

**Schedule 10**

[ss. 912 & 920]

**Consequential and Related Amendments to Other  
Ordinances and Subsidiary Legislation**

**Part 1**

**Amendment to Interpretation and General Clauses  
Ordinance (Cap. 1)**

**1. Section 88 amended (Provisions supplementary to section 84)**

Section 88(3)(a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**Part 2**

**Amendment to Specification of Public Officers  
(Cap. 1 sub. leg. C)**

**2. Schedule amended**

The Schedule, the first and second entries relating to the  
Financial Secretary—

**Repeal the entries.**

### **Part 3**

#### **Amendment to High Court Ordinance (Cap. 4)**

**3. Section 21D amended (Sale of property in execution of judgment)**

Section 21D(1)—

**Repeal**

“section 29 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 11 of the Companies Ordinance (28 of 2012)”.

### **Part 4**

#### **Amendments to The Rules of the High Court (Cap. 4 sub. leg. A)**

**4. Order 1 amended (Citation, application, interpretation and forms)**

(1) Order 1, rule 2(2), Table, item 2, under heading “Enactments”—

**Repeal**

“Companies Ordinance”

**Substitute**

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

(2) Order 1, rule 2(2), Table, after item 2—

**Add**

“2A. Proceedings relating to remedies for unfair prejudice to members’ interests. Companies Ordinance (28 of 2012), section 727.”.

**5. Order 102 amended (The Companies Ordinance)**

(1) Order 102, heading—

**Repeal**

“THE COMPANIES ORDINANCE”

**Substitute**

“THE COMPANIES ORDINANCE AND THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE”.

(2) Order 102—

**Repeal rule 1.**

(3) Order 102, rule 2(1)—

**Repeal**

“section 168A of the Ordinance and the applications mentioned in rule 5, every application under the Ordinance”

**Substitute**

“section 724 of the Companies Ordinance (28 of 2012) and the applications mentioned in rule 5, every application under that Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

(4) Order 102, rule 2(2)(a)—

**Repeal**

“section 167 of the Ordinance for an order to make provision for all or any of the matters mentioned in subsection (1)”

**Substitute**

“section 675 of the Companies Ordinance (28 of 2012) for an order to make provision for all or any of the matters mentioned in subsection (2)”.

- (5) Order 102, rule 2(2)(b)—

**Repeal**

“the Ordinance”

**Substitute**

“the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

- (6) Order 102, rule 2(2)(c)—

**Repeal**

“the Ordinance”

**Substitute**

“the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or section 898 of the Companies Ordinance (28 of 2012)”.

- (7) Order 102, rule 2(4)—

**Repeal**

“section 168BD of the Ordinance”

**Substitute**

“section 733 of the Companies Ordinance (28 of 2012)”.

- (8) Order 102, rule 5(1)—

**Repeal**

“under the Ordinance”.

- (9) Order 102, rule 5(1)(a)—

**Repeal**

“section 8”

**Substitute**

“section 89(5) of the Companies Ordinance (28 of 2012)”.

- (10) Order 102, rule 5(1)(b)—

**Repeal**

“section 25A to cancel the alteration of a condition contained in a private company’s memorandum”

**Substitute**

“section 90(4) of the Companies Ordinance (28 of 2012) to cancel the alteration of a provision contained in the articles of association of a relevant company as defined by section 90(10) of that Ordinance”.

- (11) Order 102, rule 5(1)—

**Repeal paragraphs (c), (d) and (e).**

- (12) Order 102, rule 5(1)(f)—

**Repeal**

“section 59”

**Substitute**

“section 226 of the Companies Ordinance (28 of 2012)”.

- (13) Order 102, rule 5(1)(g)—

**Repeal**

“section 64 to cancel any variation or abrogation of the rights attached to”

**Substitute**

“section 182 of the Companies Ordinance (28 of 2012) to disallow any variation or abrogation of the rights attached to shares in”.

- (14) Order 102, after rule 5(1)(g)—

**Add**

“(ga) under section 190 of the Companies Ordinance (28 of 2012) to disallow any variation or abrogation of the rights of any class of members of a company that does not have a share capital,”.

(15) Order 102, rule 5(1)(h)—

**Repeal**

“section 166”

**Substitute**

“section 673 of the Companies Ordinance (28 of 2012)”.

(16) Order 102, rule 5(1)(i)—

**Repeal**

“section 291(7) for an order restoring the name of a company to the register”

**Substitute**

“section 765 of the Companies Ordinance (28 of 2012) for the restoration of a company to the Companies Register”.

(17) Order 102, rule 5(1)(j)—

**Repeal**

“section 323”

**Substitute**

“section 817 of the Companies Ordinance (28 of 2012)”.

(18) Order 102, rule 5(1)(k)—

**Repeal**

“section 358(2)”

**Substitute**

“section 904 of the Companies Ordinance (28 of 2012)”.

(19) Order 102, rule 6(2)—

**Repeal**

“Ordinance”

**Substitute**

“Companies Ordinance (28 of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

(20) Order 102, rule 7(2)—

**Repeal paragraph (a).**

(21) Order 102, rule 7(2)(b)—

**Repeal**

“section 166 of the Ordinance to sanction a compromise or arrangement unless there is included in the petition for such sanction an application for an order under section 167 of the Ordinance”

**Substitute**

“section 673 of the Companies Ordinance (28 of 2012) to sanction an arrangement or compromise (except where the petition for such sanction includes an application for an order under section 675 of the Companies Ordinance (28 of 2012))”.

(22) Order 102, rule 7(2)(c)—

**Repeal**

“section 291(7) of the Ordinance for an order restoring the name of a company to the register”

**Substitute**

“section 765 of the Companies Ordinance (28 of 2012) for the restoration of a company to the Companies Register”.

(23) Order 102, rule 7(4)—

**Repeal**

“, the share premium account or the capital redemption reserve fund,”.

(24) Order 102, rule 7(4)—

**Repeal**

“section 59(3) of the Ordinance to direct that section 59(2) thereof”

**Substitute**

“section 226(3) of the Companies Ordinance (28 of 2012) to direct that section 227 of that Ordinance”.

(25) Order 102, rule 14—

**Repeal**

“section 59(2) of the Ordinance” (wherever appearing)

**Substitute**

“section 227 of the Companies Ordinance (28 of 2012)”.

(26) Order 102, rule 14(c)—

**Repeal**

“the said section 59(2)”

**Substitute**

“section 227 of the Companies Ordinance (28 of 2012)”.

(27) Order 102—

**Repeal rule 17.**

**6. Order 115 amended (Drug Trafficking (Recovery of Proceeds) Ordinance (Cap. 405))**

Order 115, rule 32(4)—

**Repeal**

“registered under Part XI of the Companies Ordinance (Cap. 32)”

**Substitute**

“a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

## **Part 5**

### **Amendments to Bankruptcy Ordinance (Cap. 6)**

**7. Section 30B amended (Early discharge of bankrupt)**

Section 30B(2)(g)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012) or to section 480 of the Companies Ordinance (28 of 2012)”.

**8. Section 111 amended (Exclusion of corporations, companies and limited partnerships)**

Section 111—

**Repeal**

everything after “shall not be made”

**Substitute**

“against—

- (a) any corporation;

- (b) any association or company registered under—
  - (i) a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012); or
  - (ii) the Companies Ordinance (28 of 2012); or
- (c) any partnership registered under the Limited Partnerships Ordinance (Cap. 37).”.

## **Part 6**

### **Amendment to Evidence Ordinance (Cap. 8)**

#### **9. Section 20 amended (Copy of entry in banker’s record)**

- (1) Section 20(5)(b)(i), after “Companies Ordinance (Cap. 32)”—

#### **Add**

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012) or under Part 3 or 17 of the Companies Ordinance (28 of 2012)”.

- (2) Section 20(5)(b)(ii)—

#### **Repeal**

“company to which Part XI of that Ordinance applies”

#### **Substitute**

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

## **Part 7**

### **Amendment to Bills of Exchange Ordinance (Cap. 19)**

#### **10. Section 26A amended (Corporate signatures)**

Section 26A(2)—

##### **Repeal**

“assigned to it by section 2(1) of the Companies Ordinance (Cap. 32) and includes a company to which Part XI of that Ordinance applies”

##### **Substitute**

“given by section 2(1) of the Companies Ordinance (28 of 2012) and includes a non-Hong Kong company as defined by that section”.

## **Part 8**

### **Amendment to Defamation Ordinance (Cap. 21)**

#### **11. Schedule amended**

The Schedule, Part II, Section 11—

##### **Repeal**

“Companies Ordinance, Chapter 32”

##### **Substitute**

“Companies Ordinance (28 of 2012)”.

## **Part 9**

### **Amendments to Labour Tribunal Ordinance (Cap. 25)**

**12. Section 8A amended (Bankruptcy petitions and petitions for winding up)**

Section 8A(1)(a)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**13. Section 25 amended (Representative claims)**

Section 25(5)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

## **Part 10**

### **Amendments to Trustee Ordinance (Cap. 29)**

**14. Section 77 amended (Application by company to be registered as a trust company)**

(1) Section 77(1)—

**Repeal**

“section 29 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 11 of the Companies Ordinance (28 of 2012)”.

- (2) Section 77(2)(a)—

**Repeal**

“memorandum and”.

- (3) Section 77(3)(b)—

**Repeal**

“section 2(4), (5) and (6) of the Companies Ordinance (Cap. 32) shall apply as if each reference in those subsections to “a company” or “first-mentioned company” were read as a reference to a finance company and as if each reference in those subsections to “another company” or “other company””

**Substitute**

“section 15 of the Companies Ordinance (28 of 2012) applies as if a reference in that section to “a body corporate” were read as a reference to a finance company and as if the reference in that section to “another body corporate” or “other body corporate””.

- (4) Section 77—

**Repeal subsection (5).**

**15. Section 96 amended (Special provision as to winding up a trust company)**

Section 96(1)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**16. Section 100 amended (Restriction on holding shares in a trust company)**

Section 100(3)—

**Repeal**

“section 2(4), (5) and (6) of the Companies Ordinance (Cap. 32) shall apply as if each reference in those subsections to “a company” or “the first-mentioned company” were read as a reference to a trust company and as if each reference in those subsections to “another company” or “other company””

**Substitute**

“section 15 of the Companies Ordinance (28 of 2012) applies as if a reference in that section to “a body corporate” were read as a reference to a trust company and as if the reference in that section to “another body corporate” or “other body corporate””.

**17. Second Schedule amended (Authorized investments)**(1) Second Schedule, section 8, definition of *company*—**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

(2) Second Schedule, section 8, definition of *company*, after paragraph (a)—**Add**

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012);”.

## **Part 11**

### **Amendment to Co-operative Societies Ordinance (Cap. 33)**

**18. Section 57 amended (Certain legislation not to apply to registered societies)**

Section 57—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“Companies Ordinance (28 of 2012) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

## **Part 12**

### **Amendments to Limited Partnerships Ordinance (Cap. 37)**

**19. Section 2 amended (Interpretation)**

Section 2(1), definition of *Registrar of Companies*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**20. Section 5 amended (Modifications of general law in case of limited partnerships)**

Section 5(5)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**21. Section 7 amended (Manner and particulars of registration)**

Section 7, after “Registrar of Companies”—

**Add**

“for registration”.

**22. Section 8 amended (Registration of changes in partnerships)**

Section 8(1), after “Registrar of Companies”—

**Add**

“for registration”.

## **Part 13**

### **Amendments to Insurance Companies Ordinance (Cap. 41)**

**23. Section 2 amended (Interpretation)**

(1) Section 2(1), definition of *company*—

**Repeal**

“assigned to it by section 2(1) of the Companies Ordinance (Cap. 32) and includes a company incorporated outside Hong Kong to which Part XI of that Ordinance applies”

**Substitute**

“given by section 2(1) of the Companies Ordinance (28 of 2012) and includes a non-Hong Kong company as defined by that section”.

- (2) Section 2(1), definition of *financial year*—

**Repeal**

“has the meaning assigned to it by section 2(1) of the Companies Ordinance (Cap. 32)”

**Substitute**

“means the period in respect of which either of the following profit and loss accounts of the body corporate is made up, whether that period is a year or not—

- (a) if the body corporate is not required to hold a general meeting to lay the profit and loss account, the profit and loss account provided to every member, as required by the law under which the body corporate is incorporated or (in the absence of such requirement by such law) by its constitution;
- (b) in any other case, the profit and loss account laid before the body corporate in a general meeting, as required by the law under which the body corporate is incorporated or (in the absence of such requirement by such law) by its constitution”.

- (3) Section 2(1)—

**Repeal the definition of *holding company***

**Substitute**

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“*holding company* (控權公司) has the meaning given by section 13 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance;”.

- (4) Section 2(1), definition of *subsidiary*—

**Repeal**

“assigned to it by section 2(4), (5) and (6) of the Companies Ordinance (Cap. 32)”

**Substitute**

“given by section 15 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance”.

- (5) Section 2(6)—

**Repeal**

everything after “which is a company”

**Substitute**

“is subject to the Companies Ordinance (28 of 2012) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), as well as to this Ordinance, except that, where there is any conflict between this Ordinance on the one hand and the Companies Ordinance (28 of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) on the other, this Ordinance prevails.”.

- (6) Section 2(7)(c)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**24. Section 8 amended (Authorization)**

Section 8(3)(e)—

**Repeal**

everything after “in the case of a”

**Substitute**

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012), that it has complied with Part 16 of that Ordinance; and”.

**25. Section 15 amended (Appointment of auditor and actuary)**

Section 15(1)(a)(i)—

**Repeal**

“section 140 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 393 of the Companies Ordinance (28 of 2012)”.

**26. Section 15A amended (Notification in respect of auditors appointed under section 15)**

(1) Section 15A(1)(c)(i)(A)—

**Repeal**

“section 131 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 395, 396, 397 or 398 of the Companies Ordinance (28 of 2012) or deemed to be reappointed under section 403 of that Ordinance”.

(2) Section 15A(1)(c)(i)(B)—

**Repeal**

“appointed”

**Substitute**

“appointed or deemed to be reappointed”.

(3) Section 15A(1)(c)(ii)—

**Repeal**

“so appointed”

**Substitute**

“so appointed or deemed to be reappointed”.

**27. Section 16 amended (Keeping and preserving of proper books of account)**

Section 16(1)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“Companies Ordinance (28 of 2012) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

**28. Section 19 amended (Statements of transactions of prescribed class or description)**

Section 19(3), after “Registrar of Companies”—

**Add**

“for registration”.

**29. Section 21 amended (Documents to be deposited with Registrar of Companies)**

(1) Section 21(1)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

(2) Section 21(1), after “Registrar of Companies”—

**Add**

“for registration”.

**30. Section 24 amended (Sanction of Court of First Instance for transfer of long term business)**

Section 24(7)—

**Repeal**

“section 166 or 167 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 673 or 675 of the Companies Ordinance (28 of 2012)”.

**31. Section 25 amended (Provisions supplementary to section 24)**

(1) Section 25(3)—

**Repeal**

“section 66 of the Companies Ordinance (Cap. 32)”

**Substitute**

“sections 150 and 320 of the Companies Ordinance (28 of 2012)”.

(2) Section 25(6)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**32. Section 25A amended (Maintenance of assets in Hong Kong—general business)**

Section 25A(8)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**33. Section 26 amended (Grounds on which powers are exercisable)**

Section 26(2)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**34. Section 34 amended (Power to obtain information and require production of documents)**

Section 34—

**Repeal subsection (6).**

**35. Section 35 amended (Residual power to impose requirements, etc.)**

Section 35(4)—

**Repeal**

“to which Part XI of the Companies Ordinance (Cap. 32) applies”

**Substitute**

“which is a non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

**36. Section 38B amended (Powers of manager)**

Section 38B(6)—

**Repeal**

“or the Companies Ordinance (Cap. 32)”

**Substitute**

“, the Companies Ordinance (28 of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32),”.

**37. Section 38E amended (Advisors and managers)**

Section 38E(7)(b)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**38. Section 39 repealed (Power of Financial Secretary to bring civil proceedings on behalf of insurer)**

Section 39—

**Repeal the section.**

**39. Section 42 amended (Circumstances in which insurer deemed to be insolvent)**

Section 42(1)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**40. Section 43 amended (Winding up of insurer under Companies Ordinance)**

(1) Section 43, heading—

**Repeal**

“Companies Ordinance”

**Substitute**

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

(2) Section 43—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**41. Section 44 amended (Winding up on petition of Insurance Authority)**

Section 44(1) and (3)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**42. Section 45 amended (Winding up of insurer)**

Section 45(4) and (5)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**43. Section 46 amended (Continuation of long term business of insurer in liquidation)**

Section 46(4) and (7)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**44. Section 49 amended (Winding up rules)**

Section 49(1) and (2)(b)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**45. Section 49A amended (Winding up of insurer subject to direction under section 35(2)(b))**

Section 49A(1), (2) and (3)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**46. Section 55 amended (Service of notices)**

Section 55(b)—

**Repeal**

“any person resident in Hong Kong who is authorized to accept service of process in Hong Kong on behalf of that insurer”

**Substitute**

“its authorized representative as defined by section 774 of the Companies Ordinance (28 of 2012)”.

**47. Section 56A amended (Restriction on use of the word “insurance” or “assurance”)**

Section 56A(3)(b) and (c), Chinese text—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**48. Section 72 amended (Appointment of auditor)**

Section 72(1)(a)—

**Repeal**

“section 140 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 393 of the Companies Ordinance (28 of 2012)”.

**49. Section 74 amended (Powers of Insurance Authority to require production, etc.)**

Section 74—

**Repeal subsection (5).**

**50. Section 76 amended (Power to petition to wind up an intermediary)**

Section 76(1)(a)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**51. Second Schedule amended (Directors and Controllers)**

(1) Second Schedule, Form A, paragraph 12, Note—

**Repeal**

“section 2(7) of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 13 of the Companies Ordinance (28 of 2012)”.

(2) Second Schedule, Form B, paragraph 6, Note—

**Repeal**

“section 2(7) of the Companies Ordinance”

**Substitute**

“section 13 of the Companies Ordinance (28 of 2012)”.

(3) Second Schedule, Chinese text, Form B, paragraph 9—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”。

- (4) Second Schedule, Form B, paragraph 10—

**Repeal**

“company to which Part XI of the Companies Ordinance applies”

**Substitute**

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

- (5) Second Schedule, Form B, paragraph 10(a)—

**Repeal**

“person(s) residing in Hong Kong authorized to accept on behalf of the company service of process and any notices”

**Substitute**

“its authorized representative(s) as defined by section 774 of the Companies Ordinance (28 of 2012)”.

- (6) Second Schedule, Form B, paragraph 10(b)—

**Repeal**

“registration under Part XI of the Companies Ordinance”

**Substitute**

“the certificate of registration issued under Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012) or under section 777 of the Companies Ordinance (28 of 2012)”.

- (7) Second Schedule, Form B, paragraph 12, Note—

**Repeal**

“section 2(7) of the Companies Ordinance”

**Substitute**

“section 13 of the Companies Ordinance (28 of 2012)”.

**52. Third Schedule amended (Accounts and statements)**

(1) Third Schedule, Part 1, paragraph 1(2)(a)(ii)—

**Repeal**

“within the meaning of section 2 of the Companies Ordinance (Cap. 32)”

**Substitute**

“as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

(2) Third Schedule, Part 1, paragraph 1(3)(b)—

**Repeal**

“within the meaning of section 2 of the Companies Ordinance (Cap. 32)”

**Substitute**

“as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

(3) Third Schedule, Part 1, paragraph 1A(1)—

**Repeal**

everything after “parent”

**Substitute**

“undertaking or subsidiary undertaking is construed in accordance with Schedule 1 to the Companies Ordinance (28 of 2012).”.

(4) Third Schedule, Part 1, paragraph 1A(2)(a), after “parent”—

**Add**

“undertaking that is a”.

- (5) Third Schedule, Chinese text, Part 1, paragraph 1A(2)(a)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

- (6) Third Schedule, Chinese text, Part 1, paragraph 4(1)(d) and (e)(iii) and (1AD)(f) and (g)(iii)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

- (7) Third Schedule, Part 1, paragraph 4(1A)—

**Repeal**

“section 140 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 393 of the Companies Ordinance (28 of 2012)”.

- (8) Third Schedule, Chinese text, Part 2, paragraph 9(j) and (l)—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

- (9) Third Schedule, Chinese text, Part 3, heading—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

- (10) Third Schedule, Chinese text, Part 3, paragraphs 10, 11 and 12—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

- (11) Third Schedule, Part 4, paragraph 14—

**Repeal**

“authorized share capital”

**Substitute**

“authorized share capital (or maximum number of shares issuable under the articles)”.

- (12) Third Schedule, Part 4, paragraph 14(c), after “share premium accounts”—

**Add**

“(if any)”.

**53. Fourth Schedule amended (Proposed appointment of controller within the meaning of section 13A(1) or authorized representative under section 50B)**

- (1) Fourth Schedule, Form A, paragraph 12, Note—

**Repeal**

“section 2(7) of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 13 of the Companies Ordinance (28 of 2012)”.

- (2) Fourth Schedule, Form B, paragraph 6, Note—

**Repeal**

“section 2(7) of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 13 of the Companies Ordinance (28 of 2012)”.

- (3) Fourth Schedule, Chinese text, Form B, paragraph 9—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

- (4) Fourth Schedule, Form B, paragraph 10—

**Repeal**

“company to which Part XI of the Companies Ordinance (Cap. 32) applies”

**Substitute**

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

- (5) Fourth Schedule, Form B, paragraph 10(a)—

**Repeal**

“person(s) residing in Hong Kong authorized to accept on behalf of the company service of process and any notices”

**Substitute**

“its authorized representative(s) as defined by section 774 of the Companies Ordinance (28 of 2012)”.

