

**Schedule 9**

[ss. 912 & 920]

**Consequential and Related Amendments to Companies Ordinance (Cap. 32) and its Subsidiary Legislation**

**Part 1**

**Amendments to Companies Ordinance (Cap. 32)**

**1. Long title substituted**

Long title—

**Repeal the long title**

**Substitute**

“To make provision for the winding up of companies; for receivers and managers; for offering of shares and debentures; for prospectuses; for disqualification of directors; for prevention of evasion of the Societies Ordinance; and for incidental and connected matters.”.

**2. Section 1 amended (Short title)**

Section 1—

**Repeal**

“Companies Ordinance”

**Substitute**

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

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

(1) Section 2(1)—

**Repeal the definition of *articles*****Substitute**

“*articles* (章程細則), in relation to a company, means the articles of association of the company;

**Note—**

Please also see section 98 of the Companies Ordinance (28 of 2012). A condition of an existing company’s memorandum of association is to be regarded as a provision of the company’s articles.”.

- (2) Section 2(1)—

**Repeal the definition of *company*****Substitute**

“*company* (公司) means—

- (a) a company formed and registered under the Companies Ordinance (28 of 2012); or
- (b) an existing company;”.

- (3) Section 2(1)—

**Repeal the definition of *debenture*****Substitute**

“*debenture* (債權證), in relation to a company, includes debenture stock, bonds and any other debt securities of the company, whether or not constituting a charge on the assets of the company;”.

- (4) Section 2(1)—

**Repeal the definition of *existing company*****Substitute**

“*existing company* (原有公司) means a company formed and registered under a former Companies Ordinance;”.

(5) Section 2(1)—

**Repeal the definition of *founder member***

**Substitute**

“*founder member* (創辦成員) has the meaning given by section 2(1) of the Companies Ordinance (28 of 2012);”.

(6) Section 2(1)—

**Repeal the definition of *non-Hong Kong company***

**Substitute**

“*non-Hong Kong company* (非香港公司) means a company incorporated outside Hong Kong that—

- (a) establishes a place of business in Hong Kong on or after the commencement date of Part 16 of the Companies Ordinance (28 of 2012); or
- (b) has established a place of business in Hong Kong before that commencement date and continues to have a place of business in Hong Kong at that commencement date;”.

(7) Section 2(1), definition of *officer*—

**Repeal**

“secretary”

**Substitute**

“company secretary of the body corporate”.

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

**Repeal**

“assigned to it by section 341(1)”

**Substitute**

“given by section 774(1) of the Companies Ordinance (28 of 2012)”.

- (9) Section 2(1), definition of *printed*—

**Repeal**

“or by such other process as the Registrar in his discretion may accept”.

- (10) Section 2(1), definition of *private company*—

**Repeal**

“assigned to it by section 29”

**Substitute**

“given by section 11 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance”.

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

**Repeal**

“section 303”

**Substitute**

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

- (12) Section 2(1)—

**Repeal the definition of *shadow director***

**Substitute**

“*shadow director* (幕後董事), in relation to a body corporate, means a person in accordance with whose directions or instructions (excluding advice given in a professional capacity) the directors, or a majority of the directors, of the body corporate are accustomed to act;”.

- (13) Section 2(1)—

**Repeal the definition of *share***

**Substitute**

“*share* (股份)—

- (a) means a share in a company's share capital; and
- (b) if any of the company's shares is converted into stock, includes stock;”.

(14) Section 2(1)—

**Repeal the definition of *unlimited company***

**Substitute**

“*unlimited company* (無限公司) has the meaning given by section 10 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance.”.

(15) Section 2(1), Chinese text, definition of 公司集團—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

(16) Section 2(1)—

**Repeal the definitions of *accounts, annual return, company limited by guarantee and company limited by shares, digital signature, electronic record, entitled person, financial year, group accounts, incorporation form, listed company, memorandum, notice of intent, offer to sell, recognized certificate, Registrar's index of company names, relevant financial documents, reserve director, resolution for reducing share capital, share warrant, summary financial report, Table A and unlisted company.***

(17) Section 2(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);

***company limited by guarantee*** (擔保有限公司) has the meaning given by section 9 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance;

***company limited by shares*** (股份有限公司) has the meaning given by section 8 of the Companies Ordinance (28 of 2012) for the purposes of that Ordinance;

***company secretary*** (公司秘書) includes any person occupying the position of company secretary (by whatever name called);

***financial statements*** (財務報表) means—

- (a) the annual financial statements; or
- (b) the annual consolidated financial statements, as defined by section 357(1) of the Companies Ordinance (28 of 2012);

***former Companies Ordinance*** (《舊有公司條例》) means—

- (a) the Companies Ordinance 1865 (1 of 1865);
- (b) the Companies Ordinance 1911 (58 of 1911); or
- (c) the pre-amended Ordinance;

***limited company*** (有限公司) means a company limited by guarantee or a company limited by shares;

***member*** (成員), in relation to a company, means—

- (a) a founder member of the company; or
- (b) a person who agrees to become a member of the company and whose name is entered, as a member, in the company's register of members;

***ordinary resolution*** (普通決議) has the meaning given by section 563 of the Companies Ordinance (28 of 2012);

*pre-amended Ordinance* (《修訂前的本條例》) 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);

*registered non-Hong Kong company* (註冊非香港公司) means a non-Hong Kong company that is registered in the Companies Register as a registered non-Hong Kong company;

*special resolution* (特別決議) has the meaning given by section 564 of the Companies Ordinance (28 of 2012);”.

(18) Section 2—

**Repeal subsection (2).**

(19) Section 2(4)(a)(ii)—

**Repeal**

“power”

**Substitute**

“rights”.

(20) Section 2(7), Chinese text—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

(21) Section 2—

**Repeal subsection (8A).**

**4. Section 2B amended (Construction of references to parent company, etc.)**

(1) Section 2B(2)(a), Chinese text—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

(2) Section 2B(3)—

**Repeal**

everything after “subsection (2) are”

**Substitute**

“the Third Schedule and the Fourth Schedule.”.

**5. Part I repealed**

Part I—

**Repeal the Part.**

**6. Section 38 amended (Specific requirements as to particulars in prospectus)**

Section 38(6)—

**Repeal**

everything after “may incur”

**Substitute**

“under—

(a) the general law;

- (b) the provisions of the pre-amended Ordinance having a continuing effect under Schedule 11 to the Companies Ordinance (28 of 2012) or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1);
- (c) this Ordinance apart from this section; or
- (d) the Companies Ordinance (28 of 2012).”.

**7. Section 38C amended (Expert’s consent to issue of prospectus containing statement by him)**

Section 38C(1)(a), Chinese text—

**Repeal**

“註冊”

**Substitute**

“登記”.

