

Companies (Amendment) (No. 2) Bill 2024

Committee Stage

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

<u>Clause</u>	<u>Amendment Proposed</u>
15(1)	By deleting “specified” and substituting “material”.
15(2)	In the proposed section 139(6), by deleting “ <i>specified date</i> (指明日期)” and substituting “ <i>material date</i> (關鍵日期)”.
New	By adding— <p>“45A. Section 564 amended (special resolution)</p> <p>Section 564(3), Chinese text—</p> <p>Repeal</p> <p>“如獲佔全體就該決議親身表決或委任代表表決(且有權如此表決)的成員的總表決權最少 75%的多數票通過”</p> <p>Substitute</p> <p>“如獲持有佔全體就該決議親身或委任代表表決(且有權如此表決)的成員的總表決權最少 75%的成員通過”.’.</p>
66	In the proposed section 791A(2)(b), by deleting “or (7)” and substituting “, (7) or (8)”.
68	In the proposed section 820C(3), by deleting “may” and substituting “must”.
68	In the proposed section 820D, in the Chinese text, in the heading, by deleting “效果” and substituting “效力”.
76	In the proposed Schedule 6A, in the English text, in section 3(1)(e)(ix), by deleting “redeeming” and substituting “redeemable”.

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In the proposed Schedule 6A, by deleting section 4(1)(f) and substituting—

- “(f) if there is no relevant requirement, a statement confirming—
 - (i) that a resolution of members is duly passed for the re-domiciliation under the law of the place of incorporation and the constitutional document of the applicant; and
 - (ii) that the resolution is passed at a meeting, or (if it is passed without a meeting) is passed in writing, by a majority of at least 75%; and”.

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In the proposed Schedule 6A, in section 4, by adding—

- “(3) For the purposes of subsection (1)(f), a resolution passed at a meeting is passed by a majority of at least 75% if—
 - (a) it is passed by at least 75% of the total of the following—
 - (i) the number of eligible members who vote in person on the resolution;
 - (ii) the number of persons who vote on the resolution as duly appointed proxies of eligible members; or
 - (b) it is passed by members representing at least 75% of the total voting rights of all the eligible members who vote in person or by proxy on the resolution.
- (4) For the purposes of subsection (1)(f), a resolution passed without a meeting is passed in writing by a majority of at least 75% if—
 - (a) at least 75% of all eligible members have signified in writing their agreement to it; or
 - (b) members representing at least 75% of the total voting rights of all eligible members have signified in writing their agreement to it.”.

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In the proposed Schedule 6C, in section 1, by adding—

- “(2A) For the purposes of section 2(1)(f)(viii) of this Schedule, a resolution passed at a meeting is passed by a majority of at least 75% if—
 - (a) it is passed by at least 75% of the total of the following—
 - (i) the number of eligible members who vote in person on the resolution;

- (ii) the number of persons who vote on the resolution as duly appointed proxies of eligible members; or
 - (b) it is passed by members representing at least 75% of the total voting rights of all the eligible members who vote in person or by proxy on the resolution.
- (2B) For the purposes of section 2(1)(f)(viii) of this Schedule, a resolution passed without a meeting is passed in writing by a majority of at least 75% if—
- (a) at least 75% of all eligible members have signified in writing their agreement to it; or
 - (b) members representing at least 75% of the total voting rights of all eligible members have signified in writing their agreement to it.”.

76 In the proposed Schedule 6C, in section 2(1)(f), by deleting “of a legal practitioner” and substituting “, issued within 35 days before the application date by a legal practitioner”.

76 In the proposed Schedule 6C, by deleting section 2(1)(f)(viii) and substituting—

“(viii) if there is no relevant requirement—

- (A) that a resolution of members is duly passed for the re-domiciliation under the law of the place of incorporation and the constitutional document of the applicant; and
- (B) that the resolution is passed at a meeting, or (if it is passed without a meeting) is passed in writing, by a majority of at least 75%;”.

76 In the proposed Schedule 6C, in section 2(1)(f)(xiv), by deleting “date;” and substituting “date; and”.

76 In the proposed Schedule 6C, by deleting section 2(1)(g).

76 In the proposed Schedule 6C, in section 2(1)(h), by deleting “, (f) or (g)” and substituting “or (f)”.

76 In the proposed Schedule 6C, in section 2(2)(o)(ii), by deleting “in full” and substituting “which fall due”.

- 77 By renumbering the clause as clause 77(2).
- 77 By adding—
“(1) Schedule 7, after item 6—
Add
“6A. An offence under section 820G(2)”.”.
- 83(3) In the English text, by deleting “成立地” and substituting “成立為法團
所在地方”.
- 83(3) In the Chinese text, by deleting “*成立地*” and substituting “*成立為法團
所在地方*”.
- 84 By deleting the clause and substituting—
“**84. Section 3 amended (particulars to be contained in
application for registration)**
Section 3(1)(b) and (f)(ii) and (iii), Chinese text—
Repeal
“成立所在地”
Substitute
“成立為法團所在地方”.”.
- 85 By deleting subclause (2) and substituting—
“(2) Section 4(1)(c), (d)(i) and (e)(i), Chinese text—
Repeal
“成立所在地”
Substitute
“成立為法團所在地方”.”.
- 86 In the proposed section 7(1A), in the Chinese text, by deleting “成立地
的法律發出的、核證該公司根據該地” and substituting “成立為法團
所在地方的法律發出的、核證該公司根據該地方”.
- 87 By deleting the clause and substituting—

“87. Section 9 amended (particulars to be contained in annual return)”

Section 9(1)(b) and (e)(ii) and (iii), Chinese text—

Repeal

“成立所在地”

Substitute

“成立為法團所在地方”.

- 119 In the proposed section 3BA(3), in the English text, by deleting “receive,” and substituting “receive”.
- 157 In the proposed section 43D(3)(a), by deleting “tier 7” and substituting “tier 8”.
- 157 In the proposed section 43E(5)(a), by deleting “tier 7” and substituting “tier 8”.
- 157 In the proposed section 43F(4)(a), by deleting “tier 7” and substituting “tier 8”.
- 157 In the proposed section 43G(5)(a), by deleting “tier 7” and substituting “tier 8”.
- 199(2) In the proposed section 7A(6), by deleting “to register a company incorporated outside Hong Kong under section 820C(1) of the Companies Ordinance (Cap. 622), the Commissioner must as soon as practicable refund to the body corporate” and substituting “a re-domiciliation application, the Commissioner must as soon as practicable refund to the person who made the application”.
- 242 By deleting subclause (3) and substituting—
“(3) Section 112A, Chinese text—
Add according to the number of strokes
“經遷冊基金型公司 (re-domiciled OFC)指根據第 8A 分部
成為開放式基金型公司的該類公司；”.
- 246(6) By deleting “820C” and substituting “820C(1)”.

New

In Part 4, by adding—

**“Division 31A—Securities and Futures (Approved
Securities Registrars) Rules (Cap. 571 sub. leg. AT)**

260A. Schedule amended (notification of change)

(1) The Schedule, Part 1, after section 2(2)(c)—

Add

“(ca) its place of domicile, and the date beginning on which
that place has been its place of domicile;

(cb) each of its former places of domicile, and the period
during which that place was its place of domicile;”.

(2) The Schedule, Part 1, section 2(2)(e), after “Hong
Kong”—

Add

“that is not a re-domiciled company”.”.

271(1)

By adding “section 820C(5)(c) of” before “the Companies Ordinance”.