- (6) Fourth Schedule, Form B, paragraph 10(b)—

**Repeal**

“registration under Part XI of the Companies Ordinance (Cap. 32)”

**Substitute**

“the certificate of registration issued under Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012) or under section 777 of the Companies Ordinance (28 of 2012)”.

- (7) Fourth Schedule, Form B, paragraph 11, Note—

**Repeal**

“section 2(7) of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 13 of the Companies Ordinance (28 of 2012)”.

**54. Fifth Schedule amended (Person proposing to become controller within the meaning of section 13B(1))**

- (1) Fifth Schedule, Form A, paragraph 12, Note—

**Repeal**

“section 2(7) of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 13 of the Companies Ordinance (28 of 2012)”.

- (2) Fifth Schedule, Form B, paragraph 6, Note—

**Repeal**

“section 2(7) of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 13 of the Companies Ordinance (28 of 2012)”.

- (3) Fifth Schedule, Chinese text, Form B, paragraph 9—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

- (4) Fifth Schedule, Form B, paragraph 10—

**Repeal**

“company to which Part XI of the Companies Ordinance (Cap. 32) applies”

**Substitute**

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

- (5) Fifth Schedule, Form B, paragraph 10(a)—

**Repeal**

“person(s) residing in Hong Kong authorized to accept on behalf of the company service of process and any notices”

**Substitute**

“its authorized representative(s) as defined by section 774 of the Companies Ordinance (28 of 2012)”.

- (6) Fifth Schedule, Form B, paragraph 10(b)—

**Repeal**

“registration under Part XI of the Companies Ordinance (Cap. 32)”

**Substitute**

“the certificate of registration issued under Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012) or under section 777 of the Companies Ordinance (28 of 2012)”.

(7) Fifth Schedule, Form B, paragraph 11, Note—

**Repeal**

“section 2(7) of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 13 of the Companies Ordinance (28 of 2012)”.

**55. Sixth Schedule amended (Person who has become controller of insurer in contravention of section 13B(2))**

(1) Sixth Schedule, Form A, paragraph 12, Note—

**Repeal**

“section 2(7) of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 13 of the Companies Ordinance (28 of 2012)”.

(2) Sixth Schedule, Form B, paragraph 6, Note—

**Repeal**

“section 2(7) of the Companies Ordinance”

**Substitute**

“section 13 of the Companies Ordinance (28 of 2012)”.

(3) Sixth Schedule, Chinese text, Form B, paragraph 9—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

(4) Sixth Schedule, Form B, paragraph 10—

**Repeal**

“company to which Part XI of the Companies Ordinance applies”

**Substitute**

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

- (5) Sixth Schedule, Form B, paragraph 10(a)—

**Repeal**

“person(s) residing in Hong Kong authorized to accept on behalf of the company service of process and any notices”

**Substitute**

“its authorized representative(s) as defined by section 774 of the Companies Ordinance (28 of 2012)”.

- (6) Sixth Schedule, Form B, paragraph 10(b)—

**Repeal**

“registration under Part XI of the Companies Ordinance”

**Substitute**

“the certificate of registration issued under Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012) or under section 777 of the Companies Ordinance (28 of 2012)”.

- (7) Sixth Schedule, Form B, paragraph 12, Note—

**Repeal**

“section 2(7) of the Companies Ordinance”

**Substitute**

“section 13 of the Companies Ordinance (28 of 2012)”.

## Part 14

### Amendments to Insurance Companies (General Business) (Valuation) Regulation (Cap. 41 sub. leg. G)

**56. Section 2 amended (Interpretation)**

Section 2, Chinese text, definition of 獨立合格估價師, paragraph (b)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**57. Section 5 amended (Shares in investment subsidiaries)**

(1) Section 5(1), Chinese text—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

(2) Section 5(6)(b)—

**Repeal**

“nominal value of the”

**Substitute**

“total number of”.

**58. Section 6 amended (Shares in other insurers)**

(1) Section 6(1), Chinese text—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

(2) Section 6(5)—

**Repeal**

“nominal value of the”

**Substitute**

“total number of”.

## Part 15

### Amendment to Transfer of Businesses (Protection of Creditors) Ordinance (Cap. 49)

#### 59. Section 2 amended (Interpretation)

(1) Section 2(1), definition of *charge*, paragraph (a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

(2) Section 2(1), definition of *registered charge*—

**Repeal**

everything after “a charge”

**Substitute**

“which—

(a) is registered under—

(i) the Land Registration Ordinance (Cap. 128);

- (ii) the Companies Ordinance (28 of 2012);
  - (iii) the Bills of Sale Ordinance (Cap. 20); or
  - (iv) any other enactment; or
- (b) was registered under the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012).”.

## **Part 16**

### **Amendments to Professional Accountants Ordinance (Cap. 50)**

**60. Section 28D amended (Qualification for registration of company as corporate practice)**

- (1) Section 28D(1)—

**Repeal**

everything after “subsection (11)(b),”

**Substitute**

“only a company limited by shares, and formed and registered under either of the following Ordinances, is qualified for registration as a corporate practice—

- (a) the Companies Ordinance (28 of 2012); or
  - (b) the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012).”.
- (2) Section 28D, after subsection (1)—

**Add**

“(1A) If a company mentioned in subsection (1) is so registered, it is qualified to remain registered as a corporate practice if and only for as long as the requirements specified in subsection (2) are complied with in relation to it.”.

(3) Section 28D(2)(b)(iv)—

**Repeal**

“memorandum and”.

(4) Section 28D(5)(a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

(5) Section 28D(5)(c)(iii)—

**Repeal**

“memorandum and”.

(6) Section 28D(11)(a)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**61. Section 28E amended (Registration of corporate practices)**

Section 28E(1)(b)—

**Repeal**

“for the purposes of the Companies Ordinance (Cap. 32)”

**Substitute**

“in Hong Kong”.

**62. Section 29 amended (Requirements to practise as certified public accountant (practising))**

Section 29(2)(a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**63. Section 31 amended (Registered office)**

Section 31(5)(b)(i)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**64. Section 51 amended (Power of Council to make rules)**

Section 51(1)(a)—

**Repeal**

“memorandum or”.

**Part 17**

**Amendment to Gas Safety Ordinance (Cap. 51)**

**65. Section 2 amended (Interpretation)**

(1) Section 2, definition of *company*, paragraph (a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (2) Section 2, definition of *company*, after paragraph (a)—

**Add**

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012);”.

- (3) Section 2, definition of *officer*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

## Part 18

### Amendments to Employment Ordinance (Cap. 57)

**66. Section 31K amended (Associated companies)**

Section 31K—

**Repeal subsection (6)**

**Substitute**

“(6) In this section—

*company* (公司) has the meaning given by section 2(1) of the Companies Ordinance (28 of 2012);

*subsidiary* (附屬公司) has the meaning given by section 15 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance.”.

**67. Section 31ZA amended (Associated companies)**

Section 31ZA—

**Repeal subsection (5)**

**Substitute**

“(5) In this section—

*company* (公司) has the meaning given by section 2(1) of the Companies Ordinance (28 of 2012);

*subsidiary* (附屬公司) has the meaning given by section 15 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance.”.

**68. Section 32E amended (Associated companies)**

Section 32E—

**Repeal subsection (4)**

**Substitute**

“(4) In this section—

*company* (公司) has the meaning given by section 2(1) of the Companies Ordinance (28 of 2012);

*subsidiary* (附屬公司) has the meaning given by section 15 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance.”.

**69. Section 43 amended (Payment of holiday pay, etc. in event of bankruptcy, etc.)**

Section 43—

**Repeal**

“Companies Ordinance” (wherever appearing)

**Substitute**

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

**Part 19**

**Amendment to Import and Export (Removal of Articles)  
Regulations (Cap. 60 sub. leg. F)**

**70. Regulation 6 amended (Service of notice)**

Regulation 6(1)(c)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**Part 20**

**Amendments to Legal Tender Notes Issue Ordinance  
(Cap. 65)**

**71. Section 3 amended (Issue of legal tender notes)**

Section 3(3)(a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**72. Section 5A amended (Section 93 of the Companies Ordinance not to apply to bank notes issued by a note-issuing bank)**

(1) Section 5A, heading—

**Repeal**

**“Section 93 of the Companies Ordinance”**

**Substitute**

**“Regulations made under section 659 of the Companies Ordinance (28 of 2012)”.**

(2) Section 5A—

**Repeal**

**“The provisions of section 93 of the Companies Ordinance (Cap. 32) shall”**

**Substitute**

**“Any regulation made under section 659 of the Companies Ordinance (28 of 2012) does”.**

## **Part 21**

### **Amendments to The Hongkong and Shanghai Banking Corporation Limited Ordinance (Cap. 70)**

**73. Section 2 amended (Interpretation)**

(1) Section 2, English text, definition of *Ordinance* or *the Ordinance*—

**Repeal the full stop**

**Substitute a semicolon.**

(2) Section 2—

**Add in alphabetical order**

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012).”.

**74. Section 3 amended (Incorporation)**

Section 3—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**75. Section 4 amended (Constitution)**

(1) Section 4(1)—

**Repeal**

“registered under the Companies Ordinance (Cap. 32)”

**Substitute**

“registered under the relevant Ordinance”.

(2) Section 4(1)(a)—

**Repeal**

“all the provisions of the Companies Ordinance (Cap. 32)”

**Substitute**

“a provision of the Companies Ordinance (28 of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

(3) Section 4(1)(b)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (4) Section 4(1), proviso—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance”.

- (5) Section 4(2)—

**Repeal**

“Part IX of the Companies Ordinance (Cap. 32) shall”

**Substitute**

“Part 17 of the Companies Ordinance (28 of 2012) and sections 324 and 325 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) do”.

**76. Section 5 amended (Overriding provisions)**

- (1) Section 5(1)—

**Repeal**

“contained in the Companies Ordinance (Cap. 32)”

**Substitute**

“contained in the Companies Ordinance (28 of 2012), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

- (2) Section 5(1)—

**Repeal**

“of the Companies Ordinance (Cap. 32)”

**Substitute**

“of the Companies Ordinance (28 of 2012)”.

**77. Schedule amended**

The Schedule—

**Repeal**

“share capital of the Company then in issue”

**Substitute**

“issued shares of the Company”.

## **Part 22**

### **Amendments to The Hongkong and Shanghai Banking Corporation Limited (Amendment) Ordinance 1997 (54 of 1997)**

**78. Section 2 amended (Interpretation)**

(1) Section 2(1), definition of *the bank*—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance”.

(2) Section 2(1)—

**Add in alphabetical order**

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012);”.

(3) Section 2(2)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or the Companies (Winding up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

(4) Section 2(2), after “requires.”—

**Add**

“If an expression used in this Ordinance is defined in both the Companies Ordinance (28 of 2012) and the Companies (Winding up and Miscellaneous Provisions) Ordinance (Cap. 32), the expression has the meaning given by the Companies Ordinance (28 of 2012).”.

**79. Section 9 amended (Alteration of the bank’s constitution)**

(1) Section 9(2)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance”.

(2) Section 9(3)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance”.

**80. Section 10 amended (Changes in the bank’s authorized and issued share capital)**

(1) Section 10, heading—

**Repeal**

“authorized and”.

(2) Section 10—

**Repeal**

“authorized or”.

(3) Section 10—

**Repeal**

“(Cap. 32) and”

**Substitute**

“(28 of 2012) and”.

(4) Section 10—

**Repeal**

“purchase”

**Substitute**

“buy-back”.

(5) Section 10—

**Repeal**

“Companies Ordinance (Cap. 32),”

**Substitute**

“relevant Ordinance,”.

**81. Section 12 amended (Miscellaneous savings)**

(1) Section 12(d)—

**Repeal**

everything after “to affect”

**Substitute**

“—

(i) the application of the relevant Ordinance to the bank with effect on and from 6 October 1989 until immediately before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012) by virtue of the registration of the bank under the relevant Ordinance on 6 October 1989; and

(ii) the application of the Companies Ordinance (28 of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) to the bank with effect on and from the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012).”.

(2) Section 12(e)—

**Repeal**

“Companies Ordinance (Cap. 32),”

**Substitute**

“relevant Ordinance.”.

## **Part 23**

### **Amendments to Ferry Services Ordinance (Cap. 104)**

**82. Section 6 amended (Grant of franchises)**

Section 6(1)—

**Repeal**

everything after “may grant”

**Substitute**

“to—

- (a) any company within the meaning of the Companies Ordinance (28 of 2012);
- (b) a registered non-Hong Kong company as defined by section 2(1) of that Ordinance;
- (c) a company registered under Part 17 of that Ordinance; or
- (d) a company registered under Part IX of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012),

a franchise that confers the right to operate a ferry service between such points as are specified by the Chief Executive in Council.”.

**83. Section 10 amended (Chief Executive may appoint additional directors)**

Section 10(1)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“Companies Ordinance (28 of 2012), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

**Part 24**

**Amendments to Telecommunications Ordinance  
(Cap. 106)**

**84. Section 13A amended (Interpretation)**

(1) Section 13A(1), definition of *company*—

**Repeal**

“assigned to it in section 2(1) of the Companies Ordinance (Cap. 32)”

**Substitute**

“given by section 2(1) of the Companies Ordinance (28 of 2012)”.

(2) Section 13A(1), definition of *ordinarily resident in Hong Kong*, paragraph (b)(i)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

(3) Section 13A(1), definition of *subsidiary*—

**Repeal**

“means a company that is a subsidiary within the meaning of section 2 of the Companies Ordinance (Cap. 32)”

**Substitute**

“has the meaning given by section 15 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance”.

**85. Section 13F amended (Competence of licensees)**

(1) Section 13F(a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

(2) Section 13F(c)—

**Repeal**

“memorandum”

**Substitute**

“articles”.

**Part 25**

**Amendment to Telecommunications Regulations  
(Cap. 106 sub. leg. A)**

**86. Regulation 9 amended (Notices)**

Regulation 9—

**Repeal**

“section 356 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 827 of the Companies Ordinance (28 of 2012)”.

**Part 26**

**Amendments to Betting Duty Ordinance (Cap. 108)**

**87. Section 1A amended (Interpretation)**

Section 1A(1), definition of *company*—

**Repeal**

“(Cap. 32), or a company registered under Part XI”

**Substitute**

“(28 of 2012), or a company registered under Part 16”.

**88. Section 6B amended (Interpretation of Part 3)**

Section 6B(1), definition of *subsidiary*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**Part 27**

**Amendment to Betting Duty Regulations (Cap. 108  
sub. leg. A)**

**89. Regulation 2 amended (Interpretation)**

Regulation 2, definition of *qualified person*—

**Repeal**

“section 140 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 393 of the Companies Ordinance (28 of 2012)”.

**Part 28**

**Amendments to Estate Duty Ordinance (Cap. 111)**

- 90. Section 10 amended (Exceptions for transactions for money consideration, property situate outside Hong Kong, shares on local registers and certain land in the New Territories)**

Section 10(c)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- 91. Section 43 amended (Collection and incidence of duty)**

Section 43(5)—

**Repeal**

“Companies Ordinance” (wherever appearing)

**Substitute**

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

## Part 29

### Amendments to Inland Revenue Ordinance (Cap. 112)

**92. Section 2 amended (Interpretation)**

Section 2, definition of *debenture*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**93. Section 14A amended (Qualifying debt instruments)**

Section 14A(4), definition of *wholly owned subsidiary*—

**Repeal**

“section 124 of the Companies Ordinance (Cap. 32) by subsection (4) of that section”

**Substitute**

“Part 9 of the Companies Ordinance (28 of 2012) by section 357(3) of that Ordinance”.

**94. Section 16 amended (Ascertainment of chargeable profits)**

(1) Section 16(2E)(c)(ii)(C)—

**Repeal**

“in nominal value”.

- (2) Section 16(2F)(c)(ii)(C)—  
**Repeal**  
“in nominal value”.

**95. Section 88B amended (Notice of no objection in respect of an application to deregister a private company under section 291AA of Companies Ordinance)**

- (1) Section 88B, heading—  
**Repeal**  
“section 291AA of Companies Ordinance”  
**Substitute**  
“section 750 of the Companies Ordinance (28 of 2012)”.

- (2) Section 88B(1)—  
**Repeal**  
“section 291AA of the Companies Ordinance (Cap. 32)”  
**Substitute**  
“section 750 of the Companies Ordinance (28 of 2012)”.

**96. Schedule 16 amended (Specified transactions)**

Schedule 16, definition of *securities*—

- Repeal**  
“section 29 of the Companies Ordinance (Cap. 32)”  
**Substitute**  
“section 11 of the Companies Ordinance (28 of 2012)”.

## **Part 30**

### **Amendment to Inland Revenue (Qualifying Debt Instruments) Order (Cap. 112 sub. leg. M)**

**97. Schedule amended**

The Schedule, item 1—

**Repeal**

“in nominal value”.

## **Part 31**

### **Amendment to Hospital Authority Ordinance (Cap. 113)**

**98. Section 19 amended (Governing body of prescribed hospital specified in Schedule 2 may enter into agreement referred to in section 5(a), etc.)**

Section 19(3)(b)—

**Repeal**

“, or memorandum, within the meaning of the Companies Ordinance (Cap. 32)”

**Substitute**

“of association”.

## **Part 32**

### **Amendments to Stamp Duty Ordinance (Cap. 117)**

**99. Section 2 amended (Interpretation)**

Section 2(1)—

**Add in alphabetical order**

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012);”.

**100. Section 4 amended (Charging of, liability for, and recovery of stamp duty)**

(1) Section 4(7)—

**Repeal**

“Companies Ordinance (Cap. 32) to be delivered to the Registrar of Companies for registration in respect of any contract mentioned in subsection (1)(b) of that section”

**Substitute**

“relevant Ordinance, or by section 142(1) of the Companies Ordinance (28 of 2012), to be delivered to the Registrar of Companies for registration in respect of any contract referred to in section 4(7A)(a) or (b), as the case may be.”.

(2) After section 4 (7)—

**Add**

“(7A) The contract referred to in subsection (7) is—

(a) a contract mentioned in section 45(1)(b) of the relevant Ordinance; or

(b) a contract mentioned in section 142(2)(d)(iii) of the Companies Ordinance (28 of 2012).”.

**101. Section 19 amended (Contract notes, etc. in respect of sale and purchase of Hong Kong stock)**

Section 19(16), definition of *relevant event*—

**Repeal paragraph (a)**

**Substitute**

- “(a) the exercise of any of the powers conferred by section 53(1)(a) to (d) of the relevant Ordinance;
- (ab) the exercise of any of the powers conferred by section 170(2)(a) to (e) and 174(1) of the Companies Ordinance (28 of 2012); or”.

**102. Section 29CA amended (Further provisions on special stamp duty chargeable on certain agreements for sale)**

Section 29CA(11)(b)(v)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**103. Section 29DA amended (Further provisions on special stamp duty chargeable on certain conveyances on sale)**

Section 29DA(11)(b)(v)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**104. Section 39 amended (Instruments generally exempted)**

Section 39(g)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**Part 33**

**Amendment to Audit Ordinance (Cap. 122)**

**105. Schedule 1 amended (Accounts and funds subject to audit by the Director)**

Schedule 1, item 6—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**Part 34**

**Amendment to Land Registration Regulations  
(Cap. 128 sub. leg. A)**

**106. Regulation 9 amended (Size and form of instruments)**

(1) Regulation 9(1)(b)(ii)(A)—

**Repeal**

“(Cap. 32);”

**Substitute**

“(28 of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012); or”.

(2) Regulation 9(1)(b)(ii)(B)—

**Repeal**

“that Ordinance”

**Substitute**

“sub-subparagraph (A)”.

## **Part 35**

### **Amendments to Public Health and Municipal Services Ordinance (Cap. 132)**

**107. Section 2 amended (Interpretation)**

Section 2(1), definition of *corporation*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

**108. Section 125 amended (General provisions as to licences, etc.)**

Section 125(6)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

## **Part 36**

### **Amendments to Gambling Regulations (Cap. 148 sub. leg. A)**

**109. Regulation 3 amended (Other forms to accompany applications)**

Regulation 3(2)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**110. First Schedule amended**

(1) First Schedule, Form 7, item 4, after “Memorandum”—

**Add**

“of Association (if any)”.

(2) First Schedule, Form 7—

**Repeal item 5**

**Substitute**

“5. Issued capital .....”.

(3) First Schedule, Chinese text, Form 7, item 13—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

## **Part 37**

### **Amendments to Societies Ordinance (Cap. 151)**

**111. Schedule amended (Persons to which the Ordinance does not apply)**

(1) The Schedule, item (1)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

(2) The Schedule, after item (1)—

**Add**

“(1A) Any company registered under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012).”.

## **Part 38**

### **Amendments to Banking Ordinance (Cap. 155)**

**112. Section 2 amended (Interpretation)**

(1) Section 2(1), definition of *authorized institution incorporated in Hong Kong*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012), a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

- (2) Section 2(1), definition of *capital base*, paragraph (a)(ii), after “share premium account”—

**Add**

“(if any)”.

- (3) Section 2(1), definition of *company*, paragraph (a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (4) Section 2(1), definition of *company*, after paragraph (a)—

**Add**

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012);”.

- (5) Section 2(1), definition of *deposit*, paragraph (b)(i)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (6) Section 2(1)—

**Repeal the definition of *holding company* and *subsidiary***

**Substitute**

“*holding company* (控權公司) and *subsidiary* (附屬公司) have the same meaning as in the Companies Ordinance (28 of 2012);”.

- (7) Section 2(1), definition of *share premium account*—

**Repeal**

everything after “(股份溢價帳)”

**Substitute**

“means the account to which the aggregate amount or value of the premiums on shares issued (whether for cash or otherwise) is transferred;”.