**8. Section 38D amended (Registration of prospectus)**

(1) Section 38D, Chinese text, heading—

**Repeal**

“註冊”

**Substitute**

“登記”.

(2) Section 38D(2)(c)—

**Repeal**

“or specified by the Registrar under section 346 which are applicable to prospectuses to be registered under this Part”

**Substitute**

“and the requirements set out in subsection (7A)”.

- (3) Section 38D(7)(a)(iii)—

**Repeal**

“and”.

- (4) Section 38D(7)(a)(iv)—

**Repeal**

“or specified by the Registrar under section 346 which are applicable to prospectuses to be registered under this Part”

**Substitute**

“and the requirements set out in subsection (7A)”.

- (5) After section 38D(7)(a)(iv)—

**Add**

“(v) it is accompanied by any fee that is payable, in respect of the registration, under a regulation made under section 26 of the Companies Ordinance (28 of 2012); and”.

- (6) Section 38D(7)(b)—

**Repeal**

“and (iv)”

**Substitute**

“, (iv) and (v)”.

- (7) After section 38D(7)—

**Add**

“(7A) The following are the requirements set out for the purposes of subsections (2)(c) and (7)(a)(iv)—

- (a) any requirement that the Registrar may specify, by notice in the Gazette, in relation to font size of prospectuses for the purposes of this section;

- (b) any other requirements that the Registrar may specify for the purpose of—
  - (i) ensuring that documents of the same kind are of a standard form; and
  - (ii) enabling the Registrar to make copies or image records of documents and to make and keep records of the information contained in them.

(7B) For the purposes of subsection (7A)(b), the Registrar may specify different requirements for different documents or classes of documents.”.

- (8) Section 38D(1), (2)(a) and (b), (3), (5)(a) and (b), (6), (7)(a) and (b), (8) and (9), Chinese text—

**Repeal**

“註冊” (wherever appearing)

**Substitute**

“登記”.

**9. Section 39C amended (Submission of certified copies)**

Section 39C(b)(i)—

**Repeal**

“secretary” (wherever appearing)

**Substitute**

“company secretary”.

**10. Section 40 amended (Civil liability for misstatements in prospectus)**

- (1) Section 40(2)(c) and (d)(i) and (ii) and (3)(b) and (c), Chinese text—

**Repeal**

“分配”

**Substitute**

“配發”.

(2) Section 40(2)(d)(ii) and (3)(a) and (b), Chinese text—

**Repeal**

“註冊”

**Substitute**

“登記”.

**11. Section 41 amended (Document containing offer of shares or debentures for sale to be deemed prospectus)**

Section 41(1), (2) and (3)(b), Chinese text—

**Repeal**

“分配” (wherever appearing)

**Substitute**

“配發”.

**12. Cross-heading before section 42 amended**

Cross-heading before section 42, Chinese text—

**Repeal**

“分配”

**Substitute**

“配發”.

**13. Section 42 amended (Prohibition of allotment unless minimum subscription received)**

(1) Section 42, Chinese text, heading—

**Repeal**

“分配”

**Substitute**

“配發”.

(2) Section 42(1), Chinese text—

**Repeal**

“分配”

**Substitute**

“配發”.

(3) Section 42(3)—

**Repeal**

“nominal amount”

**Substitute**

“issue price”.

(4) Section 42(6), Chinese text—

**Repeal**

“分配” (wherever appearing)

**Substitute**

“配發”.

**14. Section 43 amended (Prohibition of allotment in certain cases unless statement in lieu of prospectus delivered to Registrar)**

(1) Section 43, Chinese text, heading—

**Repeal**

“分配”

**Substitute**

“配發”.

(2) Section 43(1), Chinese text—

**Repeal**

“分配” (wherever appearing)

**Substitute**

“配發”.

(3) Section 43(1), Chinese text—

**Repeal**

“註冊”

**Substitute**

“登記”.

(4) Section 43(3), Chinese text—

**Repeal**

“分配”

**Substitute**

“配發”.

(5) Section 43(5), Chinese text—

**Repeal**

“註冊” (wherever appearing)

**Substitute**

“登記”.

**15. Section 44 amended (Effect of irregular allotment)**

(1) Section 44, Chinese text, heading—

**Repeal**

“分配”

**Substitute**

“配發”.

(2) Section 44(1) and (2), Chinese text—

**Repeal**

“分配” (wherever appearing)

**Substitute**

“配發”.

**16. Section 44A amended (Applications for, and allotment of, shares and debentures)**

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

**Repeal**

“分配”

**Substitute**

“配發”.

(2) Section 44A(1), (2), (4) and (5), Chinese text—

**Repeal**

“分配”

**Substitute**

“配發”.

**17. Section 44B amended (Allotment of shares and debentures to be listed on stock exchange)**

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

**Repeal**

“分配”

**Substitute**

“配發”.

(2) Section 44B(1) and (6)(b)(i), Chinese text—

**Repeal**

“分配”

**Substitute**

“配發”.

**18. Section 45 repealed (Return as to allotments)**

Section 45—

**Repeal the section.**

**19. Cross-heading before section 46 repealed**

Cross-heading before section 46—

**Repeal the cross-heading.**

- 20. Section 46 repealed (Power to pay certain commissions, and prohibition of payment of all other commissions, discounts, &c.)**  
Section 46—  
**Repeal the section.**
- 21. Cross-headings before section 47A repealed**  
Cross-headings before section 47A—  
**Repeal the cross-headings.**
- 22. Sections 47A, 47B and 47C repealed**  
Sections 47A, 47B and 47C—  
**Repeal the sections.**
- 23. Cross-heading before section 47D repealed**  
Cross-heading before section 47D—  
**Repeal the cross-heading.**
- 24. Section 47D repealed (Special restriction for listed companies)**  
Section 47D—  
**Repeal the section.**
- 25. Cross-heading before section 47E repealed**  
Cross-heading before section 47E—  
**Repeal the cross-heading.**
- 26. Sections repealed**  
Sections 47E, 47F, 47G and 48—  
**Repeal the sections.**

- 27. Cross-heading before section 48B repealed**  
Cross-heading before section 48B—  
**Repeal the cross-heading.**
- 28. Section 48B repealed (Application of premiums received on issue of shares)**  
Section 48B—  
**Repeal the section.**
- 29. Cross-heading before section 48C repealed**  
Cross-heading before section 48C—  
**Repeal the cross-heading.**
- 30. Sections repealed**  
Sections 48C, 48D, 48E and 48F—  
**Repeal the sections.**
- 31. Cross-headings before section 49 repealed**  
Cross-headings before section 49—  
**Repeal the cross-headings.**
- 32. Sections repealed**  
Sections 49, 49A, 49B, 49BA, 49C, 49D, 49E, 49F, 49G and 49H—  
**Repeal the sections.**
- 33. Cross-heading before section 49I repealed**  
Cross-heading before section 49I—  
**Repeal the cross-heading.**

