accountant (practising); and

- (b) the information would be used only for that purpose.
- (12) The Registrar must not disclose any protected information to a financial institution or DNFBP if the institution or DNFBP fails to provide the Registrar with a statement, made by the institution or DNFBP, confirming that—
- (a) the information is required by the institution or DNFBP—
- (i) for the purpose of, or in connection with, the performance of the institution's or DNFBP's functions conferred or imposed on the institution or DNFBP under Cap. 615; or
 - (ii) if the institution is an authorized institution—for the purpose of the performance of an authorized institution's functions other than the functions mentioned in subparagraph (i); and
- (b) the information would be used only for that purpose.
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Part 5

Exemption from Fees

13. Exemption from fees

- (1) For an application made for the purposes of section 51(3) of the Ordinance, each of the persons specified in section 8(1)(a), (b), (c), (d), (e), (f) and (g) is exempted from the fee specified in section 6(c)(iii).
 - (2) For an application made for the purposes of section 58(3) of the Ordinance, each of the persons specified in section 12(1)(a), (b), (c), (d), (e), (f) and (g) is exempted from the fee specified in section 10(c)(iii).
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Schedule

[ss. 1 & 2]

Scheduled Persons

1. An inspector as defined by section 838(1) of the Ordinance
2. An inspector appointed under section 95(1) of the Trustee Ordinance (Cap. 29)
3. A recognized clearing house as defined by section 1 of Part 1 of Schedule 1 to the Securities and Futures Ordinance (Cap. 571)
4. A recognized exchange company as defined by section 1 of Part 1 of Schedule 1 to the Securities and Futures Ordinance (Cap. 571)
5. A recognized exchange controller as defined by section 1 of Part 1 of Schedule 1 to the Securities and Futures Ordinance (Cap. 571)
6. A recognized investor compensation company as defined by section 1 of Part 1 of Schedule 1 to the Securities and Futures Ordinance (Cap. 571)
7. A person directed or appointed to investigate any matter under section 11(1) of Cap. 615

Secretary for Financial Services and
the Treasury

2021

Explanatory Note

The main purposes of this Regulation are—

- (a) to provide for the information to be contained in an application made for the purposes of section 49(1) of the Companies Ordinance (Cap. 622) (*Ordinance*) to withhold a residential address or identification number from public inspection;
- (b) to provide for the form of, and the documents to accompany, an application mentioned in subparagraph (a);
- (c) to provide for the information to be contained in an application made for the purposes of section 51(3) of the Ordinance for disclosure of a residential address or identification number withheld from public inspection under section 49(1) of the Ordinance;
- (d) to specify the persons to whom an address or identification number mentioned in subparagraph (c) may be disclosed, and to provide for the conditions in accordance with which the address or number may be disclosed to those persons;
- (e) to provide for the information to be contained in an application made for the purposes of section 58(3) of the Ordinance for disclosure of certain protected information;
- (f) to provide for the form of, and the documents and fees to accompany, the applications mentioned in subparagraphs (c) and (e);
- (g) to provide for the powers of the Registrar of Companies appointed under section 21(1) of the Ordinance to require additional documents and information for the purposes of

determining the applications mentioned in subparagraphs (a), (c) and (e);

- (h) to specify the persons to whom the protected information mentioned in subparagraph (e) may be disclosed, and to provide for the conditions in accordance with which the information may be disclosed to those persons; and
- (i) to provide for an exemption from the fees mentioned in subparagraph (f) for certain persons.

Company Records (Inspection and Provision of Copies) (Amendment) Regulation 2021

(Made by the Secretary for Financial Services and the Treasury under section 657 of the Companies Ordinance (Cap. 622))

1. Commencement

This Regulation comes into operation on the day on which section 657(2)(g) of the Companies Ordinance (Cap. 622) comes into operation.

2. Company Records (Inspection and Provision of Copies) Regulation amended

The Company Records (Inspection and Provision of Copies) Regulation (Cap. 622 sub. leg. 1) is amended as set out in section 3.

3. Part 5 added

After Part 4—
Add

“Part 5

Protection of Certain Particulars in Register of Directors or Register of Company Secretaries from Inspection

14. Extent to which company may exercise power under section 644(1)(b) or 651(1) of Ordinance

(1) For the purposes of section 644(2) of the Ordinance, a company may withhold the number of an identity card or

a passport under section 644(1)(b) of the Ordinance except the first part of the number.

