

LEGISLATIVE COUNCIL BRIEF

Companies Ordinance
(Chapter 622)

COMPANIES (AMENDMENT) BILL 2022

INTRODUCTION

At the meeting of the Executive Council on 15 November 2022, the Council **ADVISED** and the Chief Executive **ORDERED** that the Companies (Amendment) Bill 2022 (“the Bill”), at **Annex**, should be introduced into the Legislative Council.

JUSTIFICATIONS

2. At present, the Companies Ordinance (Cap. 622) provides that a company must hold an annual general meeting within the prescribed time¹. A company may also hold a general meeting out of its own initiatives from time to time as necessary².

3. The manner of holding a general meeting is governed by the provisions in Companies Ordinance (Cap. 622) and the Companies (Model Articles) Notice (Cap. 622H) (collectively “CO”), as well as provisions of the company’s own articles of association. In the rewrite exercise of the Companies Ordinance in 2012, it was expressly provided that a general meeting can be held at two or more places, by using technology that enables effective communication amongst participants and voting by members³. Yet, there is no reference in the CO for a company to hold

¹ According to section 610 of Cap. 622, a private company and a company limited by guarantee must, in respect of each financial year of the company, hold an annual general meeting within 9 months after the end of its accounting reference period; and any other company must, in respect of each financial year of the company, hold an annual general meeting within 6 months after the end of its accounting reference period.

² For example, on alteration of company’s articles of association; change of company name; re-registration of a company registered as an unlimited company as a company limited by shares; reduction of share capital; share buy-back, etc.

³ Sections 576 and 584 of Cap. 622 were introduced during the rewrite exercise having taken into account the recommendation of the Standing Committee on Company Law Reform that a company should be allowed to hold a general meeting at more than one location, and both visual and audio realtime communications should be permitted to allow for effective communication.

fully virtual general meetings or the hybrid mode of virtual and physical general meetings.

4. Since the last rewrite exercise of the Companies Ordinance, electronic communication technology has advanced much further, allowing individuals to participate in virtual meetings conveniently and effectively. The recent period of time has seen the widest adoption ever of mobile applications and devices by people and institutions around the world in holding and joining virtual meetings, particularly due to the enhanced awareness towards social distancing amidst the ongoing COVID-19 and other pandemic. A number of comparable common law jurisdictions, namely the United Kingdom (“UK”), Australia and Singapore, have introduced specific legislative provisions allowing companies to hold general meetings virtually or in hybrid mode⁴, instead of just at physical locations.

5. In Hong Kong, the company governance trade has called for a review of the CO provisions on the mode of general meetings. There are suggestions from the industry advocating for express provisions that enable companies to conduct fully virtual or hybrid general meetings more conveniently.

LEGISLATIVE PROPOSALS

6. Taking into account local stakeholders’ views and international practices, we see the need to modernize the CO to expressly cater for the scenario of companies holding fully virtual general meetings without the requirement for presence of members at any physical locations; as well as a mixed mode of such virtual general meetings and members attending at physical location(s), i.e. hybrid general meetings. This seeks to provide sufficient flexibility for companies to conduct corporate affairs smoothly and effectively having regard to their own circumstances and needs.

7. When choosing to hold virtual or hybrid general meetings, companies must ensure that legitimate participants of the general meetings

⁴ Provisions allowing companies to hold virtual or hybrid meetings were provided in the following overseas provisions - In the UK, the Companies Act 2006 does not preclude companies from holding virtual or hybrid general meetings as persons who are not present together at the same place may by electronic means attend and speak and vote at it; in Australia, temporary amendments have been made to the Australian Corporations Act 2001, which were made permanent with effect from 1 April 2022; in Singapore, the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings) Orders were ordered in April 2021 to stay in force until the Ministry of Law gives notice on ceasing their effect.