**34. Sections repealed**

Sections 49I, 49J, 49K, 49L, 49M, 49N and 49O—

**Repeal the sections.**

**35. Cross-heading before section 49P repealed**

Cross-heading before section 49P—

**Repeal the cross-heading.**

**36. Sections repealed**

Sections 49P, 49Q, 49R, 49S and 50—

**Repeal the sections.**

**37. Cross-heading before section 51 repealed**

Cross-heading before section 51—

**Repeal the cross-heading.**

**38. Sections repealed**

Sections 51, 52, 53, 54, 55, 56, 57, 57A, 57B and 57C—

**Repeal the sections.**

**39. Cross-heading before section 58 repealed**

Cross-heading before section 58—

**Repeal the cross-heading.**

**40. Sections repealed**

Sections 58, 59, 60, 61, 61A, 62 and 63—

**Repeal the sections.**

**41. Cross-heading before section 63A repealed**

Cross-heading before section 63A—

**Repeal the cross-heading.**

**42. Sections 63A, 64 and 64A repealed**

Sections 63A, 64 and 64A—

**Repeal the sections.**

**43. Cross-heading before section 65 repealed**

Cross-heading before section 65—

**Repeal the cross-heading.**

**44. Sections repealed**

Sections 65, 65A, 66, 67, 68, 69, 69A, 70, 71, 71A, 72, 73, 73A and 74—

**Repeal the sections.**

**45. Sections repealed**

Sections 74A, 74B, 75, 75A, 75B, 76, 77 and 78—

**Repeal the sections.**

**46. Parts IIA and III repealed**

Parts IIA and III—

**Repeal the Parts.**

**47. Cross-heading before section 92 repealed**

Cross-heading before section 92—

**Repeal the cross-heading.**

**48. Sections 92, 93 and 94 repealed**

Sections 92, 93 and 94—

**Repeal the sections.**

**49. Sections repealed**

Sections 95, 95A, 96, 97, 98, 98A, 99, 100, 101 and 102—

**Repeal the sections.**

**50. Cross-heading before section 103 repealed**

Cross-heading before section 103—

**Repeal the cross-heading.**

**51. Sections 103, 104 and 106 repealed**

Sections 103, 104 and 106—

**Repeal the sections.**

**52. Cross-heading before section 107 repealed**

Cross-heading before section 107—

**Repeal the cross-heading.**

**53. Sections 107, 109 and 110 repealed**

Sections 107, 109 and 110—

**Repeal the sections.**

**54. Cross-heading before section 111 amended**

Crossing-heading before section 111—

**Repeal**

**“and Proceedings”.**

**55. Sections repealed**

Sections 111, 113, 114, 114A, 114AA, 114B, 114C, 114D and 114E—

**Repeal the sections.**

**56. Section 115 substituted**

Section 115—

**Repeal the section**

**Substitute**

**“115. Representation of companies at meetings of creditors**

- (1) A corporation may, if it is a creditor (including a holder of debentures) of a company, by resolution of its directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of any creditors of the company held in pursuance of this Ordinance or of any rules made under it.
- (2) A person authorized under subsection (1) is entitled to exercise the same powers on behalf of the corporation which the person represents as that corporation could exercise if it were an individual creditor of the company.”.

**57. Sections repealed**

Sections 115A, 116, 116A, 116B, 116BA, 116BB, 116BC, 116C, 117, 118, 119, 119A and 120—

**Repeal the sections.**

**58. Cross-heading before section 121 repealed**

Cross-heading before section 121—

**Repeal the cross-heading.**

**59. Sections repealed**

Sections 121, 122, 123, 124, 125, 126, 127, 128, 129, 129A, 129B, 129C, 129D, 129E, 129F, 129G, 131, 132, 133, 134, 140, 140A, 140B, 141 and 141C—

**Repeal the sections.**

**60. Cross-heading before section 141CA repealed**

Cross-heading before section 141CA—

**Repeal the cross-heading.**

**61. Sections repealed**

Sections 141CA, 141CB, 141CC, 141CD, 141CE, 141CF and 141CG—

**Repeal the sections.**

**62. Cross-heading before section 141D repealed**

Cross-heading before section 141D—

**Repeal the cross-heading.**

**63. Section 141D repealed (Power of shareholders of certain private companies to waive compliance with requirements as to accounts)**

Section 141D—

**Repeal the section.**

**64. Cross-heading before section 141E repealed**

Cross-heading before section 141E—

**Repeal the cross-heading.**

**65. Section 141E repealed (Voluntary revision of accounts, summary financial reports or directors' reports)**

Section 141E—

**Repeal the section.**

**66. Cross-heading before section 142 repealed**

Cross-heading before section 142—

**Repeal the cross-heading.**

**67. Sections repealed**

Sections 142, 143, 144, 145, 145A, 145B, 146, 146A, 147, 148, 149, 150, 151 and 152—

**Repeal the sections.**

**68. Cross-heading before section 152A repealed**

Cross-heading before section 152A—

**Repeal the cross-heading.**

**69. Sections repealed**

Sections 152A, 152B, 152C, 152D, 152E and 152F—

**Repeal the sections.**

**70. Cross-heading before section 152FA repealed**

Cross-heading before section 152FA—

**Repeal the cross-heading.**

**71. Sections repealed**

Sections 152FA, 152FB, 152FC, 152FD and 152FE—

**Repeal the sections.**

**72. Cross-heading before section 153 repealed**

Cross-heading before section 153—

**Repeal the cross-heading.**

**73. Sections repealed**

Sections 153, 153A, 153B, 153C, 154, 154A, 154B, 155, 155A, 155B, 155C, 156, 157, 157A, 157B, 157C, 157D, 157H, 157HA, 157I, 157J, 158, 158A, 158B, 158C, 159, 160, 161, 161A, 161B, 161BA, 161BB, 161C, 162, 162A, 162B, 163, 163A, 163B, 163C, 163D and 164—

**Repeal the sections.**

**74. Cross-heading before section 165 repealed**

Cross-heading before section 165—

**Repeal the cross-heading.**

**75. Section 165 repealed (Provisions as to liability of officers and auditors)**

Section 165—

**Repeal the section.**

**76. Cross-heading before section 166 repealed**

Cross-heading before section 166—

**Repeal the cross-heading.**

**77. Sections repealed**

Sections 166, 166A, 167 and 168—

**Repeal the sections.**

**78. Cross-heading before section 168A repealed**

Cross-heading before section 168A—

**Repeal the cross-heading.**

**79. Sections 168A and 168B repealed**

Sections 168A and 168B—

**Repeal the sections.**

**80. Parts IVAAA and IVAA repealed**

Parts IVAAA and IVAA—

**Repeal the Parts.**

**81. Section 168C amended (Interpretation)**

(1) Section 168C(1)(c)—

**Repeal**

“non-Hong Kong company that is registered under Part XI”

**Substitute**

“registered non-Hong Kong company”.