- (8) Section 2(1), definition of *The DTC Association*, after “Companies Ordinance (Cap. 32)” —

**Add**

“as in force at the time of the incorporation”.

- (9) Section 2(15)(b) —

**Repeal**

“Companies Ordinance”

**Substitute**

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

**113. Section 3 amended (Application)**

- (1) Section 3(1)(c) —

**Repeal**

everything after “mortgage, or”

**Substitute**

“charge —

- (i) registered, or to be registered, under the Companies Ordinance (28 of 2012);
- (ii) registered, or to be registered, under a provision of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012), having a continuing effect

under Schedule 11 to the Companies Ordinance (28 of 2012); or

- (iii) registered under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012);”.

- (2) Section 3(5)—

**Repeal**

“under the Companies Ordinance (Cap. 32) shall be subject to that Ordinance as well as to this Ordinance, except that where there is any conflict or inconsistency between this Ordinance and the Companies Ordinance (Cap. 32) the provisions of this Ordinance shall prevail.”

**Substitute**

“under—

- (a) the Companies Ordinance (28 of 2012); or
- (b) the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012),

is subject to the Companies Ordinance (28 of 2012) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), as well as to this Ordinance, except that, where there is any conflict between this Ordinance on the one hand and the Companies Ordinance (28 of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) on the other, this Ordinance prevails.”.

**114. Section 16 amended (Grant or refusal of authorization, etc.)**

- (1) Section 16(9)(b)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

(2) Section 16(9)(b)(iii)—

**Repeal**

“section 129D(1) of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 388 of the Companies Ordinance (28 of 2012)”.

**115. Section 51A amended (Control of establishment, etc. of overseas banking corporations)**

Section 51A(2), (3)(a) and (b), (4), (6) and (8), Chinese text—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

**116. Section 53C amended (Powers of Manager)**

(1) Section 53C(7)(a)(i)—

**Repeal**

“or the Companies Ordinance (Cap. 32)”

**Substitute**

“, the Companies Ordinance (28 of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

(2) Section 53C(7)(a)(ii)—

**Repeal**

“memorandum or” (wherever appearing).

**117. Section 59 amended (Audit)**

Section 59(1)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**118. Section 59A amended (Notification in respect of auditors)**

(1) Section 59A(2)—

**Repeal**

“section 131 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 395, 396, 397 or 398 of the Companies Ordinance (28 of 2012)”.

(2) Section 59A(2)(c)—

**Repeal**

“section 141 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 406 or 407 of the Companies Ordinance (28 of 2012)”.

**119. Section 60 amended (Publication of audited balance sheet, etc.)**

(1) Section 60(3)(b)—

**Repeal**

“section 141 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 405 of the Companies Ordinance (28 of 2012)”.

(2) Section 60(3)(c)—

**Repeal**

“in accordance with section 129D(1) of that Ordinance”

**Substitute**

“under Division 6 of Part 9 of that Ordinance”.

(3) Section 60(5A), Chinese text—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

(4) Section 60(11)(a)—

**Repeal**

“section 141 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 405 of the Companies Ordinance (28 of 2012)”.

**120. Section 63 amended (Returns and information to be submitted to the Monetary Authority)**

Section 63(2A)(a) and (b) and (6), Chinese text—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

**121. Section 63A amended (Auditor to report to Monetary Authority any matter which adversely affects financial position of authorized institution to material extent)**

Section 63A(1)(b)—

**Repeal**

“section 131 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 395, 396, 397 or 398 of the Companies Ordinance (28 of 2012)”.

**122. Section 63B amended (Auditors of registered institutions to submit report to Monetary Authority in certain cases)**

Section 63B(a)(ii)—

**Repeal**

“section 131 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 395, 396, 397 or 398 of the Companies Ordinance (28 of 2012)”.

**123. Section 64 amended (Information on shareholding, etc.)**

Section 64(1)(a)—

**Repeal**

“share capital”

**Substitute**

“issued shares”.

**124. Section 80 amended (Advance against security of own shares, etc.)**

Section 80(2)(a) and (c), Chinese text—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**125. Section 81 amended (Limitations on advances by authorized institutions)**

(1) Section 81(1)(b)(i) and (c), Chinese text—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

(2) Section 81(2)(b)—

**Repeal**

“(Cap. 32) and other debt securities”

**Substitute**

“(28 of 2012)”.

(3) Section 81(4)(a), (b) and (c) and (4A)(a) and (c), Chinese text—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

**126. Section 97 amended (Restrictions on use of name “bank”)**

Section 97(6), Chinese text, definition of 稱謂, paragraphs (b) and (c)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**127. Section 118 amended (Powers of the inspector and offences in connection with the investigation)**

Section 118(2)(a), (b) and (c), Chinese text—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**128. Section 122 amended (Winding-up of authorized institutions)**

Section 122(1), (2), (3), (4) and (5)—

**Repeal**

“Companies Ordinance” (wherever appearing)

**Substitute**

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

**129. Section 131 amended (Recovery of fees, expenses, etc.)**

Section 131(3)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**130. Section 134 amended (Service of notices)**

(1) Section 134(2)(a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (2) Section 134(3)—

**Repeal**

“section 356 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 827 of the Companies Ordinance (28 of 2012)”.

- (3) Section 134(4)—

**Repeal**

everything after “generality of”

**Substitute**

“section 803 of the Companies Ordinance (28 of 2012), and accordingly, a variation, notice, resolution or determination referred to in that subsection may be served on an authorized representative (as defined by section 774(1) of that Ordinance) of the authorized institution concerned.”.

**131. Section 134A amended (Monetary Authority to consult, etc., before attaching conditions to authorization)**

Section 134A(1)(a)(iv), after “Companies Ordinance (Cap. 32)—

**Add**

“as in force at the time of the incorporation”.

**132. Seventh Schedule amended (Minimum criteria for authorization)**

- (1) Seventh Schedule, paragraph 6(a), (b) and (c), after “share premium account”—

**Add**

“(if any)”.

(2) Seventh Schedule, paragraph 11(b)(iii)—

**Repeal**

“section 129D(1) of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 388 of the Companies Ordinance (28 of 2012)”.

(3) Seventh Schedule, Chinese text, paragraph 13(a)(i)(F) and (G) and (b)(ii)(B)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**133. Eleventh Schedule amended (Minimum criteria for approval as money broker)**

Eleventh Schedule, paragraph 5, after “share premium account”—

**Add**

“(if any)”.

## **Part 39**

### **Amendment to Banking Ordinance (Deposit-taking Exemptions) (Consolidation) Notice (Cap. 155 sub. leg. A)**

**134. First Schedule amended (Persons exempt from section 12)**

First Schedule, paragraph 2(2)—

**Repeal**

“issued and paid up share capital”

**Substitute**

“issued shares”.

**Part 40**

**Amendments to Banking (Capital) Rules  
(Cap. 155 sub. leg. L)**

**135. Section 2 amended (Interpretation)**

(1) Section 2(1), definition of *group of companies*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

(2) Section 2(1), Chinese text, definition of 母銀行—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

(3) Section 2(1), Chinese text, definition of 惠譽評級, paragraph (a)(i)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

(4) Section 2(1), Chinese text, definition of 標準普爾評級服務, paragraph (a)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

- (5) Section 2(1), Chinese text, definition of 穆迪投資者服務, paragraph (a)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**136. Section 35 amended (Interpretation of Part 3)**

- (1) Section 35, definition of *debentures*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (2) Section 35, definition of *subsidiary undertaking*—

**Repeal**

“section 2B of the Companies Ordinance (Cap. 32) as read with the Twenty-third Schedule”

**Substitute**

“section 16 of the Companies Ordinance (28 of 2012) as read with Schedule 1”.

- (3) Section 35, Chinese text, definition of 連繫公司, paragraph (a)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**137. Section 38 amended (Core capital of authorized institution)**

Section 38(c), after “share premium account”—

**Add**

“(if any)”.

**138. Section 48 amended (Deductions from core capital and supplementary capital)**

Section 48(2)(a), Chinese text—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**Part 41**

**Amendments to Banking (Disclosure) Rules  
(Cap. 155 sub. leg. M)**

**139. Section 2 amended (Interpretation)**

Section 2(1), Chinese text, definition of 金融企業, paragraph (a)(iv)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**140. Section 24 amended (Capital structure and adequacy)**

Section 24(2)(a)(iii), after “share premium account”—

**Add**

“(if any)”.

**141. Section 32 amended (Interpretation of Part 4)**

(1) Section 32—

**Renumber the section as section 32(1).**

(2) Section 32(1), Chinese text, definition of 關聯者, paragraph (d)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

(3) Section 32(1)—

**Repeal the definitions of *medium-term lease*, *long lease* and *short lease*.**

(4) Section 32(1)—

**Add in alphabetical order**

“*lease* (租約) includes an agreement for a lease;”.

(5) After section 32(1)—

**Add**

“(2) In this Part, a lease is a long lease if—

(a) in relation to land in Hong Kong—

(i) the portion of the term for which the lease was granted remaining unexpired at the end of the financial year is not less than 50 years;  
or

- (ii) in the case of a renewable Government lease, the portion of the term for which the lease was granted remaining unexpired at the end of the financial year, when added to the term for which the lessee is entitled to renew the lease, amounts to a period of not less than 50 years from the end of that financial year; or
  - (b) in relation to land outside Hong Kong, the portion of the term for which the lease was granted remaining unexpired at the end of the financial year is not less than 50 years.
- (3) In this Part, a lease is a medium lease if—
  - (a) in relation to land in Hong Kong—
    - (i) the portion of the term for which the lease was granted remaining unexpired at the end of the financial year is less than 50 years but not less than 10 years; or
    - (ii) in the case of a renewable Government lease, the portion of the term for which the lease was granted remaining unexpired at the end of the financial year, when added to the term for which the lessee is entitled to renew the lease, amounts to a period of less than 50 years but not less than 10 years from the end of that financial year; or
  - (b) in relation to land outside Hong Kong, the portion of the term for which the lease was granted remaining unexpired at the end of the financial year is less than 50 years but not less than 10 years.
- (4) In this Part, a lease is a short lease if it is neither a long lease nor a medium lease.”.

**142. Section 45 amended (Capital structure and adequacy)**

Section 45(3)(a)(iii), after “share premium account”—

**Add**

“(if any)”.

**143. Section 104 amended (Consolidated group level disclosures: general)**

Section 104(b), Chinese text—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

## **Part 42**

### **Amendment to Legal Practitioners Ordinance (Cap. 159)**

**144. Section 2 amended (Interpretation)**

Section 2(1), definition of *Society of Notaries*, after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force at the time”.

## Part 43

### Amendments to the Solicitors' Practice Rules (Cap. 159 sub. leg. H)

#### 145. Rule 1A amended (Interpretation)

- (1) Rule 1A, definition of *associated parties*—

##### Repeal

““holding company” (控股公司) and “subsidiary” (附屬公司) have the same meanings as in the Companies Ordinance (Cap. 32);”

##### Substitute

“*holding company* (控權公司) and *subsidiary* (附屬公司) have the same meanings as in the Companies Ordinance (28 of 2012);”.

- (2) Rule 1A, Chinese text, definition of 有聯繫各方, paragraphs (a) and (b)—

##### Repeal

“控股公司”

##### Substitute

“控權公司”.

## Part 44

### Amendments to Trainee Solicitors Rules (Cap. 159 sub. leg. J)

#### 146. Rule 2 amended (Interpretation)

- (1) Rule 2, definition of *company*, paragraph (a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (2) Rule 2, definition of *company*, paragraph (b)—

**Repeal**

“company registered under Part XI of that Ordinance”

**Substitute**

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

**Part 45**

**Amendment to Solicitors (Professional Indemnity) Rules  
(Cap. 159 sub. leg. M)**

**147. Schedule 3 amended (Exclusions and conditions)**

Schedule 3, paragraph 1(2)(c)(vi)—

**Repeal**

“section 2(4) of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 15 of the Companies Ordinance (28 of 2012)”.

## **Part 46**

### **Amendments to Solicitors (Group Practice) Rules (Cap. 159 sub. leg. X)**

**148. Section 7 amended (Group practice management company)**

(1) Section 7(1)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“Companies Ordinance (28 of 2012), or under the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012)”.

(2) Section 7(2)—

**Repeal**

“memorandum”

**Substitute**

“articles of association”.

**149. Section 8 amended (Reporting to Society)**

Section 8(1)(c)(i)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or the Companies Ordinance (Cap. 32) as in force at the time of the registration (as the case may be)”.

## Part 47

### Amendments to Money Lenders Ordinance (Cap. 163)

#### 150. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *company*, paragraph (a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (2) Section 2(1), definition of *company*, after paragraph (a)—

**Add**

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012);”.

- (3) Section 2(1), definition of *subsidiary*—

**Repeal**

“means subsidiary within the meaning of section 2 of the Companies Ordinance (Cap. 32)”

**Substitute**

“has the meaning given by section 15 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance”.

#### 151. Section 17 amended (Duty to notify changes of particulars)

- Section 17(1)(b)(iii)—

**Repeal**

“therein held by any person whereby the nominal value of any such shares held by that person exceeds such proportion of the nominal value of the share capital thereof or of the issued shares of that class, as the case may be, as may be prescribed”

**Substitute**

“held by any person whereby the number of those shares exceeds the prescribed proportion of the number of issued shares or of the number of shares of that class (as the case may be)”.

**152. Schedule 1 amended**

(1) Schedule 1, Part 2, paragraph 2—

**Repeal subparagraph (a)**

**Substitute**

- “(a) registered, or to be registered, under the Companies Ordinance (28 of 2012);
- (ab) registered, or to be registered, under a provision of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012), having a continuing effect under Schedule 11 to the Companies Ordinance (28 of 2012);
- (ac) registered under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012); or”.

(2) Schedule 1, Part 2, paragraph 2(b)—

**Repeal**

everything after “section 2(1)”

**Substitute**

“—

- (i) where the mortgage, charge, lien or encumbrance was created before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012), be able to be registered under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012) if the company were incorporated under that former Companies Ordinance; or
  - (ii) where the mortgage, charge, lien or encumbrance is created on or after that commencement date, be able to be registered under the Companies Ordinance (28 of 2012) if the company were incorporated under that Ordinance.”.
- (3) Schedule 1, Chinese text, Part 2, paragraph 10(a)—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

- (4) Schedule 1, Part 2, paragraph 10(b)—

**Repeal**

“Section 2(7) and (8) of the Companies Ordinance (Cap. 32)”

**Substitute**

“Sections 13, 14 and 15 of the Companies Ordinance (28 of 2012)”.

- (5) Schedule 1, Part 2, paragraph 13—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**Part 48**

**Amendments to Money Lenders Regulations  
(Cap. 163 sub. leg. A)**

**153. Regulation 10 amended (Duty to notify Registrar of changes in share holdings)**

(1) Regulation 10(a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

(2) Regulation 10(b)—

**Repeal**

“nominal value of any such voting shares held by that person exceeds 10 per centum of the nominal value of the issued voting share capital”

**Substitute**

“number of any such voting shares held by that person exceeds 10% of the total number of issued voting shares”.

**154. Schedule 2 amended (Licensing and Exemption Forms)**

(1) Schedule 2, Form 2, Note 7(a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (2) Schedule 2, Form 2, after Note 7(a)—

**Add**

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012);”.

- (3) Schedule 2, Form 3, question 1(d)—

**Repeal**

“the date of compliance with Part XI of the Companies Ordinance (Cap. 32)”

**Substitute**

“as defined by section 2(1) of the Companies Ordinance (28 of 2012), the date of the certificate of registration issued in respect of the company under—

- (i) Part XI of the Companies Ordinance (Cap. 32) as in force at the time of the issue; or
  - (ii) section 777 of the Companies Ordinance (28 of 2012)”.
- (4) Schedule 2, Form 3, question 7(a), Table, entry relating to particulars of shareholdings, after “nominal value”—

**Add**

“(if any)”.

- (5) Schedule 2, Form 3, Note 7(a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (6) Schedule 2, Form 3, after Note 7(a)—

**Add**

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012);”.

- (7) Schedule 2, Chinese text, Form 5, question 1(a)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

- (8) Schedule 2, Form 5, Note 4(a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (9) Schedule 2, Form 5, after Note 4 (a)—

**Add**

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012);”.

- (10) Schedule 2, Form 7, question 3(b), Table, entry relating to particulars of shareholdings, after “nominal value”—

**Add**

“(if any)”.

- (11) Schedule 2, Form 7, Note 6(a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (12) Schedule 2, Form 7, after Note 6(a)—

**Add**

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012);”.

- (13) Schedule 2, Form 9, Note 3(a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (14) Schedule 2, Form 9, after Note 3(a)—

**Add**

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012);”.

- (15) Schedule 2, Form 11, Note 5(a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (16) Schedule 2, Form 11, after Note 5(a)—

**Add**

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012);”.

## Part 49

### Amendment to Prevention of Bribery Ordinance (Cap. 201)

**155. Section 33A amended (Power of court to prohibit employment of convicted person)**

Section 33A(1)(a)—

**Repeal**

“within the meaning of section 2 of the Companies Ordinance (Cap. 32)”

**Substitute**

“as defined by section 15 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance”.

## Part 50

### Amendments to Theft Ordinance (Cap. 210)

**156. Section 18 amended (Obtaining pecuniary advantage by deception)**

Section 18(3), definition of *subsidiary*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**157. Section 18D amended (Procuring entry in certain records by deception)**

Section 18D(2), definition of *subsidiary*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**Part 51**

**Amendment to Eastern Harbour Crossing Ordinance  
(Cap. 215)**

**158. Section 11 amended (Directors of the Road Company)**

Section 11(2)—

**Repeal**

“(Cap. 32) or any other law, the memorandum or articles”

**Substitute**

“(28 of 2012), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or any other law, the memorandum of association (if any) or articles of association”.

**Part 52**

**Amendments to Travel Agents Ordinance (Cap. 218)**

**159. Section 32A amended (Interpretation)**

Section 32A(1), definition of *Travel Industry Council*, after  
“Companies Ordinance (Cap. 32)”—

**Add**

“as in force at the time of the registration”.

**160. Section 32K amended (Submission of estimates)**

Section 32K(3)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**161. Section 32R amended (Transfer of assets and liabilities)**

(1) Section 32R(6), after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force at the time of that commencement”.

(2) Section 32R(7)(a)—

**Repeal**

“section 291A(2) of the Companies Ordinance (Cap. 32) shall”

**Substitute**

“section 765(1) of the Companies Ordinance (28 of 2012) does”.

(3) Section 32R(7)(b)—

**Repeal**

“section 291B of that Ordinance shall apply”

**Substitute**

“section 757 of the Companies Ordinance (28 of 2012) applies”.

## **Part 53**

### **Amendment to Travel Industry Compensation Fund (Procedure for Ex gratia Payments) Rules (Cap. 218 sub. leg. F)**

**162. Section 2 amended (Interpretation)**

Section 2, definition of *proof of debt*—

**Repeal**

“Companies Ordinance”

**Substitute**

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

## **Part 54**

### **Amendment to Conveyancing and Property Ordinance (Cap. 219)**

**163. Section 4 amended (Legal estates to be disposed of etc. by deed)**

Section 4(2)(b)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

## **Part 55**

### **Amendments to Public Bus Services Ordinance (Cap. 230)**

**164. Section 5 amended (Grant of franchises)**

Section 5(1)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“Companies Ordinance (28 of 2012), or under the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012),”.

**165. Section 9 amended (Chief Executive may appoint additional directors)**

Section 9(1)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

**166. Section 10 amended (Grantee not to alter memorandum or articles without Chief Executive’s approval)**

Section 10, after “memorandum”—

**Add**

“of association (if any)”.

## **Part 56**

### **Amendment to Police Force Ordinance (Cap. 232)**

- 167. Section 67 amended (Power of Commissioner to require information from banks and deposit-taking companies)**

Section 67(3)(b)—

**Repeal**

“Part XI of the Companies Ordinance (Cap. 32)”

**Substitute**

“Part 16 of the Companies Ordinance (28 of 2012)”.

## **Part 57**

### **Amendment to Chit-Fund Businesses (Prohibition) Ordinance (Cap. 262)**

- 168. Section 6 amended (Prohibition on registration of chit-fund companies)**

Section 6—

**Repeal**

“shall not be registered under the Companies Ordinance (Cap. 32) after the commencement of this Ordinance”

**Substitute**

“must not be registered under the Companies Ordinance (28 of 2012)”.

## Part 58

### Amendments to Education Ordinance (Cap. 279)

**169. Section 3 amended (Interpretation)**

Section 3(2)—

**Repeal**

“(Cap. 32) for the purposes of operating a school as stated in its memorandum of association”

**Substitute**

“(28 of 2012), or under the Companies Ordinance (Cap. 32) as in force at the time of the incorporation, for the purposes of operating a school as stated in its articles of association”.

**170. Section 40BQ amended (Dissolution of school management company)**

(1) Section 40BQ(2)—

**Repeal**

“section 291A(1) of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 748 of the Companies Ordinance (28 of 2012)”.

(2) Section 40BQ(4)(a)—

**Repeal**

“memorandum and”.

(3) Section 40BQ(5)—

**Repeal**

“Sections 291A(2) and 292 of the Companies Ordinance (Cap. 32)”

**Substitute**

“Sections 752, 758 and 765(1) of the Companies Ordinance (28 of 2012)”.

**171. Section 40CB amended (An aided IMC school may become a DSS school without IMC)**

Section 40CB(2)(b)—

**Repeal**

“(Cap. 32) for the purposes of operating the school as stated in its memorandum of association”

**Substitute**

“(28 of 2012), or under the Companies Ordinance (Cap. 32) as in force at the time of the incorporation, for the purposes of operating the school as stated in its articles of association”.