would be able to listen, speak and vote through the technology employed at the meetings, therefore the interest of the stakeholders of the companies would not be undermined because of the change of the manner of the holding of general meetings. Meanwhile, safeguards for conducting general meetings provided under the CO⁵ and common law⁶ would be applicable to fully virtual or hybrid meetings. Such protection measures are similar to those in other comparable common law jurisdictions, such as Singapore and Australia⁷. Separately, if the Bill is passed, the Companies Registry (“CR”) will remind companies of the matters needing their attention when convening fully virtual or hybrid general meetings through issuing external circulars, developing best practices and organising seminars to ensure that the rights and interest of shareholders, especially the minority shareholders, are protected. For listed companies, the Hong Kong Exchanges and Clearing Limited (“the Exchange”) will make further elaboration and guidance on matters needing particular attention when organising virtual or hybrid general meetings in accordance with the law, with a view to ensuring that rights of public investors are protected⁸.

8. We will also introduce provisions to the effect that, notwithstanding a company’s existing articles of association may refer to a place or places for conducting a general meeting, the company may hold fully virtual or hybrid general meetings unless the articles of association expressly prohibits the company from doing so, or requires a general meeting to be held only at a physical location. The provisions will enable companies to benefit immediately from the newly introduced flexibility without having to go through an amendment procedure to their articles of association, while at the same time retaining the companies’ right to choose which manner of conducting the general meetings best fit the interest of the companies.

⁵ Safeguards provided under the CO include the virtual meeting technology to be used at fully virtual and hybrid general meetings must allow members to listen, speak and vote at the meetings, and if the companies hold general meetings in a manner that is unfairly prejudicial to the interests of its members, the court may give a relief order. Similar safeguard is adopted in the relevant ordinances such as those of Australia and Singapore.

⁶ Under common law, failure to use reasonable virtual meeting technology for holding general meetings may constitute procedural irregularities, giving rise to question on the validity of the meeting or the decisions that the meeting has purportedly made.

⁷ Sections 232 and 233 of the Australian Corporations Act 2001 and section 216 of the Singapore Companies Act 1967.

⁸ The Guide on General Meetings set out by the Exchange currently stipulates that if an issuer conducts its shareholders’ meeting virtually in compliance with the company laws of the jurisdiction in which the issuer is incorporated and its articles of association, it should maximise shareholder participation and use reasonable best efforts to ensure that shareholders attending remotely are able to speak and vote at the meeting. It should also clearly explain the relevant methods and procedures.

OTHER OPTIONS

9. We need to amend the CO to provide a legal basis for allowing flexibility for companies whose articles of association follow the existing CO to refer to a place or places only for conducting a general meeting to hold fully virtual or hybrid general meetings. There is no other option.

THE BILL

10. Key elements of the Bill are summarised as follows –
- (a) Clause 1 stipulates that the amended Ordinance will come into operation on the expiry of 3 months after the day on which it is published in the Gazette;
 - (b) Clause 3 adds a new definition of virtual meeting technology, meaning a technology that allows a person to listen, speak and vote at a meeting without being physically present at the meeting;
 - (c) Clauses 4 and 5 amend sections 573 and 576 of Cap. 622 such that a company must ensure that it informs members of the physical venue of the meeting and/or the virtual meeting technology to be used for holding the meeting by specifying them in the notice of the meeting. Clause 5 also provides that a notice of the meeting may specify the virtual meeting technology used for holding the meeting unless the company's articles expressly preclude the holding of a general meeting by using virtual meeting technology or require a general meeting to be held only at a physical venue;
 - (d) Clause 6 adds a new section 583A to Cap. 622 to set out the mode of holding a general meeting. It also provides that a company may hold a general meeting by using virtual meeting technology unless the company's articles expressly preclude the holding of a general meeting by using virtual meeting technology or require a general meeting to be held only at a physical venue;

- (e) Clause 7 amends section 584 of Cap. 622 to clarify that, if a general meeting is held at 2 or more physical venues, the company must use any technology that allows the members who are not together at the same venue to listen, speak and vote at the meeting, regardless of whether the virtual meeting technology specified in the notice of the meeting is also used for holding the meeting;
- (f) Clause 8 amends section 585 of Cap. 622 to provide that a person who attends a general meeting by using the virtual meeting technology specified in the notice of the meeting is to be regarded as being present while so attending; and
- (g) Clauses 9 to 11 correspondingly amend the model articles stipulated in Schedules 1 to 3 to Cap. 622H to provide for a company holding a general meeting at a physical venue, and/or by using virtual meeting technology.