(2) For the purposes of section 651(2) of the Ordinance, a company may withhold the number of an identity card or a passport under section 651(1) of the Ordinance except the first part of the number.

(3) In subsections (1) and (2), a reference to the first part of the number of an identity card or a passport (*identification number*) is a reference to—

(a) if the identification number comprises a sequence of an even number of alphanumeric characters—the first half of the sequence; or

(b) if the identification number comprises a sequence of an odd number of alphanumeric characters—the part that begins with the first character in the sequence and ends with the character that falls on the middle of the sequence.”.

Secretary for Financial Services and the Treasury

2021

Explanatory Note

This Regulation adds a new Part 5 to the Company Records (Inspection and Provision of Copies) Regulation (Cap. 622 sub. leg. I). That Part prescribes the extent to which a company may withhold the number of the identity card or passport of a director or reserve director in its register of directors, or that of a company secretary in its register of company secretaries, from inspection.

Companies (Non-Hong Kong Companies) (Amendment) Regulation 2021

(Made by the Secretary for Financial Services and the Treasury under section 805 of the Companies Ordinance (Cap. 622))

1. Commencement

This Regulation comes into operation on the day on which section 54(2) of the Companies Ordinance (Cap. 622) comes into operation.

2. Companies (Non-Hong Kong Companies) Regulation amended

The Companies (Non-Hong Kong Companies) Regulation (Cap. 622 sub. leg. J) is amended as set out in sections 3 and 4.

3. Section 3 amended (particulars to be contained in application for registration)

Section 3(1)(d)(ii)(B), after “address”—

Add

“and a correspondence address”.

4. Section 9 amended (particulars to be contained in annual return)

After section 9(2)—

Add

“(2A) If a director of the registered non-Hong Kong company is a natural person, then for the purposes of subsection (1)(f)—

- (a) the particulars specified in section 3(1)(d)(ii)(B) do not include the usual residential address of the director; and

- (b) the number of the identity card or passport specified in section 3(1)(d)(ii)(C) is not required to be a full number.

(2B) If a company secretary of the registered non-Hong Kong company is a natural person, then for the purposes of subsection (1)(g), the number of the identity card or passport specified in section 3(1)(e)(ii)(C) is not required to be a full number.

(2C) If an authorized representative of the registered non-Hong Kong company is a natural person, then for the purposes of subsection (1)(h)(ii), the number of the identity card or passport specified in that subsection is not required to be a full number.”.

Secretary for Financial Services and
the Treasury

2021

Explanatory Note

This Regulation amends sections 3 and 9 of the Companies (Non-Hong Kong Companies) Regulation (Cap. 622 sub. leg. J) so that—

- (a) an application for registration as a registered non-Hong Kong company must contain a correspondence address of each of the company's directors who is a natural person; and
- (b) an annual return of a registered non-Hong Kong company—
 - (i) is not required to contain the usual residential address of a director who is a natural person; and
 - (ii) is not required to contain the full identity card or passport number of a director, company secretary or authorized representative who is a natural person.

Companies Ordinance (Amendment of Schedule 11) Notice 2021

(Made by the Secretary for Financial Services and the Treasury under section 913(2) of the Companies Ordinance (Cap. 622))

1. Commencement

- (1) Subject to subsection (2), this Notice comes into operation on the day on which section 643(1)(a)(ii), (2)(b) and (3)(b) (in so far as it relates to a correspondence address) of the Companies Ordinance (Cap. 622) (*Ordinance*) comes into operation.
- (2) Section 3(1) comes into operation on the day on which section 54(2) of the Ordinance comes into operation.

2. Companies Ordinance amended

The Companies Ordinance (Cap. 622) is amended as set out in section 3.

3. Schedule 11 amended (transitional and saving provisions)

- (1) Schedule 11, Part 2, after section 2—
Add

“2A. Correspondence address of directors etc. in Companies Register

- (1) The Registrar must, for the purposes of section 27, record the following address as the correspondence address of a director or reserve director of a company—
 - (a) if the company is an existing company, or a company formed and registered under this Ordinance before the specified date—the address shown, immediately before that date, on the

