

Schedule 3[ss. 360, 361, 362,
363, 364, 365,
366 & 911]**Specified Qualifying Conditions for Sections 361 to 366****1. Qualifying conditions**

- (1) The conditions specified for the purposes of section 361(1), (2) and (3) are—
 - (a) that the amount of the company's total revenue for the financial year, as would be reflected in the company's annual financial statements for the financial year if the company were qualified as a small private company for the financial year, does not exceed \$100 million;
 - (b) that the amount of the company's total assets at the date of the statement of financial position for the financial year, as would be reflected in the company's annual financial statements for the financial year if the company were qualified as a small private company for the financial year, does not exceed \$100 million; and
 - (c) that the average number of the company's employees during the financial year does not exceed 100.
- (2) The conditions specified for the purposes of section 361(4) are—
 - (a) that the amount of the company's total revenue for the financial year, as reflected in the company's annual financial statements for the financial year, does not exceed \$100 million;
 - (b) that the amount of the company's total assets at the date of the statement of financial position for the financial year, as reflected in the company's annual financial statements for the financial year, does not exceed \$100 million; and

- (c) that the average number of the company's employees during the financial year does not exceed 100.
- (3) The conditions specified for the purposes of section 362(1), (2) and (3) are—
 - (a) that the amount of the company's total revenue for the financial year, as would be reflected in the company's annual financial statements for the financial year if the company were qualified as an eligible private company for the financial year, does not exceed \$200 million;
 - (b) that the amount of the company's total assets at the date of the statement of financial position for the financial year, as would be reflected in the company's annual financial statements for the financial year if the company were qualified as an eligible private company for the financial year, does not exceed \$200 million; and
 - (c) that the average number of the company's employees during the financial year does not exceed 100.
- (4) The conditions specified for the purposes of section 362(4) are—
 - (a) that the amount of the company's total revenue for the financial year, as reflected in the company's annual financial statements for the financial year, does not exceed \$200 million;
 - (b) that the amount of the company's total assets at the date of the statement of financial position for the financial year, as reflected in the company's annual financial statements for the financial year, does not exceed \$200 million; and
 - (c) that the average number of the company's employees during the financial year does not exceed 100.

- (5) The condition specified for the purposes of section 363(1), (2) and (3) is that the amount of the company's total revenue for the financial year, as would be reflected in the company's annual financial statements for the financial year if the company were qualified as a small guarantee company for the financial year, does not exceed \$25 million.
- (6) The condition specified for the purposes of section 363(4) is that the amount of the company's total revenue for the financial year, as reflected in the company's annual financial statements for the financial year, does not exceed \$25 million.
- (7) The condition specified for the purposes of section 364(1), (2), (3), (4) and (5) is that each company in the group is qualified as a small private company for the financial year.
- (8) The conditions specified for the purposes of section 364(1), (2) and (3) are—
 - (a) that the aggregate amount of the group's total revenue for the financial year does not exceed \$100 million;
 - (b) that the aggregate amount of the group's total assets at the date of the statement of financial position for the financial year does not exceed \$100 million; and
 - (c) that the aggregate number of employees of the group during the financial year does not exceed 100.
- (9) The conditions specified for the purposes of section 364(4) and (5) are—
 - (a) that the aggregate amount of the group's total revenue for the financial year does not exceed \$100 million;
 - (b) that the aggregate amount of the group's total assets at the date of the statement of financial position for the financial year does not exceed \$100 million; and
 - (c) that the aggregate number of employees of the group during the financial year does not exceed 100.

- (10) The condition specified for the purposes of section 365(1), (2), (3), (4) and (5) is that each company in the group is qualified as an eligible private company for the financial year.
- (11) The conditions specified for the purposes of section 365(1), (2) and (3) are—
 - (a) that the aggregate amount of the group's total revenue for the financial year does not exceed \$200 million;
 - (b) that the aggregate amount of the group's total assets at the date of the statement of financial position for the financial year does not exceed \$200 million; and
 - (c) that the aggregate number of employees of the group during the financial year does not exceed 100.
- (12) The conditions specified for the purposes of section 365(4) and (5) are—
 - (a) that the aggregate amount of the group's total revenue for the financial year does not exceed \$200 million;
 - (b) that the aggregate amount of the group's total assets at the date of the statement of financial position for the financial year does not exceed \$200 million; and
 - (c) that the aggregate number of employees of the group during the financial year does not exceed 100.
- (13) The conditions specified for the purposes of section 366(1), (2) and (3) are—
 - (a) that each company in the group is qualified as a small guarantee company for the financial year; and
 - (b) that the aggregate amount of the group's total revenue for the financial year does not exceed \$25 million.
- (14) The conditions specified for the purposes of section 366(4) and (5) are—

- (a) that each company in the group is qualified as a small guarantee company for the financial year; and
 - (b) that the aggregate amount of the group's total revenue for the financial year does not exceed \$25 million.
- (15) In subsections (1), (3), (5), (7), (8), (10), (11) and (13)—
 - (a) a reference to a financial year of a company for the purposes of section 361(2), 362(2), 363(2), 364(2), 365(2) or 366(2) includes a financial year of the company for the purposes of the predecessor Ordinance that immediately precedes the company's first financial year after the coming into operation of this section; and
 - (b) a reference to a company's annual financial statements is, in the case of a financial year of the company for the purposes of the predecessor Ordinance, a reference to the company's accounts for the financial year.

2. Provisions supplementary to section 1 of this Schedule

- (1) For the purposes of section 1(1)(a), (2)(a), (3)(a), (4)(a), (5), (6), (8)(a), (9)(a), (11)(a), (12)(a), (13)(b) and (14)(b) of this Schedule, the amount of total revenue for a financial year that is shorter or longer than 12 months is to be calculated on a pro-rata basis as if the length of the financial year were 12 months.
- (2) For the purposes of section 1(8), 1(11) and (13)(b) of this Schedule, the aggregate amount of the group's total revenue or assets—
 - (a) is to be calculated by aggregating the total revenue or assets (as the case may be) of each company in the group, as would be reflected in the company's annual financial statements or annual consolidated financial statements for the financial year if the group were qualified as a group of small private companies,

- eligible private companies or small guarantee companies (as the case may be); and
- (b) is to be calculated on the basis that the set-offs and other adjustments for transactions between companies in the group have been made.
- (3) For the purposes of section 1(9), 1(12) and (14)(b) of this Schedule, the aggregate amount of the group's total revenue or assets—
- (a) is to be calculated by aggregating the total revenue or assets (as the case may be) of each company in the group, as reflected in the company's annual financial statements or annual consolidated financial statements for the financial year; and
- (b) is to be calculated on the basis that the set-offs and other adjustments for transactions between companies in the group have been made.
- (4) For the purposes of section 1(8)(c), (9)(c), (11)(c) and (12)(c) of this Schedule, the aggregate number of employees of the group during a financial year is to be calculated by aggregating the average number of employees of each company in the group during the financial year.
- (5) For the purposes of subsection (4) and of section 1(1)(c), (2)(c), (3)(c) and (4)(c) of this Schedule, the average number of a company's employees during a financial year is to be calculated by using the following formula—

$$\frac{M}{N}$$

where—

M represents the aggregate of the number of the company's employees as at the end of each month during the financial year;

N represents the number of months in the financial year.

- (6) In subsections (2)(a) and (3)(a), a reference to a company's annual financial statements or annual consolidated financial statements is, in the case of a financial year of the company for the purposes of the predecessor Ordinance mentioned in section 1(15)(a) of this Schedule, a reference to the company's accounts or group accounts for the financial year.
-