(2) Section 168C—

**Repeal subsection (2).**

**82. Section 168F amended (Disqualification for persistent breaches of Ordinance)**

(1) Section 168F, heading—

**Repeal**

“**Ordinance**”

**Substitute**

“**specified provisions**”.

(2) Section 168F(1)—

**Repeal**

everything after “appears to it that”

**Substitute**

“the person has been persistently in default in relation to the specified provisions.”.

(3) Section 168F(2)—

**Repeal**

everything after “in default in relation to”

**Substitute**

“the specified provisions may (without prejudice to its proof in any other manner) be conclusively proved by showing that in the 5 years ending with the date of application the person has been adjudged guilty (whether or not on the same occasion) of 3 or more defaults in relation to the specified provisions.”.

(4) Section 168F(3)—

**Repeal**

everything after “a default in relation to”

**Substitute**

“a specified provision if—

- (a) the person is convicted of an offence consisting in a contravention of a specified provision (whether on the person's own part or on the part of any company); or
  - (b) an order of the court is made against the person under—
    - (i) in the case of a specified provision of the pre-amended Ordinance or this Ordinance, section 279, 302 or 306; or
    - (ii) in the case of a specified provision of the Companies Ordinance (28 of 2012), section 898 of that Ordinance.”.
- (5) Section 168F(4)—
- Repeal**  
“him”
- Substitute**  
“the person”.
- (6) After section 168F(4)—
- Add**
- “(4A) In this section—
- specified provision* (指明條文) means a provision of the pre-amended Ordinance, this Ordinance, or the Companies Ordinance (28 of 2012), requiring—
- (a) any return, accounts or other document to be filed with, or delivered or sent to, the Registrar; or
  - (b) notice of any matter to be given to the Registrar.”.

**83. Section 168G amended (Disqualification for fraud, etc., in winding up)**

Section 168G(3), Chinese text—

**Repeal**

“影子”

**Substitute**

“幕後”.

**84. Section 168H amended (Duty of court to disqualify unfit directors of insolvent companies)**

Section 168H(3), Chinese text—

**Repeal**

“影子”

**Substitute**

“幕後”.

**85. Section 168J substituted**

Section 168J—

**Repeal the section**

**Substitute**

**“168J. Disqualification after investigation of company**

(1) The court may make a disqualification order against a person where, on an application under section 879(6) of the Companies Ordinance (28 of 2012), it is satisfied that the person’s conduct in relation to the company makes the person unfit to be concerned in the management of a company.

(2) The maximum period of disqualification under this section is 15 years.”.

**86. Section 168K amended (Matters for determining unfitness of directors)**

Section 168K(4), Chinese text—

**Repeal**

“影子”

**Substitute**

“幕後”.

**87. Section 168N amended (Offences by body corporate)**

Section 168N(1)—

**Repeal**

“secretary”

**Substitute**

“company secretary”.

**88. Section 168O amended (Personal liability for company’s debts where person acts while disqualified)**

Section 168O(1)(a)—

**Repeal**

“section 156”

**Substitute**

“section 480(1) of the Companies Ordinance (28 of 2012)”.

**89. Section 168R amended (Register of disqualification orders)**

Section 168R(4)—

**Repeal**

“specified in the Eighth Schedule”

**Substitute**

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

**90. Section 170 amended (Liability as contributories of present and past members)**

(1) Section 170(1)(f)—

**Repeal**

“this Ordinance”

**Substitute**

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

(2) Section 170(2)—

**Repeal**

“this Ordinance”

**Substitute**

“the pre-amended Ordinance”.

**91. Section 177 amended (Circumstances in which company may be wound up by court)**

(1) Section 177(1)(e)—

**Repeal**

“memorandum or”.

(2) Section 177(2)(c)—

**Repeal**

“secretary”

**Substitute**

“company secretary”.

(3) Section 177(2)(d)—

**Repeal**

“company has failed to pay the annual registration fee payable under the Eighth Schedule”

**Substitute**

“company—

- (i) had failed to pay the annual registration fee payable under the Eighth Schedule of the pre-amended Ordinance; or
- (ii) has failed to pay the annual registration fee payable under a regulation made under section 26 of the Companies Ordinance (28 of 2012)”.

(4) Section 177(2)(e)—

**Repeal**

“obligations under this Ordinance”

**Substitute**

“specified obligations”.

(5) Section 177(3)—

**Repeal**

“conditions contained in its memorandum by adding a condition to the effect that the company shall be dissolved on the occurrence of a specified event, with or without a provision providing for or prohibiting the alteration of that condition”

**Substitute**

“provisions contained in its articles by adding a provision to the effect that the company is to be dissolved on the occurrence of a specified event, with or without another provision providing for or prohibiting the alteration of the added provision”.

(6) Section 177(4)—

**Repeal**

“conditions contained in its memorandum, subsections (2)(a), (3), (4), (7) and (8) of section 8 shall apply in relation to the alteration and to any application made under this section in the same manner as they apply in relation to alterations and to applications made under section 8.”

**Substitute**

“provisions contained in its articles, sections 90(5)(a), (5)(b) and (8) and 91(1)(a), (5) and (6) of the Companies Ordinance (28 of 2012) apply in relation to the alteration and to any application made under this section in the same manner as they apply in relation to alterations made under that section 90 and to applications made under that section 91.”.

(7) Section 177(5)—

**Repeal**

“conditions contained in its memorandum, subsections (7A) and (8) of section 8 shall apply in relation to the alteration made under this section in the same manner as they apply in relation to alterations made under section 8.”

**Substitute**

“provisions contained in its articles, section 90(5)(c), (6) and (8) of the Companies Ordinance (28 of 2012) applies in relation to the alteration made under this section in the same manner as it applies in relation to alterations made under that section 90.”.

(8) After section 177(6)—

**Add**

“(7) In this section—

*specified obligation* (指明義務) means an obligation under the pre-amended Ordinance, this Ordinance or the Companies Ordinance (28 of 2012).”.

**92. Section 179 amended (Provisions as to applications for winding up)**

(1) Section 179(1), Chinese text, proviso, paragraph (a)(ii)—

**Repeal**

“分配”

**Substitute**

“配發”.

(2) Section 179(1), proviso, paragraph (d)—

**Repeal**

“section 147(2)(a)”

**Substitute**

“section 879(1) of the Companies Ordinance (28 of 2012)”.

**93. Section 190 amended (Statement of company’s affairs to be submitted to provisional liquidator or liquidator)**

Section 190(2)—

**Repeal**

“secretary”

**Substitute**

“company secretary”.