**172. Schedule 2 amended**

Schedule 2, section 2(7)(b)(i)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or under the Companies Ordinance (Cap. 32) as in force at the time of the issue”.

## Part 59

### Amendments to Employees' Compensation Ordinance (Cap. 282)

#### 173. Section 38 amended (Interpretation)

- (1) Section 38, definition of *company*—

**Repeal**

“assigned to it by section 2 of the Companies Ordinance (Cap. 32)”

**Substitute**

“given by section 2(1) of the Companies Ordinance (28 of 2012)”.

- (2) Section 38, English text, definition of *policy of insurance issued for the purposes of this Part*—

**Repeal the full stop**

**Substitute a semicolon.**

- (3) Section 38—

**Repeal the definition of *holding company, group of companies and subsidiary*.**

- (4) Section 38—

**Add in alphabetical order**

“*group of companies* (公司集團) has the meaning given by section 2(1) of the Companies Ordinance (28 of 2012);

*holding company* (控權公司) has the meaning given by section 13 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance;

*subsidiary* (附屬公司) has the meaning given by section 15 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance.”.

**174. Section 40 (Compulsory insurance against employer’s liability)**

Section 40(1E)(c), Chinese text—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**175. Section 44B (Holding company responsible for liability of subsidiary in certain cases)**

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

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

(2) Section 44B(1), (2) and (3)(a) and (b), Chinese text—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

## Part 60

### Amendments to Employees' Compensation Regulations (Cap. 282 sub. leg. A)

#### 176. Schedule amended

- (1) The Schedule, Chinese text, Form 2, section C—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

- (2) The Schedule, Chinese text, Form 2, section C—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

- (3) The Schedule, Form 2, Explanatory Notes, Note 3(b)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (4) The Schedule, Chinese text, Form 2, Explanatory Notes, Note 3—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

- (5) The Schedule, Chinese text, Form 2A, section C—  
**Repeal**  
“控股公司”  
**Substitute**  
“控權公司”.
- (6) The Schedule, Chinese text, Form 2A, section C—  
**Repeal**  
“控股公司”  
**Substitute**  
“控權公司”.
- (7) The Schedule, Form 2A, Explanatory Notes, Note 3(b)—  
**Repeal**  
“(Cap. 32)”  
**Substitute**  
“(28 of 2012)”.
- (8) The Schedule, Chinese text, Form 2A, Explanatory Notes,  
Note 3—  
**Repeal**  
“控股公司” (wherever appearing)  
**Substitute**  
“控權公司”.

## **Part 61**

### **Amendments to Mining (General) Regulations (Cap. 285 sub. leg. A)**

#### **177. First Schedule amended (Forms)**

(1) First Schedule, Form II, item 12, after “memorandum”—

**Add**

“of association (if any)”.

(2) First Schedule, Form II, item 12(c)—

**Repeal**

“nominal capital subscribed”

**Substitute**

“issued capital”.

## **Part 62**

### **Amendment to Marine Fish (Marketing) By-laws (Cap. 291 sub. leg. B)**

#### **178. By-law 2 amended (Interpretation)**

By-law 2, definition of *corporation*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

## **Part 63**

### **Amendment to Corporate Bodies Contracts Ordinance (Cap. 293)**

**179. Section 3 amended (Exclusion of companies under Companies Ordinance)**

Section 3—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

## **Part 64**

### **Amendments to Hong Kong Arts Centre Ordinance (Cap. 304)**

**180. Section 26 amended (Particulars to be delivered to the Registrar of Companies)**

(1) Section 26(4)—

**Repeal**

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

(2) Section 26(5)—

**Repeal**

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

## **Part 65**

### **Amendments to Business Registration Ordinance (Cap. 310)**

**181. Section 2 amended (Interpretation)**

(1) Section 2(1), definition of *company registration application*—

**Repeal**

“section 333 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 776 of the Companies Ordinance (28 of 2012)”.

(2) Section 2(1)—

**Repeal the definition of *incorporation application***

**Substitute**

“*incorporation submission* (成立法團遞呈) means a submission made for the purpose of forming a company under section 67 of the Companies Ordinance (28 of 2012);”.

- (3) Section 2(1), definition of *incorporation form*—

**Repeal**

“has the meaning given by section 14A(1) of the Companies Ordinance (Cap. 32)”

**Substitute**

“means the incorporation form referred to in section 67(1)(b)(i) of the Companies Ordinance (28 of 2012)”.

- (4) Section 2(1), definition of *non-Hong Kong company registration form*—

**Repeal**

everything after “means”

**Substitute**

“a company registration application in the specified form referred to in section 776(4) of the Companies Ordinance (28 of 2012);”.

- (5) Section 2(1), definition of *place of business*, paragraph (a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012), or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012),”.

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

**Repeal paragraph (b)**

**Substitute**

“(b) a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012), the address of any person whose name has been delivered to the Registrar for registration under Part

XI of the Companies Ordinance (Cap. 32) as in force at the time of the delivery or under Part 16 of the Companies Ordinance (28 of 2012), as the case may be;”.

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

**Repeal**

“section 303(2) of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 21(1) of the Companies Ordinance (28 of 2012)”.

- (8) Section 2(1A)—

**Repeal**

“For the purposes of this Ordinance a company which is—

- (a) incorporated in Hong Kong under the Companies Ordinance (Cap. 32) or to which Part XI of the Companies Ordinance (Cap. 32) applies; and
- (b) not otherwise liable to be registered under this Ordinance,”

**Substitute**

“For the purposes of this Ordinance—

- (a) a company—
  - (i) that is incorporated in Hong Kong under the Companies Ordinance (28 of 2012) or was incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012); and
  - (ii) that is not otherwise liable to be registered under this Ordinance; or

(b) a non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012) that is not otherwise liable to be registered under this Ordinance.”.

(9) Section 2(1C)(a)—

**Repeal**

“application”

**Substitute**

“submission”.

**182. Section 4 amended (Official secrecy)**

Section 4(3B)—

**Repeal**

“incorporation application”

**Substitute**

“incorporation submission”.

**183. Section 5A amended (Simultaneous business registration applications of companies incorporated under Companies Ordinance)**

(1) Section 5A(1)—

**Repeal**

“application is made, the applicant”

**Substitute**

“submission is made, the person who made the submission”.

(2) Section 5A(1)(b)—

**Repeal**

“applicant”

**Substitute**

“person”.

- (3) Section 5A(2)—

**Repeal**

“applicant complies”

**Substitute**

“person complies”.

- (4) Section 5A(2)(b)—

**Repeal**

“applicant has”

**Substitute**

“person has”.

**184. Section 7A amended (Refund of prescribed business registration fees, prescribed branch registration fees or levies)**

- (1) Section 7A(3)(a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (2) After section 7A(3)(a)—

**Add**

“(ab) a company incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012);”.

- (3) Section 7A(3)—

**Repeal paragraph (b)**

**Substitute**

- “(b) a non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012);
- (c) a company incorporated outside Hong Kong that has established a place of business in Hong Kong, but has ceased to have any such place of business before the repeal of Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012).”.

- (4) Section 7A(4)—

**Repeal**

“application”

**Substitute**

“submission”.

- (5) Section 7A(4)—

**Repeal**

“applicant”

**Substitute**

“person who made the submission”.

**185. Section 8 amended (Information to be furnished)**

- (1) Section 8(1A)—

**Repeal**

“incorporation application”

**Substitute**

“incorporation submission”.

- (2) Section 8(1B)(b)—

**Repeal**

“under Part XI of the Companies Ordinance (Cap. 32)”

**Substitute**

“under Part 16 of the Companies Ordinance (28 of 2012)”.

(3) Section 8(2B)—

**Repeal paragraphs (a) and (b)**

**Substitute**

- “(a) delivers a notice of a change of company name under section 107(2) of the Companies Ordinance (28 of 2012) or delivers a notice of a change of address of its registered office under section 658(3) of that Ordinance;
- (b) delivers under section 778 of that Ordinance a return containing particulars required by that section;
- (c) delivers a return under section 791(1) of that Ordinance for a change of its authorized representative or a change of the name and address of its authorized representative; or
- (d) delivers a return under section 791(1) of that Ordinance for a change of the address of its principal place of business in Hong Kong.”.

(4) Section 8(2C)—

**Repeal**

“section 22AA of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 110 of the Companies Ordinance (28 of 2012)”.

**186. Section 9 amended (Exemption from payments of fees for small businesses)**

Section 9(6)—

**Repeal**

everything after “apply to”

**Substitute**

“—

- (a) any company which is incorporated in Hong Kong under—
  - (i) the Companies Ordinance (28 of 2012); or
  - (ii) a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012);
- (b) any non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012); or
- (c) any company incorporated outside Hong Kong that has established a place of business in Hong Kong, but has ceased to have any such place of business before the repeal of Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012).”.

**187. Section 16 amended (Exemptions)**

Section 16(1)(c), proviso—

**Repeal**

everything after “apply to”

**Substitute**

“—

- (a) any company which is incorporated in Hong Kong under—
  - (i) the Companies Ordinance (28 of 2012); or
  - (ii) a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012);
- (b) any non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012); or
- (c) any company incorporated outside Hong Kong that has established a place of business in Hong Kong, but has ceased to have any such place of business before the repeal of Part XI of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012);”.

**188. Schedule 1 amended**

- (1) Schedule 1, section 2(a)(i)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

- (2) Schedule 1, section 2(b)(i)—

**Repeal**

“application”

**Substitute**

“submission”.

**189. Schedule 2 amended**

(1) Schedule 2, section 3(a)(i)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

(2) Schedule 2, section 3(b)(i)—

**Repeal**

“application”

**Substitute**

“submission”.

## **Part 66**

### **Amendments to Business Registration Regulations (Cap. 310 sub. leg. A)**

**190. Regulation 3A amended (Business particulars in relation to simultaneous business registration applications)**

(1) Regulation 3A(3)(a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (2) Regulation 3A(3)(b)(vi)—

**Repeal**

“section 333(2)(e) of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 776(4)(c) of the Companies Ordinance (28 of 2012)”.

- (3) Regulation 3A(3)(b)(vii)—

**Repeal**

“Part XI of the Companies Ordinance (Cap. 32)”

**Substitute**

“Part 16 of the Companies Ordinance (28 of 2012)”.

**191. Regulation 4 amended (The register)**

Regulation 4(1A)—

**Repeal**

“application, the Commissioner must assign an identifying number in relation to the application”

**Substitute**

“submission, the Commissioner must assign an identifying number in relation to the submission”.

**192. Regulation 9 amended (Forms)**

- (1) Regulation 9, Form 1(b), section A, Part A, item 2—

**Repeal**

“one to which Part XI of the Companies Ordinance (Cap. 32) applies”

**Substitute**

“a non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

- (2) Regulation 9, Form 1(b), Section A, Part A, item 2(d)—

**Repeal**

“registration under Part XI of the Companies Ordinance (Cap. 32)”

**Substitute**

“the certificate of registration issued under section 777 of the Companies Ordinance (28 of 2012)”.

- (3) Regulation 9, Form 1(b), Section A, Part A, item 3—

**Repeal**

“one to which Part XI of the Companies Ordinance (Cap. 32) does not apply”

**Substitute**

“not a non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

- (4) Regulation 9, Form 4, paragraph (a)—

**Repeal**

“incorporation application”

**Substitute**

“incorporation submission”.

## Part 67

### Amendment to Census and Statistics (Quarterly Survey of Service Industries) Order (Cap. 316 sub. leg. M)

**193. Section 1 amended (Interpretation)**

Section 1, Chinese text, definition of *財務*—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

## Part 68

### Amendment to Federation of Hong Kong Industries Ordinance (Cap. 321)

**194. Section 2 amended (Interpretation)**

Section 2, definition of *corporation*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

## **Part 69**

### **Amendments to Trade Unions Ordinance (Cap. 332)**

**195. Section 67 amended (Provisions of certain Ordinances not to apply to trade unions or trade union federations)**

(1) Section 67—

**Re-number the section as section 67(1).**

(2) Section 67(1)—

**Repeal**

everything after “the following”

**Substitute**

“Ordinances do not apply to a trade union or a trade union federation—

(a) the Companies Ordinance (28 of 2012);

(b) the Co-operative Societies Ordinance (Cap. 33);

(c) the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).”.

(3) After section 67(1)—

**Add**

“(2) The registration of a trade union or a trade union federation under any of the following Ordinances is void and of no effect—

(a) the Companies Ordinance (28 of 2012);

(b) the Co-operative Societies Ordinance (Cap. 33).”.

**196. Section 68 amended (Result of registration)**

(1) Section 68(1)—

**Repeal**

“Companies Ordinance (Cap. 32) or the Co-operative Societies Ordinance (Cap. 33) and”

**Substitute**

“relevant Ordinance and”.

- (2) Section 68(1)—

**Repeal**

“Companies Ordinance (Cap. 32) or the Co-operative Societies Ordinance (Cap. 33), as the case may be,”  
(wherever appearing)

**Substitute**

“relevant Ordinance”.

- (3) After section 68(2)—

**Add**

“(3) For the purposes of this section—

*relevant Ordinance* (《有關條例》) means—

- (a) the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012);
- (b) the Co-operative Societies Ordinance (Cap. 33); or
- (c) the Companies Ordinance (28 of 2012).”.

## **Part 70**

### **Amendment to District Court Ordinance (Cap. 336)**

**197. Section 68B amended (Sale of property in execution of judgment)**

Section 68B(1)(a)—

**Repeal**

“section 29 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 11 of the Companies Ordinance (28 of 2012)”.

**Part 71**

**Amendments to Building Management Ordinance  
(Cap. 344)**

**198. Section 33 amended (Winding up of corporations)**

Section 33(1) and (2)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**199. Section 34A amended (Winding-up petitions and orders to be noted in register and records)**

Section 34A(3)—

**Repeal**

“subsection no action or proceeding under the Companies Ordinance”

**Substitute**

“subsection, no action or proceeding under the Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

## Part 72

### Amendments to Hang Lung Bank (Acquisition) Ordinance (Cap. 345)

**200. Section 2 amended (Interpretation)**

Section 2, definition of *subsidiary*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**201. Section 9 amended (Power to make regulations)**

Section 9(2)—

**Repeal**

“(Cap. 32), the Banking Ordinance (Cap. 155) and the memorandum and”

**Substitute**

“(28 of 2012), Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), the Banking Ordinance (Cap. 155) and the”.

## Part 73

### Amendment to Trading with the Enemy Ordinance (Cap. 346)

**202. Section 2 amended (Interpretation)**

Section 2(1), definition of *company*—

**Repeal**

“section 2 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 2(1) of the Companies Ordinance (28 of 2012)”.

**Part 74**

**Amendment to Exchanges (Special Levy) Rules  
(Cap. 351 sub. leg. A)**

**203. Rule 9 amended (Audit report)**

Rule 9(1)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

## **Part 75**

### **Amendment to Supplementary Medical Professions Ordinance (Cap. 359)**

**204. Section 20 amended (Companies may carry on professions by way of trade or business)**

Section 20(2)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or under the Companies Ordinance (Cap. 32) as in force at the time of the registration”.

## **Part 76**

### **Amendment to Radiographers (Registration and Disciplinary Procedure) Regulation (Cap. 359 sub. leg. H)**

**205. Section 17 amended (Exemptions for companies)**

Section 17—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or under the Companies Ordinance (Cap. 32) as in force at the time of the registration”.

## Part 77

### Amendment to Employees Compensation Assistance Ordinance (Cap. 365)

**206. Section 2 amended (Interpretation)**

Section 2(1), Chinese text, definition of 僱主—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

## Part 78

### Amendments to Overseas Trust Bank (Acquisition) Ordinance (Cap. 379)

**207. Section 2 amended (Interpretation)**

Section 2, definition of *subsidiary*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**208. Section 10 amended (Power to make regulations)**

Section 10(2)—

**Repeal**

“(Cap. 32), the Banking Ordinance (Cap. 155) and the memorandum and”

**Substitute**

“(28 of 2012), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), the Banking Ordinance (Cap. 155) and the”.

**Part 79**

**Amendments to Protection of Wages on Insolvency  
Ordinance (Cap. 380)**

**209. Section 2 amended (Interpretation)**

- (1) Section 2, definition of *applicant*—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (2) Section 2, definition of *company*—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (3) Section 2, definition of *pay for untaken annual leave*, paragraph (a)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (4) Section 2, definition of *pay for untaken statutory holidays*, paragraph (a)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (5) Section 2, definition of *severance payment*—

**Repeal**

“Companies Ordinance” (wherever appearing)

**Substitute**

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

- (6) Section 2, definition of *wages*—

**Repeal**

“Companies Ordinance” (wherever appearing)

**Substitute**

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

- (7) Section 2, definition of *wages in lieu of notice*—

**Repeal**

“Companies Ordinance” (wherever appearing)

**Substitute**

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

(8) Section 2, definition of *winding-up petition*—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**210. Section 24 amended (Subrogation)**

Section 24(2)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**211. Section 29 amended (Transitional)**

Section 29(1)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

## Part 80

### Amendments to Ocean Park Corporation Ordinance (Cap. 388)

**212. Section 2 amended (Interpretation)**

Section 2, definition of *company*—

**Repeal**

everything after “incorporated”

**Substitute**

“, and registered by the name Ocean Park Limited, under the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012);”.

**213. Section 16 amended (Dissolution of the company)**

(1) Section 16(1), after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force at the time of that commencement”.

(2) Section 16(2)(a)—

**Repeal**

“section 291A(2) of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 765(1) of the Companies Ordinance (28 of 2012)”.

(3) Section 16(2)(b)—

**Repeal**

“section 291B of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 757 of the Companies Ordinance (28 of 2012)”.

**Part 81**

**Amendments to Control of Obscene and Indecent  
Articles Ordinance (Cap. 390)**

**214. Section 2 amended (Interpretation)**

- (1) Section 2(1), definition of *place of business*, paragraph (a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

- (2) Section 2(1), definition of *place of business*, paragraph (b)—

**Repeal**

“company to which Part XI of the Companies Ordinance (Cap. 32) applies, the address of any person whose name has been delivered to the Registrar of Companies for registration under that Part”

**Substitute**

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012), the address of any person whose name has been delivered to the Registrar of Companies for registration under Part XI of the Companies Ordinance (Cap. 32) as in force at the time of the delivery or under Part 16 of the Companies Ordinance (28 of 2012)”.

## **Part 82**

### **Amendment to Broadcasting (Miscellaneous Provisions) Ordinance (Cap. 391)**

**215. Section 22 amended (Investigation of licensee's business)**

Section 22(8)—

**Repeal**

“within the meaning of section 2 of the Companies Ordinance (Cap. 32)”

**Substitute**

“as defined by section 15 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance”.

## **Part 83**

### **Amendment to Tate's Cairn Tunnel Ordinance (Cap. 393)**

**216. Section 8 amended (Directors and paid up share capital of the Company)**

Section 8(2)—

**Repeal**

“(Cap. 32) or any other law, the memorandum or articles”

**Substitute**

“(28 of 2012), Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or any other law, the memorandum of association (if any) or articles of association”.

## **Part 84**

### **Amendment to The Ombudsman Ordinance (Cap. 397)**

**217. Schedule 2 amended (Actions not subject to investigation)**

Schedule 2, paragraph 9—

**Repeal**

“Repurchases”

**Substitute**

“Buy-backs”.

## **Part 85**

### **Amendments to Drug Trafficking (Recovery of Proceeds) Ordinance (Cap. 405)**

**218. Section 7 amended (Definition of principal terms used)**

Section 7(8)(b)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**219. Section 17 amended (Winding up of company holding realisable property)**

(1) Section 17(3)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

- (2) Section 17(5), definition of *company*—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**220. Section 18 amended (Insolvency officers dealing with property subject to restraint order)**

- (1) Section 18(1)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (2) Section 18(3)(b)(ii)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

## Part 86

### Amendments to Drug Trafficking (Recovery of Proceeds) (Designated Countries and Territories) Order (Cap. 405 sub. leg. A)

**221. Schedule 2 amended (Drug Trafficking (Recovery of Proceeds) Ordinance as modified)**

(1) Schedule 2, section 17(3)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

(2) Schedule 2, section 17(5), definition of *company*—

**Repeal**

“Companies Ordinance”

**Substitute**

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

(3) Schedule 2, section 18(1)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

(4) Schedule 2, section 18(3)(b)(ii)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**Part 87**

**Amendment to Employees’ Compensation Insurance  
Levies Ordinance (Cap. 411)**

- 222. Section 16 amended (Protection of levy in the hands of the insurer)**

Section 16—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**Part 88**

**Amendment to Merchant Shipping (Prevention and  
Control of Pollution) Ordinance (Cap. 413)**

- 223. Section 9 amended (Service of directions under section 6)**

Section 9(1)—

**Repeal**

“section 338 or 356 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 803 or 827 of the Companies Ordinance (28 of 2012)”.

**Part 89**

**Amendment to Merchant Shipping (Liability and Compensation for Oil Pollution) Ordinance (Cap. 414)**

**224. Section 23 amended (Contributions to the Fund)**

Section 23(9), definition of *group of companies*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**Part 90**

**Amendments to Merchant Shipping (Registration) Ordinance (Cap. 415)**

**225. Section 11 amended (Registrable ships)**

Section 11(4)(c)—

**Repeal**

“non-Hong Kong company registered under Part XI of the Companies Ordinance (Cap. 32)”

**Substitute**

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

**226. Section 20 amended (Declarations by and on behalf of owners and demise charterers)**

Section 20(1)(c) and (2)(b), after “Companies Ordinance (Cap. 32)” —

**Add**

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012) or under Part 16 of the Companies Ordinance (28 of 2012)”.

**227. Section 21 amended (Evidence on first registration)**

Section 21(1)(b) and (3)(c), after “Companies Ordinance (Cap. 32)” —

**Add**

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012) or under Part 16 of the Companies Ordinance (28 of 2012)”.