LEGISLATIVE TIMETABLE

11. The legislative timetable is as follows-

Publication in the Gazette	25 November 2022
First Reading and commencement of Second Reading debate	7 December 2022
Resumption of Second Reading debate, committee stage and Third Reading	To be notified

IMPLICATIONS OF THE PROPOSAL

12. The proposal 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 financial, civil

service, productivity, economic, environmental, gender, family or sustainability implications.

PUBLIC CONSULTATION

13. We briefed the LegCo Panel on Financial Affairs on the proposal on 3 May 2022. The Panel generally supported the proposed legislative amendments. We also consulted the Standing Committee on Company Law Reform, the Hong Kong Chartered Governance Institute and the Chamber of Hong Kong Listed Companies and they all welcome this facilitative proposal. We have also informed the Chinese General Chamber of Commerce, the Hong Kong Chinese Enterprises Association, the Hong Kong General Chamber of Commerce and the Hong Kong Institute of Directors of the proposal.

PUBLICITY

14. We will issue a press release on the day when the Bill is gazetted, and arrange a spokesperson to answer press enquiries.

ENQUIRIES

15. 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
23 November 2022

Companies (Amendment) Bill 2022

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A BILL

To

Amend the Companies Ordinance and its subsidiary legislation to facilitate the holding of general meetings by using virtual meeting technology.

Enacted by the Legislative Council.

Part 1

Preliminary

1. Short title and commencement

- (1) This Ordinance may be cited as the Companies (Amendment) Ordinance 2022.
- (2) This Ordinance comes into operation on the expiry of 3 months after the day on which this Ordinance is published in the Gazette.

2. Enactments amended

- (1) The Companies Ordinance (Cap. 622) is amended as set out in Part 2.
- (2) The Companies (Model Articles) Notice (Cap. 622 sub. leg. H) is amended as set out in Part 3.

Part 2

Amendments to Companies Ordinance

3. Section 547 amended (interpretation)

- (1) Section 547(1), English text, definition of *electronic address*—

Repeal

“means.”

Substitute

“means;”.

- (2) Section 547(1)—

Add in alphabetical order

“*virtual meeting technology* (虛擬會議科技) means a technology that allows a person to listen, speak and vote at a meeting without being physically present at the meeting.”.

4. Section 573 amended (publication of notice of general meeting on website)

Section 573(2)—

Repeal paragraph (b)

Substitute

“(b) specify the date and time of the meeting;

(ba) specify—

- (i) if the notice specifies only the physical venue of the meeting—the physical venue;
- (ii) if the notice specifies only the virtual meeting technology to be used for holding the meeting—the virtual meeting technology; or

- (iii) if the notice specifies both the physical venue of the meeting and the virtual meeting technology to be used for holding the meeting—both the physical venue and the virtual meeting technology; and”.

5. Section 576 amended (contents of notice of general meeting)

(1) Section 576(1)—

Repeal paragraph (b)

Substitute

- “(b) specifies either or both of the following—
- (i) the physical venue of the meeting;
 - (ii) the virtual meeting technology to be used for holding the meeting;
- (ba) if 2 or more physical venues are specified under paragraph (b)(i)—specifies the principal venue, and the other venue or venues, of the meeting;”.

(2) Section 576(2)—

Repeal

“(b)”

Substitute

“(b), (ba)”.