**94. Section 196 amended (General provisions as to liquidators)**

Section 196(4)—

**Repeal**

“this Ordinance”

**Substitute**

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

**95. Section 199 amended (Powers of liquidator)**

Section 199(6)(a) and (b), Chinese text—

**Repeal**

“影子”

**Substitute**

“幕後”.

**96. Section 209A amended (Power of court to order winding up to be conducted as creditors’ voluntary winding up)**

(1) Section 209A(2)(d), after “convicted under”—

**Add**

“the pre-amended Ordinance,”.

(2) Section 209A(2)(f)—

**Repeal**

everything after “being investigated”

**Substitute**

“under—

- (i) a provision of the pre-amended Ordinance having a continuing effect under Schedule 11 to the Companies Ordinance (28 of 2012) or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1);
- (ii) this Ordinance; or
- (iii) any other law;”.

**97. Section 209B amended (Consequences of an order under section 209A)**

Section 209B(g)—

**Repeal**

“this Ordinance”

**Substitute**

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

**98. Section 219 amended (Inspection of books by creditors and contributories)**

(1) Section 219(1)—

**Repeal**

everything after “thinks just”

**Substitute a full stop.**

(2) After section 219(1)—

**Add**

“(1A) Where an order for inspection is made under subsection (1), creditors or contributories may, in accordance with the order but not further or otherwise—

- (a) inspect any books or papers in the possession of the company; or
- (b) if the books or papers are kept by the company by recording the contents of the books or papers otherwise than in a legible form, inspect a reproduction of the recording or the relevant part of it in a legible form.”.

**99. Section 227D amended (Compromises and arrangements with creditors)**

- (1) Section 227D, Chinese text, heading—

**Repeal**

“債務償還”.

- (2) Section 227D(1)—

**Repeal**

“The court may for the purposes of section 166 and notwithstanding subsection (1) thereof”

**Substitute**

“For the purposes of section 670 of the Companies Ordinance (28 of 2012), the court may despite subsection (1) of that section”.

- (3) Section 227D(1), Chinese text—

**Repeal**

“債務償還”.

- (4) Section 227D(2)—

**Repeal**

“section 166, have the same effect as if a meeting of the creditors or class of creditors had been summoned under section 166(1)”

**Substitute**

“section 673 of the Companies Ordinance (28 of 2012), have the same effect as if a meeting of the creditors or class of creditors had been summoned under section 670(1) of that Ordinance”.

- (5) Section 227D(3)—

**Repeal**

“this Ordinance”

**Substitute**

“this Ordinance, or of the Companies Ordinance (28 of 2012),”.

- (6) Section 227D(4)—

**Repeal**

“(債務償還安排) has the meaning assigned to it by section 166(5)”

**Substitute**

“(安排) has the meaning given by section 668(1) of the Companies Ordinance (28 of 2012)”.

**100. Section 228 amended (Circumstances in which company may be wound up voluntarily)**

Section 228(1)(a)—

**Repeal**

“memorandum or”.

**101. Section 236 amended (Power to fill vacancy in office of liquidators)**

Section 236(3)—

**Repeal**

“this Ordinance”

**Substitute**

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

**102. Section 265 amended (Preferential payments)**

Section 265(6), Chinese text, definition of *關連公司*, paragraphs (b) and (c)—

**Repeal**

“控股公司”

**Substitute**

“控權公司”.

**103. Section 271 amended (Offences by officers of companies in liquidation)**

Section 271(3), Chinese text—

**Repeal**

“影子”

**Substitute**

“幕後”.

**104. Section 285 amended (Unclaimed assets to be paid to companies liquidation account)**

Section 285(1), Chinese text—

**Repeal**

“未予分發”

**Substitute**

“未派發”.

**105. Section 287 amended (Meetings to ascertain wishes of creditors or contributories)**

Section 287(3)—

**Repeal**

“this Ordinance or”

**Substitute**

“this Ordinance or the Companies Ordinance (28 of 2012) or by”.

**106. Sections repealed**

Sections 290C, 290D, 291, 291A, 291AA, 291AB, 291B, 292 and 292A—

**Repeal the sections.**

**107. Section 296 amended (General rules and fees)**

(1) Section 296(1)—

**Repeal**

“this Ordinance”

**Substitute**

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

(2) Section 296(3)—

**Repeal**

“proceedings under this Ordinance”

**Substitute**

“the relevant proceedings”.

(3) After section 296(3)—

**Add**

“(3A) In subsection (3)—

*relevant proceedings* (有關法律程序) means—

- (a) proceedings under this Ordinance (other than winding up proceedings); or
- (b) proceedings in the winding up of companies, including those where proceedings under this Ordinance or the Companies Ordinance (28 of 2012) are taken with respect to a company which is being wound up.”.

**108. Section 300B amended (Special provisions as to statement submitted to receiver)**

Section 300B(2)—

**Repeal**

“secretary”

**Substitute**

“company secretary”.

**109. Sections repealed**

Sections 303, 303B, 304, 305 and 305A—

**Repeal the sections.**

**110. Part VIII heading amended**

Part VIII, heading—

**Repeal**

“FORMER”

**Substitute**

“COMPANIES”.

**111. Section 307 amended (Application of Ordinance to companies formed under former Companies Ordinance)**

(1) Section 307, Chinese text, heading—

**Repeal**

“前有《公司條例》”

**Substitute**

“《舊有公司條例》”.

(2) Section 307(a), (b) and (c)—

**Repeal**

“this Ordinance”

**Substitute**

“the Companies Ordinance (28 of 2012)”.

(3) Section 307, proviso—

**Repeal**

everything after “registered under”

**Substitute**

“a former Companies Ordinance.”.

(4) Section 307, Chinese text—

**Repeal**

“現有”

**Substitute**

“原有”.

**112. Section 308 substituted**

Section 308—

**Repeal the section**

**Substitute**

**“308. Application of Ordinance to companies registered under Companies Ordinances**

- (1) Subject to section 308A, this Ordinance applies to a company registered but not formed under the Companies Ordinance (28 of 2012) and its officers, members, contributories and creditors in the same manner in all respects as if the company had been formed under that Ordinance.
- (2) This Ordinance applies to a company registered but not formed under a former Companies Ordinance and its officers, members, contributories and creditors in the same manner as it applies to a company registered but not formed under the Companies Ordinance (28 of 2012).
- (3) For the purposes of applying this Ordinance to a company registered but not formed under a former Companies Ordinance or the Companies Ordinance (28 of 2012), a reference in this Ordinance to the date of registration is to be read as the date on which the company was registered under the former Companies Ordinance or the Companies Ordinance (28 of 2012), as the case may be.”.