**228. Section 55 amended (Notice of dissolution, etc. of body corporate owner or charterer)**

(1) Section 55(1)(b)(ii) —

**Repeal**

“non-Hong Kong company registered under Part XI of the Companies Ordinance (Cap. 32)”

**Substitute**

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

(2) Section 55(1) —

**Repeal**

“registered under Part XI of the Companies Ordinance (Cap. 32)”

**Substitute**

“a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

**Part 91**

**Amendments to Hong Kong Academy of Medicine  
Ordinance (Cap. 419)**

**229. Section 2 amended (Interpretation)**

Section 2, definition of *college*, paragraph (b)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**230. Section 6 amended (Recognition of Academy Colleges and Faculties)**

Section 6(3)(b)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**231. Section 10 amended (The Council during the interim period)**

Section 10(4)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**Part 92**

**Amendment to Toys and Children’s Products Safety  
Ordinance (Cap. 424)**

**232. Section 34 amended (Service of notices)**

Section 34(1)(b)(ii)—

**Repeal**

“(Cap. 32), it is left with, or sent by post to, the person resident in Hong Kong who is authorized to accept service of process and notices on its behalf for the purposes of Part XI”

**Substitute**

“(28 of 2012), it is left with, or sent by post to, its authorized representative as defined by section 774(1)”.

**Part 93**

**Amendments to Toys and Children’s Products Safety  
Regulation (Cap. 424 sub. leg. B)**

**233. Section 2 amended (Identification marking for toys)**

Section 2(3)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

**234. Section 3 amended (Identification marking for children’s products)**

Section 3(3)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

## **Part 94**

### **Amendments to Occupational Retirement Schemes Ordinance (Cap. 426)**

**235. Section 2 amended (Interpretation)**

(1) Section 2(1), definition of *company*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

(2) Section 2(1), definition of *director*, paragraph (c)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (3) Section 2(1)—

**Repeal the definition of *holding company*****Substitute**

“*holding company* (控權公司) means, in relation to an employer—

- (a) (where the employer is a company) a company of which the employer is a subsidiary;
  - (b) (where the employer is not a company but is a body of persons otherwise incorporated or established in Hong Kong or elsewhere) any other body of persons appearing to the Registrar to be analogous to a company of which the employer would be a subsidiary were the employer a company as defined by section 2(1) of the Companies Ordinance (28 of 2012);”.
- (4) Section 2(1), definition of *subsidiary*, paragraph (a)—

**Repeal**

“, pursuant to section 2 of the Companies Ordinance (Cap. 32), is for the purposes of that Ordinance deemed to be a subsidiary of the employer”

**Substitute**

“is by virtue of section 15 of the Companies Ordinance (28 of 2012) a subsidiary of the employer for the purposes of that Ordinance”.

- (5) Section 2(1), definition of *subsidiary*, paragraph (b)—

**Repeal**

“so deemed to be a subsidiary of the employer were the employer a company within the meaning of the Companies Ordinance (Cap. 32)”

**Substitute**

“by virtue of section 15 of the Companies Ordinance (28 of 2012) a subsidiary of the employer were the employer a company as defined by section 2(1) of that Ordinance”.

- (6) Section 2(1), Chinese text, definition of 有關連人士, paragraph (d)(ii)(B) and (C) and (iii)—

**Repeal**

“母公司”

**Substitute**

“控權公司”.

**236. Section 67 amended (Special provisions for schemes covering groups of companies)**

Section 67(1B) and (1C)(b), Chinese text—

**Repeal**

“母公司”

**Substitute**

“控權公司”.

**237. Section 73 amended (Rules)**

Section 73(1)(n)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**238. Section 81 amended (Notices)**

Section 81(1)(c)—

**Repeal**

“to which Part XI of the Companies Ordinance (Cap. 32) applies”

**Substitute**

“as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

**Part 95**

**Amendment to Companies Registry Trading Fund  
(Cap. 430 sub. leg. B)**

**239. Schedule 1 amended (Services to be provided by the trading fund)**

Schedule 1, section 1—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

## **Part 96**

### **Amendment to Western Harbour Crossing Ordinance (Cap. 436)**

#### **240. Section 8 amended (Directors of the Company)**

Section 8(2)—

##### **Repeal**

“(Cap. 32) or any other law, the memorandum or articles”

##### **Substitute**

“(28 of 2012), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or any other law, the memorandum of association (if any) or articles of association”.

## **Part 97**

### **Amendment to Administrative Appeals Board Ordinance (Cap. 442)**

#### **241. Schedule amended**

The Schedule—

##### **Add**

- “71. Companies Ordinance (28 of 2012)
- (a) A direction of the Registrar of Companies under section 109(1) to change a company name.
  - (b) A decision of the Registrar of Companies to serve a notice under section 780(1)(b).”.

## Part 98

### Amendments to The Legislative Council Commission Ordinance (Cap. 443)

**242. Section 2 amended (Interpretation)**

Section 2, definition of *Company*, after “Companies Ordinance (Cap. 32)” —

**Add**

“as in force at the time of the incorporation”.

**243. Section 22 amended (Dissolution of company and transfer of property, etc.)**

(1) Section 22(1), after “Companies Ordinance (Cap. 32)” —

**Add**

“as in force at the time of that commencement”.

(2) Section 22(2)(a) —

**Repeal**

“section 291A(2) of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 765(1) of the Companies Ordinance (28 of 2012)”.

(3) Section 22(2)(b) —

**Repeal**

“section 291B of that Ordinance”

**Substitute**

“section 757 of the Companies Ordinance (28 of 2012)”.

## **Part 99**

### **Amendment to Amusement Rides (Safety) Ordinance (Cap. 449)**

**244. Section 2 amended (Interpretation)**

Section 2, definition of *officer*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

## **Part 100**

### **Amendment to Minor Employment Claims Adjudication Board Ordinance (Cap. 453)**

**245. Section 5 amended (Jurisdiction of the Board)**

Section 5(3)(b)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

## **Part 101**

### **Amendments to Organized and Serious Crimes Ordinance (Cap. 455)**

**246. Section 2 amended (Interpretation)**

Section 2(1), definition of *insolvency officer*, paragraph (b)(ii)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**247. Section 12 amended (Definition of principal terms used)**

Section 12(8)(b)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**248. Section 22 amended (Winding up of company holding realisable property)**

(1) Section 22(3)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

(2) Section 22(5), definition of *company*—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**249. Section 23 amended (Insolvency officers dealing with property subject to restraint order)**

Section 23(1)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

## **Part 102**

### **Amendment to Consumer Goods Safety Ordinance (Cap. 456)**

**250. Section 35 amended (Service of notices)**

Section 35(1)(b)(ii)—

**Repeal**

“(Cap. 32), it is left with, or sent by post to, the person resident in Hong Kong who is authorized to accept service of process and notices on its behalf for the purposes of Part XI”

**Substitute**

“(28 of 2012), it is left with, or sent by post to, its authorized representative as defined by section 774(1)”.

## Part 103

### Amendments to Security and Guarding Services Ordinance (Cap. 460)

#### 251. Section 2 amended (Interpretation)

- (1) Section 2, definition of *company*, paragraph (a)—

**Repeal**

“(Cap. 32); or”

**Substitute**

“(28 of 2012);”.

- (2) Section 2, definition of *company*, after paragraph (a)—

**Add**

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012); or”.

## Part 104

### Amendment to Tai Lam Tunnel and Yuen Long Approach Road Ordinance (Cap. 474)

#### 252. Section 8 amended (Directors of the Company)

Section 8(2)—

**Repeal**

“(Cap. 32) or any other law, the memorandum or articles”

**Substitute**

“(28 of 2012), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or any other law, the memorandum of association (if any) or articles of association”.

## **Part 105**

### **Amendment to Merchant Shipping (Seafarers) Ordinance (Cap. 478)**

**253. Section 2 amended (Interpretation)**

Section 2(1), definition of *company*—

**Repeal**

“(Cap. 32) or to which Part XI of that Ordinance applies”

**Substitute**

“(28 of 2012), or a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012), or any non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

## **Part 106**

### **Amendment to Sex Discrimination Ordinance (Cap. 480)**

**254. Schedule 7 amended (Transitional provisions)**

Schedule 7, section 2(c)—

**Repeal**

“memorandum”

**Substitute**

“articles”.

## **Part 107**

### **Amendments to Airport Authority Ordinance (Cap. 483)**

#### **255. Section 2 amended (Interpretation)**

(1) Section 2(1), definition of *company*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

(2) Section 2(1), definition of *subsidiary*—

**Repeal**

“deemed to be a subsidiary of the Authority by virtue of section 2 of the Companies Ordinance (Cap. 32)”

**Substitute**

“a subsidiary of the Authority by virtue of section 15 of the Companies Ordinance (28 of 2012)”.

## **Part 108**

### **Amendments to Mandatory Provident Fund Schemes Ordinance (Cap. 485)**

#### **256. Section 2 amended (Interpretation)**

(1) Section 2(1), definition of *company*, paragraph (a)(i)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (2) Section 2(1), definition of *non-Hong Kong company*—

**Repeal**

“company to which Part XI of the Companies Ordinance (Cap. 32) applies”

**Substitute**

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

- (3) Section 2(1), definition of *subsidiary*—

**Repeal**

everything after “has the meaning”

**Substitute**

“given by section 15 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance;”.

**257. Section 19H amended (Part IIIA prevails over any instruments applicable to registered schemes)**

- Section 19H(2), definition of *specified instrument*, paragraph (c)—

**Repeal**

everything after “articles”

**Substitute**

“within the meaning of the Companies Ordinance (28 of 2012).”.

**258. Section 42 amended (Authority may disclose certain information despite section 41)**

Section 42(1)(d)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**259. Section 47C amended (Service of summons)**

Section 47C—

**Repeal**

“section 338 or 356 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 803 or 827 of the Companies Ordinance (28 of 2012)”.

## **Part 109**

### **Amendments to Mandatory Provident Fund Schemes (General) Regulation (Cap. 485 sub. leg. A)**

**260. Section 10 amended (What are assets held in Hong Kong for the purposes of this Regulation?)**

Section 10(g)—

**Repeal**

“within the meaning of section 2 of the Companies Ordinance (Cap. 32)”

**Substitute**

“as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

**261. Section 17 amended (Eligibility requirements for company incorporated outside Hong Kong)**

Section 17(1)(a)—

**Repeal**

“company to which Part XI of the Companies Ordinance (Cap. 32) applies”

**Substitute**

“non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

**262. Section 46 amended (Independence of investment manager)**

Section 46(2)(b), Chinese text—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**263. Section 109 amended (Approved trustee to lodge trustee’s return with Authority)**

Section 109(7)(a)—

**Repeal**

everything after “not a non-Hong Kong company,”

**Substitute**

“a copy of the financial statements, or the balance sheet and profit and loss account, of the company relating to the

immediately preceding financial year of the company, together with a copy of the auditor's report on the documents and a copy of the directors' report for that year, all of which must be prepared in accordance with Part 9 of the Companies Ordinance (28 of 2012) or Part IV of the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012), as the case may be;”.

## **Part 110**

### **Amendment to Mandatory Provident Fund Schemes (Exemption) Regulation (Cap. 485 sub. leg. B)**

**264. Section 17 amended (Effect of exemption certificate and mandatory conditions)**

Section 17(3)(c)—

**Repeal**

everything after “articles”

**Substitute**

“of association; or”.

## **Part 111**

### **Amendments to Non-local Higher and Professional Education (Regulation) Ordinance (Cap. 493)**

**265. Section 38 amended (Notices)**

(1) Section 38(1)(c)—

**Repeal**

“to which Part XI of the Companies Ordinance (Cap. 32) applies”

**Substitute**

“as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

(2) Section 38(3)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

## Part 112

### Amendment to Environmental Impact Assessment Ordinance (Cap. 499)

**266. Schedule 1 amended (Interpretation)**

Schedule 1, Chinese text, definition of 相聯繫的人, paragraph (m)(ii)—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

## Part 113

### Amendments to The Hong Kong Institute of Housing Ordinance (Cap. 507)

**267. Section 6 amended (Vesting of property)**

Section 6, after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force at the time of the incorporation”.

**268. Section 11 amended (Particulars to be delivered to the Registrar of Companies)**

(1) Section 11(5)—

**Repeal**

“prescribed under section 304 of the Companies Ordinance (Cap. 32) of the inspection of a document under section 305”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012) for the inspection of a document under section 45 of that Ordinance”.

(2) Section 11(6)—

**Repeal**

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

## Part 114

### Amendments to Estate Agents Ordinance (Cap. 511)

**269. Section 2 amended (Interpretation)**

(1) Section 2(1), definition of *company*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

(2) Section 2(1), definition of *group of companies*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**270. Section 14 amended (Registered address)**

Section 14(4)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

## **Part 115**

### **Amendment to Patents (General) Rules (Cap. 514 sub. leg. C)**

**271. Section 85 amended (Agents)**

Section 85(7)(d)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

## **Part 116**

### **Amendment to Registered Designs Rules (Cap. 522 sub. leg. A)**

**272. Section 67 amended (Recognition of agents)**

Section 67(6)(d)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

## Part 117

### Amendments to Mutual Legal Assistance in Criminal Matters Ordinance (Cap. 525)

**273. Schedule 2 amended (Enforcement, etc. of External Confiscation Orders)**

(1) Schedule 2, section 13(3)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

(2) Schedule 2, section 13(6), definition of *company*—

**Repeal**

“Companies Ordinance”

**Substitute**

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

(3) Schedule 2, section 14(1)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

(4) Schedule 2, section 14(3)(b)(ii)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**Part 118**

**Amendment to Copyright Ordinance (Cap. 528)**

**274. Section 145 amended (Licensing schemes and licensing bodies)**

Section 145(3)—

**Repeal**

“assigned to it by section 2 of the Companies Ordinance (Cap. 32)”

**Substitute**

“given by section 2(1) of the Companies Ordinance (28 of 2012)”.

**Part 119**

**Amendment to Merchant Shipping (Local Vessels) Ordinance (Cap. 548)**

**275. Section 12 amended (Ownership of local vessel)**

Section 12(1)(b)—

**Repeal**

“non-Hong Kong company within the meaning of the Companies Ordinance (Cap. 32)”

**Substitute**

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

## **Part 120**

### **Amendments to Merchant Shipping (Local Vessels) (Certification and Licensing) Regulation (Cap. 548 sub. leg. D)**

**276. Section 2 amended (Interpretation)**

Section 2(1), definition of *document of identification*—

**Repeal paragraphs (b) and (c)**

**Substitute**

- “(b) in relation to a company as defined by section 2(1) of the Companies Ordinance (28 of 2012), the certificate of incorporation issued in respect of the company under the Ordinance under which the company was formed and registered; or
- (c) in relation to a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012), the certificate of registration issued in respect of the company under the Ordinance under which the company was registered as a registered non-Hong Kong company;”.

**277. Section 24 amended (Certificate of ownership and other documents ceasing to have effect on death or dissolution of owner, etc.)**

Section 24(b)—

**Repeal**

“non-Hong Kong company within the meaning of the Companies Ordinance (Cap. 32)”

**Substitute**

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

**278. Section 25 amended (Notice of death or dissolution of owner, etc.)**

Section 25(2)—

**Repeal**

“non-Hong Kong company within the meaning of the Companies Ordinance (Cap. 32)”

**Substitute**

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

## **Part 121**

### **Amendment to Merchant Shipping (Local Vessels) (General) Regulation (Cap. 548 sub. leg. F)**

**279. Section 51 amended (Notice of appointment of agent)**

Section 51(5)—

**Repeal paragraphs (b) and (c)**

**Substitute**

“(b) in relation to a company as defined by section 2(1) of the Companies Ordinance (28 of 2012), the certificate of incorporation issued in respect of the company under the Ordinance under which the company was formed and registered; or

- (c) in relation to a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012), the certificate of registration issued in respect of the company under the Ordinance under which the company was registered as a registered non-Hong Kong company.”.

## **Part 122**

### **Amendment to Merchant Shipping (Local Vessels) (Safety and Survey) Regulation (Cap. 548 sub. leg. G)**

#### **280. Section 4 amended (Appointment of agent)**

Section 4(4)—

**Repeal paragraphs (b) and (c)**

**Substitute**

- “(b) in relation to a company as defined by section 2(1) of the Companies Ordinance (28 of 2012), the certificate of incorporation issued in respect of the company under the Ordinance under which the company was formed and registered; or
- (c) in relation to a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012), the certificate of registration issued in respect of the company under the Ordinance under which the company was registered as a registered non-Hong Kong company.”.

## Part 123

### Amendments to Mass Transit Railway Ordinance (Cap. 556)

**281. Long title amended**

Long title, paragraph (a), after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force at the time of the incorporation”.

**282. Section 2 amended (Interpretation)**

(1) Section 2(1), definition of *MTR Corporation Limited*—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance”.

(2) Section 2(1)—

**Add in alphabetical order**

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012);”.

**283. Section 8 amended (Chief Executive may appoint additional directors)**

Section 8(5)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

**284. Section 36 amended (Interpretation)**

Section 36(3)(a)—

**Repeal**

everything after “incorporated”

**Substitute**

“, and registered by the name “MTR Corporation Limited” in English and “地鐵有限公司” in Chinese, under the relevant Ordinance; and”.

**285. Section 42 amended (Share capital)**

Section 42—

**Repeal subsection (3).**

**286. Section 43 amended (Accounts)**

(1) Section 43, heading—

**Repeal**

“Accounts”

**Substitute**

“Financial statements”.

(2) Section 43(1)—

**Repeal**

“accounts prepared by the Corporation for the purposes of the Companies Ordinance (Cap. 32)”

**Substitute**

“financial statements prepared by the Corporation for the purposes of the Companies Ordinance (28 of 2012)”.

- (3) Section 43(4)—

**Repeal**

“accounts of the Corporation prepared for the purposes of the Companies Ordinance (Cap. 32)”

**Substitute**

“financial statements of the Corporation prepared for the purposes of the Companies Ordinance (28 of 2012)”.

- (4) Section 43—

**Repeal subsection (5).**

**287. Section 44 substituted**

Section 44—

**Repeal the section**

**Substitute**

**“44. Distribution of dividend**

- (1) For the purpose of a relevant distribution that is made by the Corporation during the financial year of the Corporation which includes the appointed day or at any time before any accounts are laid or filed in respect of that year—

- (a) sections 79F to 79L of the relevant Ordinance have effect as if—

- (i) any reference in those sections to the company’s accounts were a reference to the accounts of MTRC; and

(ii) any reference in those sections to the company's last annual accounts or to the initial accounts of the company were a reference to the accounts of MTRC prepared in accordance with section 16 of the repealed Ordinance in respect of the last complete financial year of MTRC;

(b) the accounts of MTRC mentioned in paragraph (a)(ii) are regarded as satisfying the requirements of sections 79G and 79I of the relevant Ordinance.

(2) In this section—

*relevant distribution* (有關分發) means any distribution to which Part IIA of the relevant Ordinance applied.”.

**288. Section 59 amended (Securities of Corporation as authorized investment)**

(1) Section 59(2)(b)—

**Repeal**

“beneficially owns more than half in nominal value of the issued share capital”

**Substitute**

“controls more than half of the voting power”.

(2) Section 59(3)(a)—

**Repeal**

everything after “incorporated”

**Substitute**

“, and registered by the name “MTR Corporation Limited” in English and “地鐵有限公司” in Chinese, under the relevant Ordinance; and”.

**289. Section 66 amended (Change of Chinese name)**

(1) Section 66—

**Repeal subsection (5)**

**Substitute**

“(5) The change of the Chinese name of the Corporation under subsection (1) has effect despite section 22(1) of the relevant Ordinance.”.

(2) Section 66(6)—

**Repeal**

“section 22 of the Companies Ordinance (Cap. 32)”

**Substitute**

“sections 107, 108 and 109 of the Companies Ordinance (28 of 2012)”.

(3) Section 66(7)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance”.

**Part 124**

**Amendment to Mass Transit Railway (Transport Interchange) Bylaw (Cap. 556 sub. leg. D)**

**290. Section 1 amended (Interpretation)**

Section 1(2)(a)—

**Repeal**

everything after “incorporated”

**Substitute**

“, and registered by the name “MTR Corporation Limited” in English and “地鐵有限公司” in Chinese, under the relevant Ordinance; and”.

**Part 125**

**Amendment to Trade Marks Rules (Cap. 559 sub. leg. A)**

**291. Rule 104 amended (Registrar may refuse to deal with certain agents)**

Rule 104(d)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**Part 126**

**Amendments to Broadcasting Ordinance (Cap. 562)**

**292. Section 2 amended (Interpretation)**

(1) Section 2(1), definition of *company*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

(2) Section 2(1), definition of *subsidiary*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**293. Section 8 amended (To whom licence may be granted)**

Section 8(4)(c)—

**Repeal**

“memorandum and”.

**294. Schedule 1 amended (Disqualification for holding domestic free or pay television programme service licences and restriction on voting control of voting controllers)**

(1) Schedule 1, section 1(1), definition of *licensee’s register*—

**Repeal**

“section 95 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 627 of the Companies Ordinance (28 of 2012)”.

(2) Schedule 1, section 1(9)—

**Repeal**

“a company under section 2(4) and (6) of the Companies Ordinance (Cap. 32)”

**Substitute**

“another body corporate under section 15 of the Companies Ordinance (28 of 2012)”.

(3) Schedule 1, section 15—

**Repeal subsection (2).**

(4) Schedule 1, section 19(1)—

**Repeal**

“memorandum or”.

- (5) Schedule 1, section 19(2)—

**Repeal**

“memorandum or”.

- (6) Schedule 1, section 20(2)—

**Repeal**

“memorandum or”.