(3) After section 576(2)—

Add

- “(2A) To avoid doubt—
- (a) a notice of a general meeting of a company may specify the virtual meeting technology to be used for holding the meeting (whether or not the notice also specifies the physical venue of the meeting) unless—

- (i) the company’s articles expressly preclude the holding of a general meeting by using virtual meeting technology; or

- (ii) the company’s articles require a general meeting to be held only at a physical venue; and

- (b) for the purposes of paragraph (a)(ii), a provision of the company’s articles having the effect of requiring a notice of a general meeting to specify the physical venue of the meeting is not in itself a provision that requires a general meeting to be held only at a physical venue.”.

6. Section 583A added

Part 12, Division 1, Subdivision 7, before section 584—

Add

“583A. Mode of holding general meeting

- (1) A company may hold a general meeting—

- (a) at a physical venue;
- (b) by using virtual meeting technology; or
- (c) both at a physical venue and by using virtual meeting technology.

- (2) Subsection (1) has effect subject to any provision of the company’s articles.

- (3) To avoid doubt—

- (a) a company may hold a general meeting by using virtual meeting technology (whether or not also at a physical venue) unless—

- (i) the company's articles expressly preclude the holding of a general meeting by using virtual meeting technology; or
 - (ii) the company's articles require a general meeting to be held only at a physical venue; and
- (b) for the purposes of paragraph (a)(ii), a provision of the company's articles having the effect of requiring a notice of a general meeting to specify the physical venue of the meeting is not in itself a provision that requires a general meeting to be held only at a physical venue."

7. Section 584 amended (meeting at 2 or more places)

- (1) Section 584, heading—

Repeal

“places”

Substitute

“physical venues”.

- (2) Section 584—

Repeal subsection (1)

Substitute

- “(1) If a general meeting of a company is held at 2 or more physical venues (whether or not also by using the virtual meeting technology specified in the notice of the meeting), the company must use any technology that allows the members of the company who are not together at the same physical venue to listen, speak and vote at the meeting.”.

8. Section 585 amended (quorum at meeting)

After section 585(4)—

Add

- “(4A) For the purposes of this section, a person who attends a general meeting by using the virtual meeting technology specified in the notice of the meeting is to be regarded as being present while so attending.”.

Part 3**Amendments to Companies (Model Articles) Notice****9. Schedule 1 amended (model articles for public companies limited by shares)**

- (1) Schedule 1, English text, article 1(1), definition of *transmittee*—

Repeal

“law.”

Substitute

“law;”.

- (2) Schedule 1, article 1(1)—

Add in alphabetical order

“*virtual meeting technology* (虛擬會議科技) means a technology that allows a person to listen, speak and vote at a meeting without being physically present at the meeting.”.

- (3) Schedule 1, article 39(4)—

Repeal subparagraph (b)**Substitute**

“(b) specify either or both of the following—

- (i) the physical venue of the meeting;
- (ii) the virtual meeting technology to be used for holding the meeting;

- (ba) if 2 or more physical venues are specified under subparagraph (b)(i)—specify the principal venue, and the other venue or venues, of the meeting;”.

- (4) Schedule 1, article 42(4) and (5)—

Repeal

“place”

Substitute

“physical venue”.

- (5) Schedule 1, after article 42(5)—

Add

“(6) A person attends a general meeting by using virtual meeting technology if—

- (a) the person uses the virtual meeting technology specified in the notice of the meeting; and
- (b) where the person has the rights to speak and vote at the meeting, the person is able to exercise them.”.

- (6) Schedule 1, after article 43(1)—

Add

“(1A) For the purposes of paragraph (1), a person who attends a general meeting by using the virtual meeting technology specified in the notice of the meeting is to be regarded as being present while so attending.”.