**113. Section 308A added**

After section 308—

**Add****“308A. Exceptions to section 308**

- (1) If a company registered but not formed under the Companies Ordinance (28 of 2012) is wound up, every person who has a relevant liability is—
  - (a) a contributory in respect of the company’s debts and liabilities contracted before registration; and
  - (b) a contributory who is liable to contribute to the assets of the company, in the course of the winding up, all sums due from the person in respect of the relevant liability.
- (2) In subsection (1)—

*relevant liability* (相關法律責任) means the liability to pay or contribute to the payment of—

  - (a) the company’s debts and liabilities contracted before the registration;
  - (b) any sum for the adjustment of the rights of the members among themselves in respect of those debts and liabilities; or
  - (c) the costs and expenses of winding up the company, so far as relating to those debts and liabilities.
- (3) In the event of the death or bankruptcy of such a contributory, the provisions of this Ordinance with respect to the personal representatives of deceased contributories, and to the trustees of bankrupt contributories, apply.”.

**114. Section 309 substituted**

Section 309—

**Repeal the section**

**Substitute**

**“309. Application of Ordinance to companies re-registered under Companies Ordinances**

- (1) This Ordinance as read with section 133 of the Companies Ordinance (28 of 2012) applies to an unlimited company registered as a limited company under—
  - (a) section 58 of the Companies Ordinance 1911 (58 of 1911);
  - (b) section 19 of the pre-amended Ordinance; and
  - (c) section 130 of the Companies Ordinance (28 of 2012).
- (2) For the purposes of applying this Ordinance to an unlimited company registered as a limited company under the Companies Ordinance 1911 (58 of 1911), the pre-amended Ordinance or the Companies Ordinance (28 of 2012), a reference in this Ordinance to the date of registration is to be read as the date on which the unlimited company was registered as a limited company under the Companies Ordinance 1911 (58 of 1911), the pre-amended Ordinance or the Companies Ordinance (28 of 2012), as the case may be.”.

**115. Part IX heading amended (Companies not formed under this Ordinance authorized to register under this Ordinance)**

Part IX, heading—

**Repeal**

“UNDER THIS ORDINANCE AUTHORIZED TO REGISTER UNDER THIS ORDINANCE”

**Substitute**

“, BUT REGISTERED, UNDER COMPANIES ORDINANCES”.

**116. Sections repealed**

Sections 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322 and 323—

**Repeal the sections.**

**117. Section 324 amended (Power of court to stay or restrain proceedings)**

Section 324—

**Repeal**

“this Part”

**Substitute**

“Part IX of the pre-amended Ordinance, or Part 17 of the Companies Ordinance (28 of 2012),”.

**118. Section 325 amended (Actions stayed on winding-up order)**

Section 325—

**Repeal**

“this Part”

**Substitute**

“Part IX of the pre-amended Ordinance, or Part 17 of the Companies Ordinance (28 of 2012),”.

**119. Section 326 amended (Meaning of unregistered companies)**

(1) Section 326(1)(a)—

**Repeal**

“this Ordinance”

**Substitute**

“the pre-amended Ordinance, or under the Companies Ordinance (28 of 2012)”.

(2) Section 326(2)—

**Repeal**

“non-Hong Kong company that is registered under Part XI”

**Substitute**

“registered non-Hong Kong company”.

**120. Section 331 amended (Provisions of Part X cumulative)**

Section 331—

**Repeal**

“registered under this Ordinance”

**Substitute**

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

**121. Section 331A amended (Saving for enactments providing for winding up under former Companies Ordinances)**

(1) Section 331A, Chinese text, heading—

**Repeal**

“前有各公司條例”

**Substitute**

“各《舊有公司條例》”。

(2) Section 331A—

**Repeal**

“this Ordinance”

**Substitute**

“the pre-amended Ordinance”。

**122. Part XI repealed**

Part XI—

**Repeal the Part.**

**123. Section 342 amended (Dating of prospectus and particulars to be contained therein)**

Section 342(6)—

**Repeal**

everything after “may incur”

**Substitute**

“under—

- (a) the general law;
- (b) the provisions of the pre-amended Ordinance having a continuing effect under Schedule 11 to the Companies Ordinance (28 of 2012) or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1);
- (c) this Ordinance apart from this section; or

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

**124. Section 342B amended (Provisions as to expert’s consent, and allotment)**

(1) Section 342B, Chinese text, heading—

**Repeal**

“分配”

**Substitute**

“配發”.

(2) Section 342B(1)(a), Chinese text—

**Repeal**

“註冊”

**Substitute**

“登記”.

**125. Section 342C amended (Registration of prospectus)**

(1) Section 342C, Chinese text, heading—

**Repeal**

“註冊”

**Substitute**

“登記”.

(2) Section 342C(2)(c)—

**Repeal**

“or specified by the Registrar under section 346 which are applicable to prospectuses to be registered under this Part”

**Substitute**

“and the requirements set out in subsection (7A)”.

- (3) Section 342C(7)(a)(iii)—

**Repeal**

“and”.

- (4) Section 342C(7)(a)(iv)—

**Repeal**

“or specified by the Registrar under section 346 which are applicable to prospectuses to be registered under this Part”

**Substitute**

“and the requirements set out in subsection (7A)”.

- (5) After section 342C(7)(a)(iv)—

**Add**

“(v) it is accompanied by any fee that is payable, in respect of the registration, under a regulation made under section 26 of the Companies Ordinance (28 of 2012); and”.

- (6) Section 342C(7)(b)—

**Repeal**

“and (iv)”

**Substitute**

“, (iv) and (v)”.

- (7) After section 342C(7)—

**Add**

“(7A) The following are the requirements set out for the purposes of subsections (2)(c) and (7)(a)(iv)—

- 
- (a) any requirement that the Registrar may specify, by notice in the Gazette, in relation to font size of prospectuses for the purposes of this section;
  - (b) any other requirements that the Registrar may specify for the purpose of—
    - (i) ensuring that documents of the same kind are of a standard form; and
    - (ii) enabling the Registrar to make copies or image records of documents and to make and keep records of the information contained in them.
- (7B) For the purposes of subsection (7A)(b), the Registrar may specify different requirements for different documents or classes of documents.”.
- (8) Section 342C(1), (2)(a) and (b), (3), (5)(a) and (b), (6), (7)(a) and (b) and (8), Chinese text—

**Repeal**

“註冊” (wherever appearing)

**Substitute**

“登記”.

**126. Section 342CC amended (Submission of certified copies)**

- (1) Section 342CC(b)(ii)—

**Repeal**

“secretary”

**Substitute**

“company secretary”.

(2) Section 342CC(b)(iii)—

**Repeal**

“secretary” (wherever appearing)

**Substitute**

“company secretary”.

**127. Section 343 amended (Interpretation of provisions as to prospectuses)**

Section 343(3)—

**Repeal**

“incorporated under this Ordinance”

**Substitute**

“as defined in section 2(1)”.