- (7) Schedule 1, section 29—

**Repeal subsection (2).**

**295. Schedule 4 amended (Domestic free television programme service supplementary provisions)**

Schedule 4, section 7—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**Part 127**

**Amendments to Hong Kong Science and Technology  
Parks Corporation Ordinance (Cap. 565)**

**296. Section 2 amended (Interpretation)**

- (1) Section 2, definition of *PHKSPCL*—

**Repeal**

everything after “incorporated”

**Substitute**

“, and registered by the name “Provisional Hong Kong Science Park Company Limited”, under the relevant Ordinance;”.

(2) Section 2—

**Add in alphabetical order**

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012);”.

**297. Section 8 amended (Powers of Corporation)**

Section 8(2)(q)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**298. Section 36 amended (Dissolution of PHKSPCL)**

(1) Section 36(1)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance”.

(2) Section 36(2)(a)—

**Repeal**

“section 291A(2) of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 765(1) of the Companies Ordinance (28 of 2012)”.

(3) Section 36(2)(b)—

**Repeal**

“section 291B of that Ordinance”

**Substitute**

“section 757 of the Companies Ordinance (28 of 2012)”.

## **Part 128**

### **Amendment to Chief Executive Election Ordinance (Cap. 569)**

**299. Schedule amended**

The Schedule, section 2, Table 5, item 8(4)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012), or a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012),”.

## **Part 129**

### **Amendments to Securities and Futures Ordinance (Cap. 571)**

**300. Section 18 amended (Interpretation of Part III)**

Section 18(4)(b)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**301. Section 25 amended (Transfer and resumption of functions of Commission)**

(1) Section 25(2)(b)—

**Repeal**

“and”.

(2) Section 25(2)—

**Repeal paragraph (c)**

**Substitute**

“(c) Parts II and XII of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); and

(d) Part 5 of the Companies Ordinance (28 of 2012).”.

**302. Section 46 amended (Supplementary provisions as to default proceedings)**

Section 46(3)—

**Repeal**

“and sections 166, 181, 183, 186 and 254 of the Companies Ordinance (Cap. 32)”

**Substitute**

“, sections 181, 183, 186 and 254 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) and sections 670 and 673 of the Companies Ordinance (28 of 2012)”.

**303. Section 48 amended (Net sum payable on completion of default proceedings)**

(1) Section 48(2)—

**Repeal**

“of the Companies Ordinance”

**Substitute**

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

(2) Section 48(2)(b)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**304. Section 49 amended (Disclaimer of property, rescission of contracts, etc.)**

(1) Section 49(1)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

(2) Section 49(2)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**305. Section 50 amended (Adjustment of prior transactions)**

Section 50(1)(b)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**306. Section 51 amended (Right of relevant office-holder to recover certain amounts arising from certain transactions)**

Section 51(3), definition of *prescribed event*, paragraphs (b) and (c)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**307. Section 56 amended (Property deposited with recognized clearing house)**

Section 56(3)—

**Repeal**

“section 100 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 633 of the Companies Ordinance (28 of 2012)”.

**308. Section 68 amended (Transfer and resumption of function of the Commission)**

(1) Section 68(2)(b)—

**Repeal**

“and”.

(2) Section 68(2)—

**Repeal paragraph (c)**

**Substitute**

“(c) Parts II and XII of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); and

(d) Part 5 of the Companies Ordinance (28 of 2012).”.

**309. Section 77 amended (Financial Secretary may appoint not more than 8 persons to board of directors of HKEC)**

Section 77(5)—

**Repeal**

everything after “incorporated”

**Substitute**

“, and registered by the name Hong Kong Exchanges and Clearing Limited, under the relevant Ordinance.”.

**310. Section 88 amended (Financial statements of a recognized investor compensation company)**

Section 88(2)(d)—

**Repeal**

“section 129B of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 387 of the Companies Ordinance (28 of 2012)”.

**311. Section 94 amended (Application of Companies Ordinance)**

(1) Section 94, heading—

**Repeal**

“Companies Ordinance”

**Substitute**

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

(2) Section 94—

**Repeal**

“Companies Ordinance”

**Substitute**

“Companies Ordinance (28 of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

**312. Section 103 amended (Offence to issue advertisements, invitations or documents relating to investments in certain cases)**

(1) Section 103(2)(ga)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (2) Section 103(3)(a)(i)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (3) Section 103(3)(a)(iii)—

**Repeal**

“the Companies Ordinance (Cap. 32)”

**Substitute**

“that Ordinance”.

- (4) Section 103(3)(b)(i) and (c)(i)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (5) Section 103(12), definition of *registered company*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or the relevant Ordinance”.

**313. Section 108 amended (Civil liability for inducing others to invest money in certain cases)**

Section 108(4)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**314. Section 116 amended (Corporations to be licensed for carrying on regulated activities)**

(1) Section 116(2)(a)—

**Repeal subparagraph (ii)**

**Substitute**

“(ii) a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012); or”.

(2) Section 116(2)(a)(iii)(C)—

**Repeal**

“Part XI of the Companies Ordinance (Cap. 32)”

**Substitute**

“Part 16 of the Companies Ordinance (28 of 2012)”.

**315. Section 153 amended (Auditor to be appointed by licensed corporations and associated entities of intermediaries)**

Section 153(4)(b) and (7)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**316. Section 155 amended (Notification of end of financial year by licensed corporations and associated entities of intermediaries, etc.)**

Section 155(5)—

**Repeal**

“section 122 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 429 of the Companies Ordinance (28 of 2012)”.

**317. Section 156 amended (Audited accounts, etc. to be submitted by licensed corporations and associated entities of intermediaries)**

Section 156(3)(d)—

**Repeal**

“section 129B of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 387 of the Companies Ordinance (28 of 2012)”.

**318. Section 175 amended (Requirements for offers by intermediaries or representatives for Type 1, Type 4 or Type 6 regulated activity)**

Section 175(5)(a)(iii) and (aa)(i)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**319. Section 181 amended (Information relating to transactions)**

Section 181(1)(a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**320. Section 193 amended (Interpretation of Part IX)**

(1) Section 193(1), English text, definition of *misconduct*—

**Repeal**

“accordingly;”

**Substitute**

“accordingly.”.

(2) Section 193(1)—

**Repeal the definition of *register of companies*.**

(3) Section 193(1)—

**Add in alphabetical order**

“*Companies Register* (公司登記冊) has the meaning given by section 2(1) of the Companies Ordinance (28 of 2012);”.

**321. Section 195 amended (Other circumstances for disciplinary actions in respect of licensed persons, etc.)**

Section 195(3)(b), English text—

**Repeal**

“register of companies”

**Substitute**

“Companies Register”.

**322. Section 197 amended (Other circumstances for disciplinary action in respect of registered institutions, etc.)**

Section 197(3)(b), English text—

**Repeal**

“register of companies”

**Substitute**

“Companies Register”.

**323. Section 212 amended (Winding-up orders and bankruptcy orders)**

Section 212(1)(a)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**324. Section 214 amended (Remedies in cases of unfair prejudice, etc. to interests of members of listed corporations, etc.)**

(1) Section 214(5)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“Companies Ordinance (28 of 2012) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)”.

(2) Section 214(6)—

**Repeal**

“Companies Ordinance (Cap. 32) applies”

**Substitute**

“Companies Ordinance (28 of 2012) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) apply”.

**325. Section 247 amended (Connected with a corporation (insider dealing))**

Section 247(3)—

**Repeal**

“the relevant share capital of the corporation, the nominal value of which is equal to or more than 5% of the nominal value of the relevant share capital of the corporation”

**Substitute**

“5% or more of the total number of shares comprised in the relevant share capital of the corporation”.

**326. Section 287 amended (Connected with a corporation (insider dealing offence))**

Section 287(3)—

**Repeal**

“the relevant share capital of the corporation, the nominal value of which is equal to or more than 5% of the nominal value of the relevant share capital of the corporation”

**Substitute**

“5% or more of the total number of shares comprised in the relevant share capital of the corporation”.

**327. Section 308 amended (Interpretation of Part XV)**

Section 308(1), Chinese text, definition of 相聯法團, paragraph (a)—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

**328. Section 313 amended (Circumstances in which duty of disclosure arises)**

Section 313(10), (11), (12) and (13)(v), Chinese text—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

**329. Section 327 amended (Duty to publish and notify Monetary Authority of information given under Division 4)**

Section 327(2), Chinese text—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**330. Section 330 amended (Duty to notify relevant exchange company, Commission and Monetary Authority of information given under section 329)**

Section 330(3), Chinese text—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**331. Section 332 amended (Listed corporation to report to members)**

Section 332—

**Repeal subsection (5).**

**332. Section 333 amended (Duty to deliver report prepared under section 332 to relevant exchange company, Commission and Monetary Authority)**

Section 333(3), Chinese text—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**333. Section 336 amended (Register of interests in shares and short positions)**

(1) Section 336(9)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

(2) Section 336(10)(b)—

**Repeal**

“, subject to subsection (11),”.

(3) Section 336—

**Repeal subsection (11).**

(4) Section 336(15)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**334. Section 341 amended (Duty of disclosure by director and chief executive)**

Section 341(4)—

**Repeal**

“for the purposes of section 124 of the Companies Ordinance (Cap. 32)”.

**335. Section 350 amended (Duty to publish and notify Monetary Authority of information given under Division 9)**

Section 350(2), Chinese text—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**336. Section 352 amended (Register of directors’ and chief executives’ interests and short positions)**

(1) Section 352(10)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (2) Section 352(11)(b)—

**Repeal**

“, subject to subsection (12),”.

- (3) Section 352—

**Repeal subsection (12).**

- (4) Section 352(17)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**337. Section 356 amended (Power to investigate ownership of listed corporation)**

Section 356(3)—

**Repeal**

“section 142(1) of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 840(2) of the Companies Ordinance (28 of 2012)”.

**338. Section 366 amended (Power of Court of First Instance to impose restrictions on shares, etc. in case of failure to provide information required by listed corporation)**

Section 366(3)—

**Repeal**

“memorandum or articles”

**Substitute**

“constitution”.

**339. Section 367 amended (Power of Financial Secretary to impose restrictions on shares, etc. in case of conviction of offences for non-compliance of notification requirements)**

Section 367(3)—

**Repeal**

“memorandum or articles”

**Substitute**

“constitution”.

**340. Section 378 amended (Preservation of secrecy, etc.)**

Section 378(3)(b)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**341. Section 379 amended (Avoidance of conflict of interests)**

Section 379(2)(b)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or the relevant Ordinance”.

**342. Section 381 amended (Immunity in respect of communication with Commission by auditors of listed corporations, etc.)**

Section 381(5), definition of *auditor*, paragraph (b)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**343. Section 391 amended (Civil liability for false or misleading public communications concerning securities and futures contracts)**

Section 391(9)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**344. Section 395 amended (Rules by Chief Executive in Council for payment of fees)**

Section 395(1)(a)(ii)—

**Repeal**

“repurchases”

**Substitute**

“buy-backs”.

**345. Section 399 amended (Codes or guidelines by Commission)**

Section 399(2)(b)—

**Repeal**

“repurchases”

**Substitute**

“buy-backs”.

**346. Section 400 amended (Service of notices, etc.)**

(1) Section 400—

**Renumber the section as section 400(1).**

(2) Section 400(1)(b)(ii)—

**Repeal**

“registered office of the company within the meaning of the Companies Ordinance (Cap. 32)”

**Substitute**

“company’s registered office in Hong Kong”.

(3) Section 400(1)(c)—

**Repeal**

“non-Hong Kong company”

**Substitute**

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

(4) Section 400(1)(c)(i)—

**Repeal**

everything after “sent by post to,”

**Substitute**

---

“the authorized representative at the representative’s address as shown in the Companies Register;”.

- (5) Section 400(1)(e)—

**Repeal**

“or a non-Hong Kong company”

**Substitute**

“, a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

- (6) After section 400(1)—

**Add**

“(2) In this section—

*authorized representative* (獲授權代表) means an authorized representative as defined by section 774(1) of the Companies Ordinance (28 of 2012);

*Companies Register* (公司登記冊) has the meaning given by section 2(1) of the Companies Ordinance (28 of 2012).”.

**347. Section 407 amended (Savings, transitional, consequential and related provisions, etc.)**

After section 407(4)—

**Add**

“(5) Part 5 of Schedule 10 provides for the savings and transitional arrangements that apply on, or relate to, the commencement of section 78 of Schedule 11 to the Companies Ordinance (28 of 2012).”.

**348. Schedule 1 amended (Interpretation and general provisions)**

- (1) Schedule 1, Part 1, section 1, definition of *associated entity*—

**Repeal**

“non-Hong Kong company complying with the provisions of Part XI of the Companies Ordinance (Cap. 32) relating to the registration of documents”

**Substitute**

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

- (2) Schedule 1, Part 1, section 1, definition of *company*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (3) Schedule 1, Part 1, section 1, definition of *constitution*, paragraph (a)—

**Repeal**

“memorandum and articles”

**Substitute**

“articles of association”.

- (4) Schedule 1, Part 1, section 1, definition of *Futures Exchange Company*—

**Repeal**

everything after “incorporated”

**Substitute**

“, and registered by the name Hong Kong Futures Exchange Limited, under the relevant Ordinance;”.

- (5) Schedule 1, Part 1, section 1—

**Repeal the definition of *holding company*****Substitute**

“*holding company* (控權公司) means, in relation to a corporation, any other corporation of which it is a subsidiary;”.

- (6) Schedule 1, Part 1, section 1, definition of *non-Hong Kong company*—

**Repeal**

“assigned to it by section 332 of the Companies Ordinance (Cap. 32)”

**Substitute**

“given by section 2(1) of the Companies Ordinance (28 of 2012)”.

- (7) Schedule 1, Part 1, section 1, definition of *prospectus*—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (8) Schedule 1, Part 1, section 1, definition of *Registrar of Companies*—

**Repeal**

“section 303 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 21(1) of the Companies Ordinance (28 of 2012)”.

- (9) Schedule 1, Part 1, section 1, definition of *relevant provisions*, paragraph (b)—

**Repeal**

everything after “Parts II and XII of the”

**Substitute**

“Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), so far as those Parts relate, directly or indirectly, to the performance of functions relating to prospectuses, whether or not such functions have been made the subject of a transfer order under section 25 or 68 of this Ordinance;”.

- (10) Schedule 1, Part 1, section 1, definition of *relevant provisions*, after paragraph (b)—

**Add**

“(ba) Part 5 of the Companies Ordinance (28 of 2012), so far as that Part relates, directly or indirectly, to the performance of functions relating to—

- (i) the buy-back by a corporation of its own shares;  
or
- (ii) a corporation giving financial assistance for the acquisition of its own shares,

whether or not such functions have been made the subject of a transfer order under section 25 or 68 of this Ordinance;”.

- (11) Schedule 1, Part 1, section 1, definition of *relevant provisions*, paragraph (c)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (12) Schedule 1, Part 1, section 1, definition of *securities*, paragraph (i)—

**Repeal**

“section 29 of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 11 of the Companies Ordinance (28 of 2012)”.

- (13) Schedule 1, Part 1, section 1, definition of *Stock Exchange Company*—

**Repeal**

everything after “incorporated”

**Substitute**

“, and registered by the name The Stock Exchange of Hong Kong Limited, under the relevant Ordinance;”.

- (14) Schedule 1, Chinese text, Part 1, section 1, definition of 公司集團—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

- (15) Schedule 1, Chinese text, Part 1, section 1, definition of 專業投資者, paragraph (i)(ii) and (iii)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

- (16) Schedule 1, Part 1, section 1—

**Repeal the definitions of *articles* and *memorandum*.**

- (17) Schedule 1, Part 1, section 1—

**Add in alphabetical order**

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012);”.

- (18) Schedule 1, Chinese text, Part 1, section 3(a)(i) and (iii)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

- (19) Schedule 1, Part 1, section 6(1)(a)(i)—

**Repeal**

“nominal value of which shares is equal to more than the nominal value of 10% of the issued share capital”

**Substitute**

“aggregate number of which shares is equal to more than 10% of the total number of issued shares”.

**349. Schedule 5 amended (Regulated activities)**

- (1) Schedule 5, Part 2, definition of *dealing in securities*, paragraphs (vii), (viii)(A), (ix)(A) and (x)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (2) Schedule 5, Part 2, definition of *securities margin financing*, paragraph (vi)—

**Repeal**

“share capital”

**Substitute**

“shares”.

- (3) Schedule 5, Chinese text, Part 2, definition of *就期貨合約提供意見*—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

- (4) Schedule 5, Chinese text, Part 2, definition of *就機構融資提供意見*—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

- (5) Schedule 5, Chinese text, Part 2, definition of *就證券提供意見*—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

- (6) Schedule 5, Chinese text, Part 2, definition of *證券或期貨合約管理*, paragraph (a)—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

**350. Schedule 7 amended (Offers by intermediaries or representatives for Type 1, Type 4 or Type 6 regulated activity under section 175 of this Ordinance)**

(1) Schedule 7, Part 1, section 2(a), after “nominal value”—

**Add**

“(if any)”.

(2) Schedule 7, Part 2, section 2(b)(i)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

(3) Schedule 7, Part 2, section 3(b)(i), after “authorized capital”—

**Add**

“(if any), or the maximum number of shares issuable under the constitution,”.

(4) Schedule 7, Part 2, section 3(b)(ii)—

**Repeal**

“that capital”

**Substitute**

“share capital”.

(5) Schedule 7, Part 2, section 3(b)(iii)—

**Repeal**

“that capital”

**Substitute**

“the share capital”.

- (6) Schedule 7, Part 2, section 3, after “nominal value” (wherever appearing)—

**Add**

“(if any)”.

- (7) Schedule 7, Part 2, section 6(d), after “nominal value”—

**Add**

“(if any)”.

**351. Schedule 8 amended (Securities and Futures Appeals Tribunal)**

- (1) Schedule 8, Part 2, Division 1, item 71—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (2) Schedule 8, Part 2, Division 1, item 72—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**352. Schedule 10 amended (Savings, transitional, consequential and related provisions, etc.)**

- (1) Schedule 10, Part 1, section 3, definition of *HKFECC*—

**Repeal**

everything after “incorporated”

**Substitute**

“, and registered by the name HKFE Clearing Corporation Limited, under the relevant Ordinance;”.

- (2) Schedule 10, Part 1, section 3, definition of *HKSCC*—

**Repeal**

everything after “incorporated”

**Substitute**

“, and registered by the name Hong Kong Securities Clearing Company Limited, under the relevant Ordinance;”.

- (3) Schedule 10, Part 1, section 3, definition of *SEOCH*—

**Repeal**

everything after “incorporated”

**Substitute**

“, and registered by the name The SEHK Options Clearing House Limited, under the relevant Ordinance.”.

- (4) Schedule 10, Part 1, section 4, definition of *HKEC*—

**Repeal**

everything after “incorporated”

**Substitute**

“, and registered by the name Hong Kong Exchanges and Clearing Limited, under the relevant Ordinance.”.

- (5) Schedule 10, Part 1, section 53(1)(b) and (c)—

**Repeal**

“non-Hong Kong company that has complied with the provisions of Part XI of the Companies Ordinance (Cap. 32) for the registration of documents”

**Substitute**

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

- (6) Schedule 10, Part 1, section 74(10)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (7) Schedule 10, Part 1, section 75(10)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (8) Schedule 10, Part 3, section 1(a) and (b)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance”.

- (9) Schedule 10, Part 3, sections 2(a) and 3(a)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (10) Schedule 10, after Part 4—

**Add**

## **“Part 5**

### **Savings and Transitional Provisions Relating to Consequential Amendments to Securities and Futures Ordinance (Cap. 571) made by Companies Ordinance (28 of 2012)**

1. During the period during which section 128(3) and section 129(3) of the relevant Ordinance have a continuing effect under Schedule 11 to the Companies Ordinance (28 of 2012) in relation to accounts of a corporation, section 332(5), despite its repeal, continues to apply to a report prepared under section 332, in relation to any information of that corporation.
2. During the period during which section 128(3) and section 129(3) of the relevant Ordinance have a continuing effect under Schedule 11 to the Companies Ordinance (28 of 2012) in relation to accounts of a corporation, section 336(11), despite its repeal, continues to apply to a register of interests in shares and short positions or an index of the names recorded in the register, in relation to any information of that corporation. Section 336(10)(b) is subject to section 336(11) during the period during which section 336(11) so continues to apply.
3. During the period during which section 128(3) and section 129(3) of the relevant Ordinance have a continuing effect under Schedule 11 to the Companies Ordinance (28 of 2012) in relation to accounts of a corporation, section 352(12), despite its repeal, continues to apply to a register of directors’ and chief executives’ interests and short positions or an index of the names recorded in the register, in relation to any information of that corporation. Section

352(11)(b) is subject to section 352(12) during the period during which section 352(12) so continues to apply.”.

## **Part 130**

### **Amendment to Securities and Futures (Licensing and Registration) (Information) Rules (Cap. 571 sub. leg. S)**

**353. Schedule 1 amended (Meaning of terms “basic information” and “relevant information”)**

Schedule 1, Part 1, section 2(e)—

**Repeal**

“the date of compliance with the provisions of Part XI of the Companies Ordinance (Cap. 32) relating to the registration of documents”

**Substitute**

“the date of the certificate of registration issued in respect of the corporation under—

- (i) Part XI of the relevant Ordinance; or
- (ii) section 777 of Part 16 of the Companies Ordinance (28 of 2012)”.