- (7) Schedule 1, article 46—

Repeal paragraph (1)**Substitute**

“(1) If a quorum is not present within 30 minutes after the time appointed for holding a general meeting, the meeting must—

- (a) if called on the request of members—be dissolved;
or

- (b) if not called on the request of members—be adjourned.
- (1A) If a general meeting is adjourned under paragraph (1)(b), the directors must determine—
- (a) the date and time of the adjourned meeting;
- (b) either or both of the following—
- (i) the physical venue of the adjourned meeting;
- (ii) the virtual meeting technology to be used for holding the adjourned meeting; and
- (c) if 2 or more physical venues are determined under subparagraph (b)(i)—the principal venue, and the other venue or venues, of the adjourned meeting.”.
- (8) Schedule 1, article 46(2)—
- Repeal**
“half an hour from”
- Substitute**
“30 minutes after”.
- (9) Schedule 1, article 46—
- Repeal paragraph (5)**
- Substitute**
- “(5) When adjourning a general meeting under paragraph (3) or (4), the chairperson must specify—
- (a) the date and time of the adjourned meeting;
- (b) either or both of the following—
- (i) the physical venue of the adjourned meeting;
- (ii) the virtual meeting technology to be used for holding the adjourned meeting; and

- (c) if 2 or more physical venues are specified under subparagraph (b)(i)—the principal venue, and the other venue or venues, of the adjourned meeting.”.
- (10) Schedule 1, after article 46(8)—
- Add**
- “(9) If no notice of an adjourned meeting is given, a person who attends the adjourned meeting by using either of the following virtual meeting technologies is to be regarded as being present while so attending—
- (a) the virtual meeting technology determined by the directors under paragraph (1A);
- (b) the virtual meeting technology specified by the chairperson under paragraph (5).”.
10. **Schedule 2 amended (model articles for private companies limited by shares)**
- (1) Schedule 2, English text, article 1(1), definition of *transmittee*—
- Repeal**
“law.”
- Substitute**
“law;”.
- (2) Schedule 2, article 1(1)—
- Add in alphabetical order**
- “*virtual meeting technology* (虛擬會議科技) means a technology that allows a person to listen, speak and vote at a meeting without being physically present at the meeting.”.
- (3) Schedule 2, article 35(4)—

Repeal subparagraph (b)**Substitute**

- “(b) specify either or both of the following—
- (i) the physical venue of the meeting;
 - (ii) the virtual meeting technology to be used for holding the meeting;
- (ba) if 2 or more physical venues are specified under subparagraph (b)(i)—specify the principal venue, and the other venue or venues, of the meeting.”.

- (4) Schedule 2, article 38(4) and (5)—

Repeal

“place”

Substitute

“physical venue”.

- (5) Schedule 2, after article 38(5)—

Add

- “(6) A person attends a general meeting by using virtual meeting technology if—
- (a) the person uses the virtual meeting technology specified in the notice of the meeting; and
 - (b) where the person has the rights to speak and vote at the meeting, the person is able to exercise them.”.

- (6) Schedule 2, after article 39(1)—

Add

- “(1A) For the purposes of paragraph (1), a person who attends a general meeting by using the virtual meeting technology specified in the notice of the meeting is to be regarded as being present while so attending.”.

- (7) Schedule 2, article 42—

Repeal paragraph (1)**Substitute**

- “(1) If a quorum is not present within 30 minutes after the time appointed for holding a general meeting, the meeting must—
- (a) if called on the request of members—be dissolved; or
 - (b) if not called on the request of members—be adjourned.
- (1A) If a general meeting is adjourned under paragraph (1)(b), the directors must determine—
- (a) the date and time of the adjourned meeting;
 - (b) either or both of the following—
 - (i) the physical venue of the adjourned meeting;
 - (ii) the virtual meeting technology to be used for holding the adjourned meeting; and
 - (c) if 2 or more physical venues are determined under subparagraph (b)(i)—the principal venue, and the other venue or venues, of the adjourned meeting.”.

- (8) Schedule 2, article 42(2)—

Repeal

“half an hour from”

Substitute

“30 minutes after”.