**128. Part XIA repealed**

Part XIA—

**Repeal the Part.**

**129. Cross-heading before section 346 repealed**

Cross-heading before section 346—

**Repeal the cross-heading.**

**130. Sections repealed**

Sections 346, 346A, 346B, 347, 348, 348A, 348B and 348BA—

**Repeal the sections.**

**131. Cross-heading before section 348C repealed**

Cross-heading before section 348C—

**Repeal the cross-heading.**

**132. Sections 348C and 348D repealed**

Sections 348C and 348D—

**Repeal the sections.**

**133. Sections 349A, 350, 350A repealed**

Sections 349A, 350 and 350A—

**Repeal the sections.**

**134. Section 350B amended (Injunctions)**

(1) Section 350B(1)(e), after “person;”—

**Add**

“or”.

(2) Section 350B(1)(f)—

**Repeal the semicolon**

**Substitute a comma.**

(3) Section 350B(1)—

**Repeal paragraphs (g) and (h).**

**135. Section 351 amended (Provision for punishment and offence)**

Section 351(2), Chinese text —

**Repeal**

“影子” (wherever appearing)

**Substitute**

“幕後”.

**136. Section 351B repealed (Production and inspection of books where offence suspected)**

Section 351B—

**Repeal the section.**

**137. Cross-heading before section 356 amended**

Cross-heading before section 356—

**Repeal**

**“Service of Documents and”.**

**138. Sections 356, 357 and 358 repealed**

Sections 356, 357 and 358—

**Repeal the sections.**

**139. Section 359A amended (Power to make regulations)**

Section 359A—

**Repeal subsections (2), (3), (4), (5) and (6).**

**140. Section 360 amended (Power to amend requirements as to accounts, Schedules, tables, forms and fees)**

(1) Section 360, heading—

**Repeal**

**“requirements as to accounts, Schedules, tables, forms and fees”**

**Substitute**

**“Schedules”.**

(2) Section 360—

**Repeal subsections (1), (2), (3A), (4), (5) and (10).**

**141. Section 360B amended (Power of Chief Executive in Council to order Registrar to refuse registration if satisfied that a company is being formed to evade the Societies Ordinance)**

(1) Section 360B—

**Re-number the section as section 360B(1).**

(2) Section 360B(1)—

**Repeal**

“memorandum and articles of association of a company delivered to him in accordance with section 15”

**Substitute**

“relevant documents”.

(3) Section 360B(1)—

**Repeal**

“memorandum and articles, and upon receipt of such order, the Registrar shall, notwithstanding the provisions of section 15, refuse registration of the memorandum and articles”

**Substitute**

“relevant documents. Despite section 15 of the pre-amended Ordinance or section 67 of the Companies Ordinance (28 of 2012), the Registrar must refuse registration of the relevant documents on receipt of the order”.

(4) After section 360B(1)—

**Add**

“(2) In this section—

*relevant documents* (有關文件) means—

- (a) the memorandum of association and articles of association of the company delivered to the Registrar in accordance with section 15 of the pre-amended Ordinance; or
- (b) the incorporation form and articles of association of the company delivered to the Registrar in accordance with section 67 of the Companies Ordinance (28 of 2012).”.

**142. Section 360C amended (Power of the Chief Executive in Council to order company engaging in undesirable activities to be struck off)**

- (1) Section 360C(1)—

**Repeal**

“this Ordinance”

**Substitute**

“the Companies Ordinance (28 of 2012)”.

- (2) Section 360C(1), English text—

**Repeal**

“register of companies”

**Substitute**

“Companies Register”.

- (3) Section 360C(1), Chinese text—

**Repeal**

“前有《公司條例》”

**Substitute**

“《舊有公司條例》”.

(4) Section 360C(3)—

**Repeal**

“each of the persons who signed the memorandum of association, addressed to him at the address mentioned in that memorandum”

**Substitute**

“each of the founder members, addressed to the founder member at the address mentioned in the memorandum of association or incorporation form, as the case may be”.

**143. Section 360D repealed (Certain sections not to apply)**

Section 360D—

**Repeal the section.**

**144. Section 360E amended (Vesting and disposal of property of company struck off)**

Section 360E(2)—

**Repeal**

“memorandum and articles of association”

**Substitute**

“articles”.

**145. Section 360N amended (Companies to which Part XI applies)**

(1) Section 360N, heading—

**Repeal**

“Companies to which Part XI applies”

**Substitute**

“Non-Hong Kong Companies”.

(2) Section 360N—

**Repeal**

“company to which Part XI applies”

**Substitute**

“non-Hong Kong company”.

**146. Part XIV repealed**

Part XIV—

**Repeal the Part.**

**147. First and Second Schedules repealed**

First and Second Schedules—

**Repeal the Schedules.**

**148. Third Schedule amended (Matters to be Specified in Prospectus and Reports to be set out therein)**

(1) Third Schedule, Part I, paragraph 2—

**Repeal**

“and the description and nominal value of the shares into which it”

**Substitute**

“or maximum number of shares issuable under the articles and the description and nominal value (if any) of the shares into which the authorized share capital”.

(2) Third Schedule, Chinese text, Part I, paragraph 9—

**Repeal**

“分配” (wherever appearing)

**Substitute**

“配發”.

- (3) Third Schedule, Part I, paragraph 29—

**Repeal**

“accounts”

**Substitute**

“financial statements”.

- (4) Third Schedule, Part II, paragraph 31(1)—

**Repeal**

“accounts have been made up”

**Substitute**

“financial statements have been prepared”.

- (5) Third Schedule, Part II, paragraph 31(2)(b)—

**Repeal**

“accounts of the company were made up”

**Substitute**

“financial statements of the company were prepared”.

- (6) Third Schedule, Part II, paragraph 32(b)—

**Repeal**

“accounts of the business were made up”

**Substitute**

“financial statements of the business were prepared”.

- (7) Third Schedule, Part II, paragraph 33(1)(ii)—

**Repeal**

“accounts of the undertaking were made up”

**Substitute**

“financial statements of the undertaking were prepared”.

- (8) Third Schedule, Part II, paragraph 34(1)—

**Repeal**

“accounts at the last date to which the accounts have been made up”

**Substitute**

“financial statements at the last date to which the financial statements have been prepared”.

- (9) Third Schedule, Chinese text, Part III, paragraph 38—

**Repeal**

“分配” (wherever appearing)

**Substitute**

“配發”.

- (10) Third Schedule, Part III, paragraph 40—

**Repeal**

“accounts of the company or business have only been made up”

**Substitute**

“financial statements of the company or business have only been prepared”.