## **Part 131**

### **Amendment to Securities and Futures (Miscellaneous) Rules (Cap. 571 sub. leg. U)**

**354. Section 5 amended (Persons prescribed as auditors for purposes of section 179 of Ordinance)**

Section 5(1)(c)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**Part 132**

**Amendments to Securities and Futures (Price Stabilizing)  
Rules (Cap. 571 sub. leg. W)**

**355. Section 2 amended (Interpretation)**

Section 2(1), definition of *prospectus*, paragraphs (a) and (b)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**356. Section 3 amended (Application)**

Section 3(d)(ii)(A)(I) and (II)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

## Part 133

### Amendment to Securities and Futures (Contracts Limits and Reportable Positions) Rules (Cap. 571 sub. leg. Y)

**357. Section 4 amended (Restrictions on number of contracts held or controlled)**

Section 4(10), Chinese text, definition of 充足財政能力—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

## Part 134

### Amendments to Securities and Futures (Levy) Rules (Cap. 571 sub. leg. AA)

**358. Section 10 amended (Report)**

(1) Section 10(2)(b)(i)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or the relevant Ordinance”.

(2) Section 10(2)(b)(ii)—

**Repeal**

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

**Substitute**

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

**Part 135**

**Amendment to Securities and Futures (Investor Compensation—Levy) Rules (Cap. 571 sub. leg. AB)**

**359. Section 20 amended (Report)**

Section 20(2)(b)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or the relevant Ordinance”.

**Part 136**

**Amendment to Securities and Futures (Transfer of Functions—Investor Compensation Company) Order (Cap. 571 sub. leg. AD)**

**360. Section 2 amended (Interpretation)**

Section 2—

**Repeal**

everything after “incorporated”

**Substitute**

“, and registered by the name “Investor Compensation Company Limited” in English and “投資者賠償有限公司” in Chinese, under the relevant Ordinance.”.

## **Part 137**

### **Amendment to Securities and Futures (Transfer of Functions—Stock Exchange Company) Order (Cap. 571 sub. leg. AE)**

**361. Section 3 amended (Transfer of functions of the Commission)**

Section 3—

**Repeal**

“Companies Ordinance”

**Substitute**

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

## **Part 138**

### **Amendments to Securities and Futures (Fees) Rules (Cap. 571 sub. leg. AF)**

**362. Section 4 amended (Interpretation of Part 3)**

(1) Section 4, definition of *Codes*—

**Repeal**

“The Codes on Takeovers and Mergers and Share Repurchases”

**Substitute**

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“The Codes on Takeovers and Mergers and Share Buy-backs”.

- (2) Section 4—

**Repeal the definition of *off-market share repurchase***

**Substitute**

“*off-market share buy-back* (場外股份回購) has the meaning given by the Codes;”.

- (3) Section 4—

**Repeal the definition of *off-market share repurchase circular***

**Substitute**

“*off-market share buy-back circular* (場外股份回購通告) means a document required to be submitted to the Executive under the Share Buy-backs Code in connection with an off-market share buy-back;”.

- (4) Section 4, definition of *relevant shares*, paragraph (b)—

**Repeal**

“repurchase” (wherever appearing)

**Substitute**

“buy-back”.

- (5) Section 4—

**Repeal the definition of *Share Repurchase Code***

**Substitute**

“*Share Buy-backs Code* (《股份回購守則》) means the parts of the Codes respectively entitled “Introduction”, “Definitions”, “General Principles”, “Code on Share Buy-backs” and “Schedules”;”.

**363. Section 5 amended (Fees relating to offer documents, off-market share repurchase circulars and whitewash documents)**

(1) Section 5, heading—

**Repeal**

“repurchase”

**Substitute**

“buy-back”.

(2) Section 5—

**Repeal**

“repurchase” (wherever appearing)

**Substitute**

“buy-back”.

**364. Section 7 amended (Fees for hearings concerning compliance with Codes or any rulings under them)**

(1) Section 7(1)(b)—

**Repeal**

“Share Repurchase Code”

**Substitute**

“Share Buy-backs Code”.

(2) Section 7(2)—

**Repeal**

“Share Repurchase Code”

**Substitute**

“Share Buy-backs Code”.

**365. Section 8 amended (Fees for miscellaneous applications)**

Section 8(1)—

**Repeal**

“Share Repurchase Code”

**Substitute**

“Share Buy-backs Code”.

**366. Schedule 1 amended (Fees prescribed for purposes of section 395(1)(a)(i), (iii) and (iv) of Ordinance)**

(1) Schedule 1, item 15—

**Repeal**

“Companies Ordinance”

**Substitute**

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

(2) Schedule 1, item 21—

**Repeal**

“Companies Ordinance”

**Substitute**

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

## Part 139

### Amendment to Securities and Futures (Disclosure of Interests—Exclusions) Regulation (Cap. 571 sub. leg. AG)

**367. Section 2 amended (Interpretation)**

Section 2, Chinese text, definition of 有條件要約, paragraph (b)—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

## Part 140

### Amendment to Tung Chung Cable Car Ordinance (Cap. 577)

**368. Section 2 amended (Interpretation)**

Section 2(1), definition of *MTR Corporation Limited*, after “Companies Ordinance (Cap. 32)” —

**Add**

“as in force at the time of the incorporation”.

## Part 141

### Amendments to Deposit Protection Scheme Ordinance (Cap. 581)

#### 369. Section 2 amended (Interpretation)

(1) Section 2(1)—

**Repeal the definition of *holding company***

**Substitute**

“*holding company* (控權公司) has the meaning given by section 13 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance;”.

(2) Section 2(1), definition of *liquidator*—

**Repeal**

“Companies Ordinance”

**Substitute**

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

(3) Section 2(1), definition of *provisional liquidator*—

**Repeal**

“Companies Ordinance”

**Substitute**

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

(4) Section 2(1), definition of *subsidiary*—

**Repeal**

“means a subsidiary within the meaning of section 2 of the Companies Ordinance (Cap. 32)”

**Substitute**

“has the meaning given by section 15 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance”.

**370. Section 4 amended (Composition of Board)**

Section 4(2)(b)(ii) and (iii), Chinese text—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**371. Section 35 amended (Maximum amount of compensation payable to a depositor)**

Section 35(a)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**372. Section 38 amended (Subrogation)**

Section 38(4) and (5)(a)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**373. Schedule 1 amended (Deposits specified for purposes of definitions of *protected deposit* and *relevant deposit* in section 2(1) of this Ordinance)**

(1) Schedule 1, section 3, definition of *officer*, paragraph (b)—

**Repeal**

“assigned to it by section 2(1) of the Companies Ordinance (Cap. 32)”

**Substitute**

“given by section 2(1) of the Companies Ordinance (28 of 2012)”.

(2) Schedule 1, Chinese text, section 3, definition of *關連公司*, paragraphs (a) and (b)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**374. Schedule 2 amended (Provisions relating to Board)**

Schedule 2, Chinese text, section 4(b)(ii)(B) and (C)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

## Part 142

### Amendments to Deposit Protection Scheme (Asset Maintenance) Rules (Cap. 581 sub. leg. C)

**375. Section 3 amended (Assets in Hong Kong)**

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

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**376. Section 10 amended (Service of notices)**

Section 10(a)—

**Repeal**

“within the meaning of section 2 of the Companies Ordinance (Cap. 32)”

**Substitute**

“as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

## Part 143

### Amendments to Clearing and Settlement Systems Ordinance (Cap. 584)

**377. Section 2 amended (Interpretation)**

(1) Section 2, definition of *directors' voluntary winding up statement*—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (2) Section 2, definition of *resolution for voluntary winding up*—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**378. Section 15 amended (Interpretation)**

- (1) Section 15(1)(b)—

**Repeal**

“Companies Ordinance (Cap. 32); and”

**Substitute**

“Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32);”.

- (2) After section 15(1)(b)—

**Add**

“(ba) Part 15 of the Companies Ordinance (28 of 2012); and”.

**379. Section 21 amended (Abrogation of statutory provisions relating to disclaimer of property, restriction on dispositions of property, etc.)**

- Section 21(a) and (b)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**380. Section 22 amended (Abrogation of statutory powers relating to adjustment of prior transactions)**

Section 22(b)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**381. Section 23 amended (Net sum payable on completion of default arrangements provable in insolvency proceedings)**

Section 23(2)(b) and (3)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

## Part 144

### Amendments to Land Titles Ordinance (Cap. 585)

#### 382. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *company*, paragraph (a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (2) Section 2(1), definition of *company*, after paragraph (a)—

**Add**

“(ab) incorporated under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012);”.

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

**Repeal**

“of the Companies Ordinance”

**Substitute**

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

- (4) Section 2(1), definition of *liquidator*—

**Repeal**

“assigned to it by section 2(1) of the Companies Ordinance”

**Substitute**

“given by section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

**383. Section 27 amended (Voluntary transfer)**

Section 27(2)(b)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**384. Section 37 amended (Form and effect of charges)**

(1) Section 37(2)—

**Repeal**

“Part III of the Companies Ordinance (Cap. 32)”

**Substitute**

“Part 8 of the Companies Ordinance (28 of 2012)”.

(2) Section 37(2)—

**Repeal**

“provisions of the Companies Ordinance (Cap. 32)”

**Substitute**

“provisions of the Companies Ordinance (28 of 2012)”.

**385. Section 68 amended (Transmission on liquidation)**

Section 68(3), (4)(a) and (b)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**386. Section 71 amended (Registration of cautions)**

Section 71(5)—

**Repeal paragraph (a).**

**Part 145**

**Amendments to Financial Reporting Council Ordinance  
(Cap. 588)**

**387. Section 2 amended (Interpretation)**

(1) Section 2(1), definition of *associated undertaking*, paragraph (a)(i)—

**Repeal**

“the Twenty-third Schedule to the Companies Ordinance (Cap. 32)”

**Substitute**

“Schedule 1 to the Companies Ordinance (28 of 2012)”.

(2) Section 2(1), definition of *audit*, paragraphs (a) and (c)(i)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance or the Companies Ordinance (28 of 2012)”.

(3) Section 2(1), definition of *auditor*, paragraphs (a)(i) and (c)(i)(A)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance or the Companies Ordinance (28 of 2012)”.

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

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (5) Section 2(1), definition of *HKEC*—

**Repeal**

everything after “incorporated”

**Substitute**

“, and registered by the name Hong Kong Exchanges and Clearing Limited, under the relevant Ordinance;”.

- (6) Section 2(1), definition of *prospectus*—

**Repeal**

“Companies Ordinance”

**Substitute**

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

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

**Repeal**

“section 303(2) of the Companies Ordinance (Cap. 32)”

**Substitute**

“section 21(1) of the Companies Ordinance (28 of 2012)”.

- (8) Section 2(1), definition of *relevant undertaking*, paragraph (a)(i)—

**Repeal**

“the Twenty-third Schedule to the Companies Ordinance (Cap. 32)”

**Substitute**

“Schedule 1 to the Companies Ordinance (28 of 2012)”.

- (9) Section 2(1), definition of *reporting accountant*, paragraph (a)(i)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (10) Section 2(1), definition of *specified report*, paragraph (a)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (11) Section 2(1)—

**Add in alphabetical order**

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012);”.

**388. Section 4 amended (Relevant irregularity)**

Section 4(7)(a)(i)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance or section 430 of the Companies Ordinance (28 of 2012)”.

**389. Section 51 amended (Preservation of secrecy)**

(1) Section 51(3)(b)(ix)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

(2) Section 51(3)(b)(xvi)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance or section 840 or 841 of the Companies Ordinance (28 of 2012)”.

(3) Section 51(3)(c)(i) and (ii)(A)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**390. Section 60 amended (Service of notice, etc.)**

(1) Section 60(2)(b)(ii)—

**Repeal**

“registered office of the company within the meaning of the Companies Ordinance (Cap. 32)”

**Substitute**

“company’s registered office in Hong Kong”.

- (2) Section 60(2)(c) and (e)—

**Repeal**

“company to which Part XI of the Companies Ordinance (Cap. 32) applies”

**Substitute**

“registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

**391. Schedule 1 amended (Definitions of *relevant financial report* and *relevant requirement*)**

- (1) Schedule 1, Part 1, definition of *relevant financial report*, paragraph (a)(i)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance”.

- (2) Schedule 1, Part 1, definition of *relevant financial report*, after paragraph (a)(i)—

**Add**

“(ia) a copy of the financial statements of the corporation, which was sent under section 430 of the Companies Ordinance (28 of 2012) to a member;”.

- (3) Schedule 1, Part 1, definition of *relevant financial report*, paragraph (a)(ii)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance, or under section 789 of the Companies Ordinance (28 of 2012)”.

- (4) Schedule 1, Part 1, definition of *relevant financial report*, paragraph (a)(iii)—

**Repeal**

“in compliance with section 141CA of the Companies Ordinance (Cap. 32) to a person entitled to be sent the copy”

**Substitute**

“to a person entitled to be sent the copy in compliance with section 141CA of the relevant Ordinance, or to a member in accordance with section 441 of the Companies Ordinance (28 of 2012) or in compliance with section 444 of that Ordinance”.

- (5) Schedule 1, Part 1, definition of *relevant requirement*, paragraph (a)(i)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance or the Companies Ordinance (28 of 2012)”.

- (6) Schedule 1, Part 2, definition of *relevant financial report*, paragraph (a)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance”.

- (7) Schedule 1, Part 2, definition of *relevant financial report*, after paragraph (a)—

**Add**

“(ab) a copy of the financial statements of the corporation, which was sent under section 430 of the Companies Ordinance (28 of 2012) to a member;”.

- (8) Schedule 1, Part 2, definition of *relevant financial report*, paragraph (b)—

**Repeal**

“in compliance with section 141CA of the Companies Ordinance (Cap. 32) to a person entitled to be sent the copy”

**Substitute**

“to a person entitled to be sent the copy in compliance with section 141CA of the relevant Ordinance, or to a member in accordance with section 441 of the Companies Ordinance (28 of 2012) or in compliance with section 444 of that Ordinance”.

- (9) Schedule 1, Part 2, definition of *relevant requirement*—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance or the Companies Ordinance (28 of 2012)”.

## Part 146

### Amendments to Unsolicited Electronic Messages Ordinance (Cap. 593)

**392. Section 2 amended (Interpretation)**

Section 2(1), definition of *Hong Kong company*, paragraph (a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

**393. Section 44 amended (Service of notices for purposes of sections 34, 35, 36 and 38)**

Section 44(2)—

**Repeal**

“(Cap. 32) shall be deemed to have its usual place of business at its registered office for the purposes of that Ordinance, and any other organization shall be”

**Substitute**

“(28 of 2012) is deemed to have its usual place of business at its registered office in Hong Kong, and any other organization is”.

## **Part 147**

### **Amendment to Unsolicited Electronic Messages Regulation (Cap. 593 sub. leg. A)**

#### **394. Section 3 amended (Interpretation)**

Section 3(2)—

##### **Repeal**

“(Cap. 32) shall be deemed to have its usual place of business at its registered office for the purposes of that Ordinance, and any other organization shall be”

##### **Substitute**

“(28 of 2012) is deemed to have its usual place of business at its registered office in Hong Kong, and any other organization is”.

## **Part 148**

### **Amendment to Energy Efficiency (Labelling of Products) Ordinance (Cap. 598)**

#### **395. Section 47 amended (Service of notices, etc.)**

Section 47(c)(ii)—

##### **Repeal**

“registered office of the company within the meaning of the Companies Ordinance (Cap. 32)”

##### **Substitute**

“company’s registered office in Hong Kong”.

## **Part 149**

### **Amendment to West Kowloon Cultural District Authority Ordinance (Cap. 601)**

**396. Section 2 amended (Interpretation)**

Section 2, definition of *subsidiary*—

**Repeal**

everything after “body corporate that is”

**Substitute**

“a subsidiary of the Authority within the meaning of section 15 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance;”.

## **Part 150**

### **Amendment to Race Discrimination Ordinance (Cap. 602)**

**397. Section 13 amended (Exception for employment of person with special skills, knowledge or experience)**

Section 13(3)(a)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

## **Part 151**

### **Amendments to Bunker Oil Pollution (Liability and Compensation) Ordinance (Cap. 605)**

**398. Section 30 amended (Service of notice etc.)**

(1) Section 30(c)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

(2) Section 30(c)(ii)—

**Repeal**

“registered office of the company within the meaning of that Ordinance”

**Substitute**

“company’s registered office in Hong Kong”.

## **Part 152**

### **Amendment to Arbitration Ordinance (Cap. 609)**

**399. Section 2 amended (Interpretation)**

Section 2(1), definition of *HKIAC*, after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force at the time of the incorporation”.

## **Part 153**

### **Amendment to Buildings Energy Efficiency Ordinance (Cap. 610)**

**400. Section 47 amended (Issue of notice etc.)**

Section 47(1)(c)(ii)—

**Repeal**

“registered office of the company within the meaning of the Companies Ordinance (Cap. 32)”

**Substitute**

“company’s registered office in Hong Kong”.

## **Part 154**

### **Amendments to Anti-Money Laundering and Counter-Terrorist Financing (Financial Institutions) Ordinance (Cap. 615)**

**401. Schedule 2 amended (Requirements Relating to Customer Due Diligence and Record-keeping)**

(1) Schedule 2, section 1(1), definition of *identification document*—

**Repeal paragraphs (b) and (c)**

**Substitute**

“(b) in relation to a company as defined by section 2(1) of the Companies Ordinance (28 of 2012), means the certificate of incorporation issued in respect of the company under the Ordinance under which the company was formed and registered;

- (c) in relation to a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012), means the certificate of registration issued in respect of the company under the Ordinance under which the company was registered as a registered non-Hong Kong company;”.
- (2) Schedule 2, section 17(4), definition of *subsidiary*—
- Repeal**  
“(Cap. 32)”
- Substitute**  
“(28 of 2012)”.
- (3) Schedule 2, section 22(3), definition of *subsidiary undertaking*—
- Repeal**  
“the Twenty-third Schedule to the Companies Ordinance (Cap. 32)”
- Substitute**  
“Schedule 1 to the Companies Ordinance (28 of 2012)”.

## **Part 155**

### **Amendments to Society of Boys’ Centres Incorporation Ordinance (Cap. 1008)**

#### **402. Section 8 amended (Registration)**

- (1) Section 8(3)—

**Repeal**

“prescribed under section 304 of the Companies Ordinance (Cap. 32) for the registration of a document required to be registered under the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012) for the registration of a document required to be registered under that Ordinance”.

(2) Section 8(4)—

**Repeal**

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

## **Part 156**

### **Amendments to Hong Kong and China Gas Company (Transfer of Incorporation) Ordinance (Cap. 1022)**

**403. Long title amended**

Long title, after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force at the time of the incorporation”.

**404. Section 2 amended (Interpretation)**

(1) Section 2(1)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (2) Section 2(2)—

**Add in alphabetical order**

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012);”.

**405. Section 3 amended (Delivery of documents to Registrar and fee)**

- (1) Section 3(2)(b) and (g)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance”.

- (2) Section 3(2)(h)—

**Repeal**

“Companies Ordinance (Cap. 32)” (wherever appearing)

**Substitute**

“relevant Ordinance”.

- (3) Section 3(3)—

**Repeal**

everything after “Registrar”

**Substitute**

“on its deemed incorporation under the relevant Ordinance, and the company is exempt from any other fees under the Companies Ordinance (28 of 2012) in respect of the capitalization at any time of any amount standing, on the transfer date, to the credit of the company’s share premium account.”.

**406. Section 4 amended (Deemed incorporation under Companies Ordinance)**

(1) Section 4, heading—

**Repeal**

**“Companies Ordinance”**

**Substitute**

**“the relevant Ordinance”.**

(2) Section 4(1)—

**Repeal**

**“Companies Ordinance (Cap. 32)**

**Substitute**

**“relevant Ordinance”.**

(3) Section 4(2)—

**Repeal paragraph (a)**

**Substitute**

**“(a) the company is deemed to be a company duly incorporated under the relevant Ordinance;**

**(ab) subject to this Ordinance, the Companies Ordinance (28 of 2012) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) extend and apply to the company, and persons and matters associated with the company;**

**(ac) the company is capable of exercising all the functions of a company incorporated under the relevant Ordinance and having perpetual succession and a common seal;**

(ad) the members are liable to contribute to the assets of the company in the event of its being wound up as is mentioned in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); and”.

(4) Section 4(2)(b)—

**Repeal**

everything after “Part XI”

**Substitute**

“of the relevant Ordinance ceases to apply to the company and the Registrar must retain such of the documents relating to the company and registered pursuant to that Part and Part XII of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) as the Registrar thinks fit.”.

(5) Section 4(4)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance”.

**407. Section 5 amended (Application of Companies Ordinance to the company)**

(1) Section 5—

**Repeal subsection (1)**

**Substitute**

“(1) Section 108(1)(a) and (b) of the Companies Ordinance (28 of 2012) and section 43(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) do not apply to the company.”.

(2) Section 5(2)—

**Repeal**

“anything in the Companies Ordinance (Cap. 32)”

**Substitute**

“anything in the relevant Ordinance”.

- (3) Section 5(2)(a), (b) and (c)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance”.

- (4) Section 5(3) and (4)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance”.

**408. Schedule amended**

- (1) The Schedule—

**Repeal**

“[ss. 3 & 6]”

**Substitute**

“[s. 6]”.