- (9) Schedule 2, article 42—

Repeal paragraph (5)**Substitute**

- “(5) When adjourning a general meeting under paragraph (3) or (4), the chairperson must specify—
- (a) the date and time of the adjourned meeting;
 - (b) either or both of the following—
 - (i) the physical venue of the adjourned meeting;
 - (ii) the virtual meeting technology to be used for holding the adjourned meeting; and
 - (c) if 2 or more physical venues are specified under subparagraph (b)(i)—the principal venue, and the other venue or venues, of the adjourned meeting.”.

(10) Schedule 2, after article 42(8)—

Add

- “(9) If no notice of an adjourned meeting is given, a person who attends the adjourned meeting by using either of the following virtual meeting technologies is to be regarded as being present while so attending—
- (a) the virtual meeting technology determined by the directors under paragraph (1A);
 - (b) the virtual meeting technology specified by the chairperson under paragraph (5).”.

11. Schedule 3 amended (model articles for companies limited by guarantee)

(1) Schedule 3, English text, article 1(1), definition of *proxy notice*—

Repeal

“48(1).”

Substitute

“48(1);”.

(2) Schedule 3, article 1(1)—

Add in alphabetical order

“*virtual meeting technology* (虛擬會議科技) means a technology that allows a person to listen, speak and vote at a meeting without being physically present at the meeting.”.

(3) Schedule 3, article 35(4)—

Repeal subparagraph (b)

Substitute

“(b) specify either or both of the following—

- (i) the physical venue of the meeting;
 - (ii) the virtual meeting technology to be used for holding the meeting;
- (ba) if 2 or more physical venues are specified under subparagraph (b)(i)—specify the principal venue, and the other venue or venues, of the meeting;”.

(4) Schedule 3, article 38(4) and (5)—

Repeal

“place”

Substitute

“physical venue”.

(5) Schedule 3, after article 38(5)—

Add

“(6) A person attends a general meeting by using virtual meeting technology if—

- (a) the person uses the virtual meeting technology specified in the notice of the meeting; and

(b) where the person has the rights to speak and vote at the meeting, the person is able to exercise them.”.

(6) Schedule 3, after article 39(1)—

Add

“(1A) For the purposes of paragraph (1), a person who attends a general meeting by using the virtual meeting technology specified in the notice of the meeting is to be regarded as being present while so attending.”.

(7) Schedule 3, article 42—

Repeal paragraph (1)

Substitute

“(1) If a quorum is not present within 30 minutes after the time appointed for holding a general meeting, the meeting must—

- (a) if called on the request of members—be dissolved; or
- (b) if not called on the request of members—be adjourned.

(1A) If a general meeting is adjourned under paragraph (1)(b), the directors must determine—

- (a) the date and time of the adjourned meeting;
- (b) either or both of the following—
 - (i) the physical venue of the adjourned meeting;
 - (ii) the virtual meeting technology to be used for holding the adjourned meeting; and
- (c) if 2 or more physical venues are determined under subparagraph (b)(i)—the principal venue, and the other venue or venues, of the adjourned meeting.”.

(8) Schedule 3, article 42(2)—

Repeal

“half an hour from”

Substitute

“30 minutes after”.

(9) Schedule 3, article 42—

Repeal paragraph (5)

Substitute

“(5) When adjourning a general meeting under paragraph (3) or (4), the chairperson must specify—

- (a) the date and time of the adjourned meeting;
- (b) either or both of the following—
 - (i) the physical venue of the adjourned meeting;
 - (ii) the virtual meeting technology to be used for holding the adjourned meeting; and
- (c) if 2 or more physical venues are specified under subparagraph (b)(i)—the principal venue, and the other venue or venues, of the adjourned meeting.”.

(10) Schedule 3, after article 42(8)—

Add

“(9) If no notice of an adjourned meeting is given, a person who attends the adjourned meeting by using either of the following virtual meeting technologies is to be regarded as being present while so attending—

- (a) the virtual meeting technology determined by the directors under paragraph (1A);
- (b) the virtual meeting technology specified by the chairperson under paragraph (5).”.