Companies Register as the address of the company’s registered office; or

- (b) if the company is a non-Hong Kong company registered in the Companies Register as a registered non-Hong Kong company before the specified date—the address shown, immediately before that date, on the Companies Register as the address of the company’s principal place of business in Hong Kong.
- (2) If an incorporation form under section 67(1)(b)—
 - (a) is delivered under that section in relation to a company before the specified date; and
 - (b) is registered under section 71(1) on or after that date, the Registrar must, for the purposes of section 27, record the address contained, as the intended address of the company’s registered office, in the form as the correspondence address of a director or reserve director of the company.
 - (3) If, on an application under section 776(2) that is delivered by a company under section 776(4)(e) before the specified date, the Registrar registers the company under section 777(1) on or after that date, the Registrar must, for the purposes of section 27, record the address contained, as the address of the company’s principal place of business in Hong Kong, in the application as the correspondence address of a director or reserve director of the company.
 - (4) After an address is recorded under subsection (1), (2) or (3) as the correspondence address of a director or reserve director 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 that is delivered under section 658(3) and registered by the Registrar under Part 2; 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 that is delivered under section 791(1) and registered by the Registrar under Part 2.
- (5) Subsection (4) ceases to apply when, in relation to the director or reserve director—
- (a) a notice or return is delivered under section 645(4) or 791(1) in respect of a change of the director's or reserve director's correspondence address; and
 - (b) the notice or return is registered by the Registrar under Part 2.
- (6) In this section—
company (公司) has the meaning given by section 20(1);
specified date (指明日期) means the date on which section 54(2) comes into operation.”
- (2) Schedule 11—
Repeal section 115.
- (3) Schedule 11, before section 116—
Add

“115A. Correspondence address in company's register of directors etc.

- (1) This section applies in relation to the following company—
- (a) an existing company; or
 - (b) a company formed and registered under this Ordinance before the specified date.
- (2) The register of directors (*register*) of the company need not contain a specified director's correspondence address for compliance with section 643(1)(a)(ii), (2)(b) or (3)(b) before the company's specified annual return date.
- (3) Despite subsection (2), the company's register must contain a specified director's correspondence address before the company's specified annual return date if—
- (a) the particulars of the specified director are first entered in the register on or after the specified date; or
 - (b) any change is made to the particulars of the specified director contained in the register on or after the specified date.
- (4) For the purposes of subsection (3)(a), the company's register must contain the specified director's correspondence address beginning on the date on which the particulars are first entered in the register.
- (5) For the purposes of subsection (3)(b), the company's register must contain the specified director's correspondence address beginning on the date on which the change is made.
- (6) The address of the company's registered office is, for all purposes relating to the company's register, to be regarded as the correspondence address of a specified

director of the company until whichever is the earlier of the following—

- (a) the date on which the company enters the specified director's correspondence address in the register;
 - (b) the company's specified annual return date.
- (7) The company need not, for compliance with section 645(4), deliver to the Registrar a notice—
- (a) for entering in the company's register a specified director's correspondence address before the specified date;
 - (b) for making any change to a specified director's correspondence address contained in the company's register before the specified date; or
 - (c) because the address of the company's registered office is regarded as a specified director's correspondence address under subsection (6).
- (8) Despite subsection (7), if, immediately before the specified date—
- (a) a specified director's correspondence address was contained in the company's register; and
 - (b) the address was not the address of the company's registered office,
- the company must, for compliance with section 645(4), deliver to the Registrar a notice in relation to the specified director's correspondence address as if there were, on that date, a change in the specified director's correspondence address contained in the register to the address mentioned in paragraph (a).
- (9) An annual return of the company under section 662(1) or (3) made up to a date before the specified date need not

contain a correspondence address of a person who at the date of the return is a specified director of the company.

(10) In this section—

annual return date (周年申報表日期), in relation to a company, means the return date of the company determined in accordance with section 662(2) or (4);

specified annual return date (指明周年申報表日期), in relation to a company, means—

- (a) if the specified date falls on an annual return date of the company—the specified date; or
- (b) if not—the first annual return date of the company after the specified date;

specified date (指明日期) means the date on which section 54(2) comes into operation;

specified director (指明董事) means a director or reserve director who is a natural person.”

Secretary for Financial Services and
the Treasury

2021

Explanatory Note

This Notice amends Schedule 11 to the Companies Ordinance (Cap. 622) (*Ordinance*) to provide for the transitional arrangements on—

- (a) the treatment of the correspondence address of the directors and reserve directors of certain companies and non-Hong Kong companies in the Companies Register on the commencement of Subdivision 2 of Division 7 of Part 2 (except section 54(1)(a)(ii)) of the Ordinance; and
- (b) the requirement for a company's register of directors to contain a correspondence address with respect to its directors and reserve directors, for delivering a notice under section 645(4) of the Ordinance in respect of the correspondence address, and for containing the correspondence address in the company's annual return.