- (2) The Schedule, Chinese text, clause 3(I), (O) and (W)—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

## **Part 157**

### **Amendment to Hong Kong Tuberculosis, Chest and Heart Diseases Association Incorporation Ordinance (Cap. 1024)**

**409. Section 9 amended (Registration with the Registrar of Companies)**

Section 9(4)—

**Repeal**

“appointed under section 305 of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

## **Part 158**

### **Amendments to Hop Yat Church of The Church of Christ in China Incorporation Ordinance (Cap. 1027)**

**410. Section 9 amended (Registration)**

(1) Section 9(3)—

**Repeal**

“prescribed under section 305 of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

(2) Section 9(4)—

**Repeal**

“prescribed under section 304 of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

**Part 159**

**Amendments to Masonic Benevolence Fund Incorporation Ordinance (Cap. 1034)**

**411. Section 8 amended (Fees)**

(1) Section 8(1)—

**Repeal**

“prescribed under section 304 of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

(2) Section 8(2)—

**Repeal**

“prescribed under section 305 of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

## **Part 160**

### **Amendments to St. Stephen’s College Council Incorporation Ordinance (Cap. 1049)**

**412. Section 6B amended (Particulars to be delivered to Registrar of Companies)**

(1) Section 6B(3)—

**Repeal**

“prescribed under the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

(2) Section 6B(4)—

**Repeal**

“prescribed in the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

## **Part 161**

### **Amendments to Zetland Hall Trustees Incorporation Ordinance (Cap. 1055)**

**413. Section 9 amended (Fees)**

(1) Section 9(1)—

**Repeal**

“prescribed under section 304 of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

- (2) Section 9(2)—

**Repeal**

“prescribed under section 305 of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

## **Part 162**

### **Amendments to Hong Kong Society for the Protection of Children Incorporation Ordinance (Cap. 1058)**

**414. Section 8 amended (Registration)**

- (1) Section 8(3)—

**Repeal**

“prescribed under section 304 of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

- (2) Section 8(4)—

**Repeal**

“prescribed by section 305 of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

## **Part 163**

### **Amendments to The Council of Ling Liang World-Wide Evangelistic Mission Hong Kong Ling Liang Church Incorporation Ordinance (Cap. 1079)**

**415. Section 9 amended (Registration)**

(1) Section 9(3)—

**Repeal**

“prescribed under section 304 of the Companies Ordinance (Cap. 32) for the inspection of a document under section 305 of that Ordinance”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012) for the inspection of a document under section 45 of that Ordinance”.

(2) Section 9(4)—

**Repeal**

“prescribed under section 304 of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

## **Part 164**

### **Amendment to Franciscan Missionaries of Mary Incorporation Ordinance (Cap. 1082)**

**416. Section 6 amended (Appointment of Mother Superior and registration of particulars)**

Section 6(4)—

**Repeal**

“in accordance with the Eighth Schedule of the Companies Ordinance (Cap. 32)”

**Substitute**

“as required by the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

## **Part 165**

### **Amendments to Caritas—Hong Kong Incorporation Ordinance (Cap. 1092)**

**417. Section 7 amended (Registration with Registrar of Companies)**

(1) Section 7(3)—

**Repeal**

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

(2) Section 7(4)—

**Repeal**

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

**Part 166**

**Amendments to St. Paul’s College Council Incorporation Ordinance (Cap. 1102)**

**418. Section 7 amended (Registration with Registrar of Companies)**

(1) Section 7(3)—

**Repeal**

“prescribed under section 305 of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

(2) Section 7(4)—

**Repeal**

“prescribed under section 304 of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

## **Part 167**

### **Amendments to The Hong Kong Institution of Engineers Ordinance (Cap. 1105)**

**419. Section 11 amended (Particulars to be delivered to the Registrar of Companies)**

(1) Section 11(5)—

**Repeal**

“prescribed under section 305 of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

(2) Section 11(6)—

**Repeal**

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

## **Part 168**

### **Amendment to Hong Kong Productivity Council Ordinance (Cap. 1116)**

**420. Section 2 amended (Interpretation)**

Section 2, definition of *company*—

**Repeal**

everything after “a company”

**Substitute**

“limited by shares and registered under the Companies Ordinance (Cap. 32) as in force at the time of the registration or the Companies Ordinance (28 of 2012);”.

**Part 169**

**Amendments to The English Schools Foundation  
Ordinance (Cap. 1117)**

**421. Section 4 amended (Objects and powers of Foundation)**

Section 4(4), after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force at the time of the incorporation or the Companies Ordinance (28 of 2012)”.

**422. Section 6 amended (Composition of Board of Governors)**

Section 6(4)(b), after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force at the time of the incorporation”.

**423. Section 26 amended (Registration with Registrar of Companies)**

(1) Section 26(3)—

**Repeal**

“prescribed under section 304 of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

- (2) Section 26(5)—

**Repeal**

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

## **Part 170**

### **Amendments to The St. Stephen’s Girls’ College Council Incorporation Ordinance (Cap. 1121)**

**424. Section 9 amended (Registration with Registrar of Companies)**

- (1) Section 9(3)—

**Repeal**

“prescribed under section 305 of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

- (2) Section 9(4)—

**Repeal**

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

## **Part 171**

### **Amendments to Community Chest of Hong Kong Ordinance (Cap. 1122)**

**425. Section 13 amended (Certain instruments and particulars to be delivered to Registrar of Companies)**

(1) Section 13(3)—

**Repeal**

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

(2) Section 13(4)—

**Repeal**

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

## **Part 172**

### **Amendments to Diocesan Boys' School Committee Incorporation Ordinance (Cap. 1123)**

#### **426. Section 9 amended (Registration with Registrar of Companies)**

(1) Section 9(3)—

##### **Repeal**

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

##### **Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

(2) Section 9(4)—

##### **Repeal**

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

##### **Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

## **Part 173**

### **Amendments to Council of the Diocesan Girls' School Incorporation Ordinance (Cap. 1124)**

#### **427. Section 9 amended (Registration with Registrar of Companies)**

(1) Section 9(3)—

##### **Repeal**

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

- (2) Section 9(4)—

**Repeal**

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

## **Part 174**

### **Amendments to Diocesan Preparatory School Council Incorporation Ordinance (Cap. 1125)**

**428. Section 9 amended (Registration with Registrar of Companies)**

- (1) Section 9(3)—

**Repeal**

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

- (2) Section 9(4)—

**Repeal**

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

**Part 175**

**Amendments to Hong Kong Sea Cadet Corps Ordinance  
(Cap. 1134)**

**429. Section 10 amended (Particulars to be delivered to Registrar of Companies)**

(1) Section 10(4)—

**Repeal**

“prescribed under section 304(1A) of the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

(2) Section 10(5)—

**Repeal**

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

## **Part 176**

### **Amendments to Standard Chartered Asia Limited Ordinance (Cap. 1136)**

**430. Section 2 amended (Interpretation)**

Section 2(1), definition of *excluded items*, after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012)”.

**431. Section 13 amended (Saving for SC Asia)**

Section 13—

**Repeal**

“memorandum and”.

## **Part 177**

### **Amendments to Royal Bank of Scotland Ordinance (Cap. 1138)**

**432. Preamble amended**

Preamble, paragraphs (a) and (b)—

**Repeal**

“registered under Part XI of the Companies Ordinance (Cap. 32) as a non-Hong Kong company”

**Substitute**

“a registered non-Hong Kong company as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

**433. Section 2 amended (Interpretation)**

- (1) Section 2(1), definition of *authorized representative*—

**Repeal**

everything after “means”

**Substitute**

“an authorized representative as defined by section 774(1) of the Companies Ordinance (28 of 2012);”.

- (2) Section 2(1), definition of *property*, after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012)”.

- (3) Section 2(1)—

**Repeal the definitions of *the registrar* and *subsidiary*.**

**434. Section 15 amended (Reserves and profits and losses transferred)**

- Section 15(4), after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force on the appointed day”.

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**Part 178****Amendments to The Spiritual Assembly of the Baha'is of Hong Kong Incorporation Ordinance (Cap. 1143)****435. Section 2 amended (Interpretation)**

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

**Repeal**

everything after “incorporated”

**Substitute**

“, and registered by the name “The National Spiritual Assembly of the Baha'is of Hong Kong, under the relevant Ordinance;”.

- (2) Section 2, English text, definition of *employee*, paragraph (b)—

**Repeal the full stop****Substitute a semicolon.**

- (3) Section 2—

**Add in alphabetical order**

“*relevant Ordinance* (《有關條例》) means the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012).”.

**436. Section 11 amended (Dissolution of the company)**

- (1) Section 11(1)—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“relevant Ordinance”.

(2) Section 11(2)—

**Repeal paragraph (a).**

(3) Section 11(2)(b)—

**Repeal**

“section 291B of the Companies Ordinance (Cap. 32) shall apply”

**Substitute**

“section 757 of the Companies Ordinance (28 of 2012) applies”.

## Part 179

### **Amendment to Rainier International Bank (Transfer of Hong Kong Undertaking) Ordinance (Cap. 1144)**

**437. Section 2 amended (Interpretation)**

Section 2(1), definition of *Hong Kong undertaking*, paragraph (iv), after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012)”.

## **Part 180**

### **Amendments to First Pacific Bank Limited Ordinance (Cap. 1146)**

**438. Section 2 amended (Interpretation)**

Section 2(1), definition of *excluded property*, after “Companies Ordinance (Cap. 32)” —

**Add**

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012)”.

**439. Section 15 amended (Saving for companies)**

Section 15 —

**Repeal**

“and memorandum”.

## **Part 181**

### **Amendments to The Hong Kong Institute of Architects Incorporation Ordinance (Cap. 1147)**

**440. Section 11 amended (Particulars to be delivered to the Registrar of Companies)**

(1) Section 11(5) —

**Repeal**

“prescribed under section 304 of the Companies Ordinance (Cap. 32) for the inspection of a document under section 305”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012) for the inspection of a document under section 45(3) of that Ordinance”.

- (2) Section 11(6)—

**Repeal**

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

## **Part 182**

### **Amendments to The Hong Kong Institute of Surveyors Ordinance (Cap. 1148)**

**441. Section 11 amended (Particulars to be delivered to the Registrar of Companies)**

- (1) Section 11(5)—

**Repeal**

“prescribed under section 304 of the Companies Ordinance (Cap. 32) for the inspection of a document under section 305”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012) for the inspection of a document under section 45(3) of that Ordinance”.

- (2) Section 11(6)—

**Repeal**

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

**Part 183**

**Amendments to Dao Heng Bank Limited Ordinance  
(Cap. 1152)**

**442. Section 2 amended (Interpretation)**

Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012)”.

**443. Section 16 amended (Saving for companies)**

Section 16—

**Repeal**

“and memorandum”.

## **Part 184**

### **Amendments to The Hong Kong Institute of Planners Incorporation Ordinance (Cap. 1153)**

**444. Section 11 amended (Particulars to be delivered to the Registrar of Companies)**

(1) Section 11(5)—

**Repeal**

“prescribed under section 304 of the Companies Ordinance (Cap. 32) for the inspection of a document under section 305”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012) for the inspection of a document under section 45(3) of that Ordinance”.

(2) Section 11(6)—

**Repeal**

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

## **Part 185**

### **Amendment to Middle East Finance International Limited (Transfer of Undertaking) Ordinance (Cap. 1154)**

**445. Section 2 amended (Interpretation)**

Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012)”.

## **Part 186**

### **Amendments to The Bank of Tokyo-Mitsubishi (Merger of Subsidiaries) Ordinance (Cap. 1161)**

**446. Section 2 amended (Interpretation)**

Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012)”.

**447. Section 19 amended (Saving for companies)**

Section 19—

**Repeal**

“memorandum and”.

## **Part 187**

### **Amendments to The Hong Kong Institute of Landscape Architects Incorporation Ordinance (Cap. 1162)**

**448. Section 11 amended (Particulars to be delivered to the Registrar of Companies)**

(1) Section 11(5)—

**Repeal**

“prescribed under section 304 of the Companies Ordinance (Cap. 32) for the inspection of a document under section 305 of that Ordinance”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012) for the inspection of a document under section 45(3) of that Ordinance”.

(2) Section 11(6)—

**Repeal**

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

## **Part 188**

### **Amendment to Lingnan University Ordinance (Cap. 1165)**

**449. Section 2 amended (Interpretation)**

Section 2, definitions of *Lingnan Education Organization Limited* and *Lingnan University Alumni Association (Hong Kong) Limited*, after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012)”.

## **Part 189**

### **Amendments to Order of Friars Minor in Hong Kong Incorporation Ordinance (Cap. 1166)**

**450. Section 7 amended (Registration with Registrar of Companies)**

(1) Section 7(4)—

**Repeal**

“prescribed under section 304 of the Companies Ordinance (Cap. 32) for the inspection of a document under section 305 of that Ordinance”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012) for the inspection of a document under section 45(3) of that Ordinance”.

(2) Section 7(5)—

**Repeal**

“specified in the Eighth Schedule to the Companies Ordinance (Cap. 32)”

**Substitute**

“payable under the regulations made under section 26 of the Companies Ordinance (28 of 2012)”.

**Part 190**

**Amendments to Bank of China (Hong Kong) Limited  
(Merger) Ordinance (Cap. 1167)**

**451. Section 2 amended (Interpretation)**

- (1) Section 2(1), definition of *excluded property and liabilities*, paragraph (b), after “Companies Ordinance (Cap. 32)” —

**Add**

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012)”.

- (2) Section 2(1), definition of *Registrar of Companies*, after “Companies Ordinance (Cap. 32)” —

**Add**

“as in force on the day of the appointment”.

- (3) Section 2(1), definition of *subsidiary* —

**Repeal**

“assigned to it by section 2(4) of the Companies Ordinance (Cap. 32)”

**Substitute**

“given by section 15 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance”.

**452. Section 21 amended (Saving for companies)**

Section 21—

**Repeal**

“memorandum and articles of association”

**Substitute**

“articles of association, and its memorandum of association (if applicable),”.

**Part 191**

**Amendments to The Bank of East Asia, Limited  
Ordinance (Cap. 1168)**

**453. Section 2 amended (Interpretation)**

Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012)”.

**454. Section 17 amended (Saving for companies)**

Section 17—

**Repeal**

“memorandum and”.

## Part 192

### Amendments to Mizuho Corporate Bank, Ltd. (Hong Kong Consolidation) Ordinance (Cap. 1169)

**455. Preamble amended**

Preamble, Chinese text, paragraph (e)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**456. Section 2 amended (Interpretation)**

Section 2(1), definition of *subsidiary*—

**Repeal**

“assigned to it by section 2 of the Companies Ordinance (Cap. 32)”

**Substitute**

“given by section 15 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance”.

## Part 193

### Amendments to The Bank of East Asia, Limited (Merger) Ordinance (Cap. 1170)

**457. Section 2 amended (Interpretation)**

Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012)”.

**458. Section 17 amended (Saving for companies)**

Section 17—

**Repeal**

“memorandum and”.

**Part 194**

**Amendments to CITIC Ka Wah Bank Limited (Merger)  
Ordinance (Cap. 1171)**

**459. Section 2 amended (Interpretation)**

- (1) Section 2(1), definition of *excluded property and liabilities*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012)”.

- (2) Section 2(1), definition of *Registrar of Companies*, after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force on the day of the appointment”.

**460. Section 18 amended (Saving for companies)**

Section 18—

**Repeal**

“memorandum and” (wherever appearing).

## Part 195

### Amendments to Dao Heng Bank Limited (Merger) Ordinance (Cap. 1172)

#### 461. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)” —

**Add**

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012)”.

- (2) Section 2(1), definition of *Registrar of Companies*, after “Companies Ordinance (Cap. 32)” —

**Add**

“as in force on the day of the appointment”.

- (3) Section 2(1), definition of *subsidiary* —

**Repeal**

“assigned to it by section 2 of the Companies Ordinance (Cap. 32)”

**Substitute**

“given by section 15 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance”.

#### 462. Section 18 amended (Saving for companies)

- (1) Section 18 —

**Repeal**

“Dao Heng Bank to alter its memorandum and”

**Substitute**

“Dao Heng Bank to alter its”.

(2) Section 18—

**Repeal**

“DBS Group to alter its memorandum and articles of association”

**Substitute**

“DBS Group to alter its articles of association, and its memorandum of association (if applicable),”.

## Part 196

### Amendments to The Bank of East Asia, Limited (Merger of Subsidiaries) Ordinance (Cap. 1173)

#### 463. Section 2 amended (Interpretation)

(1) Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012)”.

(2) Section 2(1), definition of *Registrar of Companies*, after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force on the day of the appointment”.

**464. Section 16 amended (Saving for companies)**

Section 16—

**Repeal**

“memorandum and” (wherever appearing).

**Part 197**

**Amendments to Standard Chartered Bank (Hong Kong)  
Limited (Merger) Ordinance (Cap. 1174)**

**465. Preamble amended**

Preamble, Chinese text, paragraph (g)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**466. Section 2 amended (Interpretation)**

(1) Section 2(1), definition of *excluded property and liabilities*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012)”.

(2) Section 2(1), definition of *Registrar of Companies*, after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force on the day of the appointment”.

(3) Section 2(1), definition of *subsidiary*—

**Repeal**

“assigned to it by section 2(4) of the Companies Ordinance (Cap. 32)”

**Substitute**

“given by section 15 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance”.

**467. Section 19 amended (Saving for companies)**

(1) Section 19—

**Repeal**

“Standard Chartered Bank (Hong Kong) to alter its memorandum and”

**Substitute**

“Standard Chartered Bank (Hong Kong) to alter its”.

(2) Section 19—

**Repeal**

“Standard Chartered Group to alter its memorandum and articles of association”

**Substitute**

“Standard Chartered Group to alter its articles of association, and its memorandum of association (if applicable),”.

## Part 198

### Amendments to Wing Hang Bank, Limited (Merger) Ordinance (Cap. 1176)

#### 468. Section 2 amended (Interpretation)

- (1) Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)” —

**Add**

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012)”.

- (2) Section 2(1), definition of *Registrar of Companies*, after “Companies Ordinance (Cap. 32)” —

**Add**

“as in force on the day of the appointment”.

- (3) Section 2(1), definition of *subsidiary* —

**Repeal**

“assigned to it by section 2 of the Companies Ordinance (Cap. 32)”

**Substitute**

“given by section 15 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance”.

#### 469. Section 18 amended (Saving for companies)

Section 18 —

**Repeal**

“memorandum and” (wherever appearing).

## Part 199

### Amendments to Citibank (Hong Kong) Limited (Merger) Ordinance (Cap. 1177)

#### 470. Preamble amended

Preamble, Chinese text, paragraph (d)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

#### 471. Section 2 amended (Interpretation)

(1) Section 2(1), definition of *excluded property and liabilities*, paragraph (b), after “Companies Ordinance (Cap. 32)” —

**Add**

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012)”.

(2) Section 2(1)—

**Repeal the definition of *Registrar of Companies*.**

(3) Section 2(1), definition of *subsidiary*—

**Repeal**

“assigned to it by section 2(4) of the Companies Ordinance (Cap. 32)”

**Substitute**

“given by section 15 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance”.

**472. Section 15 amended (Saving for companies)**

Section 15—

**Repeal**

“Citibank (Hong Kong) to alter its memorandum and”

**Substitute**

“Citibank (Hong Kong) to alter its”.

**Part 200**

**Amendments to Industrial and Commercial Bank of  
China (Asia) Limited (Merger) Ordinance (Cap. 1178)**

**473. Preamble amended**

Preamble, Chinese text, paragraph (c)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**474. Section 2 amended (Interpretation)**

(1) Section 2(1), definition of *excluded property*, paragraph (b), after “Companies Ordinance (Cap. 32)”—

**Add**

“as in force from time to time before the commencement date of section 2 of Schedule 9 to the Companies Ordinance (28 of 2012)”.

(2) Section 2(1), definition of *subsidiary*—

**Repeal**

“assigned to it by section 2 of the Companies Ordinance (Cap. 32)”

**Substitute**

“given by section 15 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance”.

**475. Section 18 amended (Saving for companies)**

Section 18—

**Repeal**

“ICBC (Asia) to alter its memorandum and”

**Substitute**

“ICBC (Asia) to alter its”.

## **Part 201**

### **Amendments to Legal Services Legislation (Miscellaneous Amendments) Ordinance 1997 (94 of 1997)**

**476. Section 2 amended (Part added)**

(1) Section 2, new section 7B, definition of *company*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012) or under a former Companies Ordinance as defined by section 2(1) of the Companies Ordinance (28 of 2012)”.

(2) Section 2, new section 7B, definition of *shares*—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (3) Section 2, new section 7C(4)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (4) Section 2, new section 7E, heading—

**Repeal**

“**memorandum or**”.

- (5) Section 2, new section 7E(1)(a)—

**Repeal**

“memorandum or”.

- (6) Section 2, new section 7F(2)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

- (7) Section 2, new section 7G(1)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (8) Section 2, new section 7G(2)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

(9) Section 2, new section 7H(1)(b)—

**Repeal**

“memorandum or”.

(10) Section 2, new section 7K, heading—

**Repeal**

“**memorandum and**”.

(11) Section 2, new section 7K—

**Repeal**

“memorandum and”.

**477. Section 5 amended (Sections added)**

Section 5, new section 39BB(2)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

## Part 202

### Amendments to Air Transport (Licensing of Air Services) (Amendment) Regulation 2011 (L.N. 158 of 2011)

**478. Section 7 amended (Regulations 6 and 7 substituted)**

Section 7, new regulation 6(6), definition of *related undertaking*, paragraph (a)—

**Repeal**

“the Twenty-third Schedule to the Companies Ordinance (Cap. 32)”

**Substitute**

“Schedule 1 to the Companies Ordinance (28 of 2012)”.

**479. Section 17 amended (Regulations 15A to 15F added)**

(1) Section 17, Chinese text, new regulation 15A(3)(a) and (b), (5)(a) and (b), (6) and (7)—

**Repeal**

“控股公司” (wherever appearing)

**Substitute**

“控權公司”.

(2) Section 17, new regulation 15A(8)—

**Repeal the definition of *holding company***

**Substitute**

“*holding company* (控權公司) has the meaning given by section 13 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance.”.

## **Part 203**

### **Amendment to Lifts and Escalators Ordinance (8 of 2012)**

**480. Section 149 amended (Service of notices etc.)**

Section 149(1)(c)—

**Repeal**

“(Cap. 32)”

**Substitute**

“(28 of 2012)”.

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