Explanatory Memorandum

The purpose of this Bill is to amend the Companies Ordinance (Cap. 622) (*principal Ordinance*) and the Companies (Model Articles) Notice (Cap. 622 sub. leg. H) (*principal Notice*) to facilitate the holding of general meetings by using virtual meeting technology.

2. The Bill is divided into 3 Parts.

Part 1—Preliminary

3. Clause 1 sets out the short title and provides for commencement.

Part 2—Amendments to Principal Ordinance

4. Clause 3 amends section 547 of the principal Ordinance to add a new definition of *virtual meeting technology*.
5. Clause 4 amends section 573 of the principal Ordinance. Before the amendment, that section 573 provides that when a company notifies a member of the availability of a notice of a general meeting on a website, the notification must specify, among other matters, the place of the meeting. After the amendment, the notification must specify the physical venue of the meeting or the virtual meeting technology to be used for holding the meeting, or both.
6. Clause 5 amends section 576 of the principal Ordinance. Before the amendment, that section 576 provides that a company must ensure that a notice of a general meeting specifies, among other matters, the place of the meeting. After the amendment, the company must ensure that the notice specifies the physical venue of the meeting or the virtual meeting technology to be used for holding the meeting, or both. A new section 576(2A) is also added to the principal Ordinance to provide that the notice may specify the virtual meeting technology to be used for holding the meeting unless the company's articles expressly preclude the holding of a general meeting by using virtual

meeting technology or require a general meeting to be held only at a physical venue.

7. Clause 6 adds a new section 583A to the principal Ordinance to set out the mode of holding a general meeting. That section 583A also provides that a company may hold a general meeting by using virtual meeting technology unless the company's articles expressly preclude the holding of a general meeting by using virtual meeting technology or require a general meeting to be held only at a physical venue.
8. Clause 7 amends section 584 of the principal Ordinance to clarify that when a general meeting of a company is held at 2 or more physical venues, the company must use any technology that allows the members of the company who are not together at the same physical venue to listen, speak and vote at the meeting regardless of whether virtual meeting technology is also used for holding the meeting.
9. Clause 8 amends section 585 of the principal Ordinance to provide that a person who attends a general meeting by using the virtual meeting technology specified in the notice of the meeting is to be regarded as being present.

Part 3—Amendments to Principal Notice

10. Clauses 9, 10 and 11 amend the respective model articles in Schedules 1, 2 and 3 to the principal Notice—
- (a) to add a new definition of *virtual meeting technology* (clauses 9(2), 10(2) and 11(2));
 - (b) to provide that a notice of a general meeting must specify the physical venue of the meeting, or the virtual meeting technology to be used for holding the meeting, or both (clauses 9(3), 10(3) and 11(3));

- (c) to provide that a person who attends a general meeting by using virtual meeting technology is to be regarded as attending the meeting if—
 - (i) the person uses the virtual meeting technology specified in the notice of the meeting; and
 - (ii) the person is able to exercise their rights to speak and vote at the meeting (clauses 9(5), 10(5) and 11(5));
- (d) to provide that a person who attends a general meeting by using the virtual meeting technology specified in the notice of the meeting is to be regarded as being present (clauses 9(6), 10(6) and 11(6));
- (e) to provide that when a general meeting that is not called on a request of members is adjourned because a quorum is not present, the directors must determine, among other matters, the physical venue of the adjourned meeting or the virtual meeting technology to be used for holding the adjourned meeting, or both (clauses 9(7), 10(7) and 11(7));
- (f) to provide that when the chairperson adjourns a general meeting, the chairperson must specify, among other matters, the physical venue of the adjourned meeting or the virtual meeting technology to be used for holding the adjourned meeting, or both (clauses 9(9), 10(9) and 11(9)); and
- (g) to provide that if no notice of an adjourned meeting is given, a person who uses virtual meeting technology to attend the adjourned meeting is to be regarded as being present if the person attends the adjourned meeting by using the virtual meeting technology determined by the directors or specified by the chairperson (clauses 9(10), 10(10) and 11(10)).