- (11) Third Schedule, Part III, paragraph 41—

**Repeal**

everything after ““financial year” (財政年度)”

**Substitute**

“in this Schedule means the year in respect of which the financial statements of the company or of the business, as the case may be, are prepared, and where by reason of any alteration of the date on which the financial year of the company or business terminates the financial statements of the company or business have been prepared for a period greater or less than a year, that period is for the purposes of this Schedule to be regarded as a financial year.”.

**149. Fourth Schedule amended (Form of Statement in lieu of Prospectus to be delivered to Registrar by a Company which does not issue a Prospectus or which does not go to Allotment on a Prospectus Issued, and Reports to be set out therein)**

(1) Fourth Schedule, Chinese text, heading—

**Repeal**

“分配”

**Substitute**

“配發”.

(2) Fourth Schedule, Part I—

**Repeal**

“THE COMPANY ORDINANCE

*Statement in lieu of Prospectus delivered for  
registration by*

*[Insert the name of the company]*

Pursuant to section 43 of the  
Companies Ordinance”

**Substitute**

“COMPANIES (WINDING UP AND  
MISCELLANEOUS PROVISIONS) ORDINANCE

*Statement in lieu of Prospectus delivered for  
registration by  
[Insert the name of the company]*

Pursuant to section 43 of the Companies (Winding Up and  
Miscellaneous Provisions) Ordinance”.

- (3) Fourth Schedule, Chinese text, Part I—

**Repeal**

“授權交付註冊”

**Substitute**

“授權交付登記”.

- (4) Fourth Schedule, Part I—

**Repeal**

“nominal share capital”

**Substitute**

“amount of the issued share capital”.

- (5) Fourth Schedule, Chinese text, Part I—

**Repeal**

“分配” (wherever appearing)

**Substitute**

“配發”.

- (6) Fourth Schedule, Part II, paragraph 1(b)—

**Repeal**

“accounts of the business were made up”

**Substitute**

“financial statements of the business were prepared”.

- (7) Fourth Schedule, Part II, paragraph 2(2)(b)—

**Repeal**

“accounts of the undertaking were made up”

**Substitute**

“financial statements of the undertaking were prepared”.

- (8) Fourth Schedule, Part III, paragraph 4—

**Repeal**

“accounts of the business or undertaking have only been made up”

**Substitute**

“financial statements of the business or undertaking have only been prepared”.

- (9) Fourth Schedule, Part III, paragraph 6—

**Repeal**

“this Ordinance”

**Substitute**

“the Companies Ordinance (28 of 2012)”.

**150. Schedules repealed**

Seventh, Eighth, Ninth, Tenth and Eleventh Schedules—

**Repeal the Schedules.**

**151. Twelfth Schedule amended (Punishment of offences under this Ordinance)**

- (1) Twelfth Schedule, entries relating to the following—

- (a) section 8(8);
- (b) section 10(3);
- (c) section 13(4);
- (d) section 18A(2);
- (e) section 21(9);
- (f) section 22(1B);
- (g) section 22(6);
- (h) section 22A(4);
- (i) section 26(2);
- (j) section 27(2);
- (k) section 30(2);
- (l) section 30(2A);
- (m) section 45(3);
- (n) section 46(5);
- (o) section 47A(3);
- (p) section 47F(4);
- (q) section 47F(5);
- (r) section 47G(10);
- (s) section 49G(6);
- (t) section 49G(7);
- (u) section 49K(6);
- (v) section 49M(6);
- (w) section 49N(4);
- (x) section 50(3);
- (y) section 54(2);
- (z) section 55(3);

- (za) section 57A(3);
- (zb) section 57B(6);
- (zc) section 58(1B);
- (zd) section 63;
- (ze) section 64(5);
- (zf) section 69(2);
- (zg) section 70(2);
- (zh) section 71A(9);
- (zi) section 74A(4);
- (zj) section 75(4);
- (zk) section 81(3);
- (zl) section 82(2);
- (zm) section 87(7);
- (zn) section 88(4);
- (zo) section 89(4);
- (zp) section 89(5);
- (zq) section 90(2)(a);
- (zr) section 91(6);
- (zs) section 92(4);
- (zt) section 93(3);
- (zu) section 93(4);
- (zv) section 93(5);
- (zw) section 95(4);
- (zx) section 95A(3);
- (zy) section 96(3);
- (zz) section 98(3);

- (zza) section 99(4);
- (zzb) section 103(7);
- (zzc) section 104(7);
- (zzd) section 109(4);
- (zze) section 111(5) (relating to subsections (1) and (2));
- (zzf) section 111(5) (relating to subsection (4));
- (zzg) section 114C(3);
- (zzh) section 114C(5);
- (zzi) section 115A(7);
- (zzj) section 116B(10);
- (zzk) section 116BA(2);
- (zzl) section 116BC(5);
- (zzm) section 116BC(6);
- (zzn) section 117(5);
- (zzo) section 117(6);
- (zzp) section 119(4);
- (zzq) section 119A(3);
- (zzr) section 120(3);
- (zzs) section 121(4);
- (zzt) section 122(3);
- (zzu) section 123(6);
- (zzv) section 124(3);
- (zzw) section 128(6);
- (zzx) section 129(6);
- (zzy) section 129B(3);
- (zzz) section 129C(3);

- (zzza) section 129F;
- (zzzb) section 129G(3) (relating to subsection (1) or (2A));
- (zzzc) section 129G(3) (relating to subsection (2));
- (zzzd) section 131(7);
- (zzze) section 133(2);
- (zzzf) section 134(1);
- (zzzg) section 140A(7);
- (zzzh) section 140B(3);
- (zzzi) section 141CA(2);
- (zzzj) section 141CC(3) (offence relating to contravention of section 141CC(1));
- (zzzk) section 141CC(3) (offence relating to contravention of section 141CC(2));
- (zzzl) section 141CD(3);
- (zzzm) section 141CE(2);
- (zzzn) section 141CF(3)(a);
- (zzzo) section 141CF(3)(b);
- (zzzp) section 141D(4);
- (zzzq) section 141E(4);
- (zzzr) section 152A(4);
- (zzzs) section 152B(4);
- (zzzt) section 152C(2);
- (zzzu) section 152D(1);
- (zzzv) section 152E;
- (zzzw) section 152FC(3);
- (zzzx) section 153(3);

- (zzzy) section 153A(3);
- (zzzz) section 153C(4);
- (zzzza) section 153C(5);
- (zzzzb) section 155(5);
- (zzzzc) section 155A(5);
- (zzzzd) section 155B(3);
- (zzzze) section 155B(4);
- (zzzzf) section 156(1);
- (zzzzg) section 157J(3);
- (zzzzh) section 158(8);
- (zzzzi) section 158A(3);
- (zzzzj) section 158B(2);
- (zzzzk) section 159(3);
- (zzzzl) section 161A(2);
- (zzzzm) section 161BA(7);
- (zzzzn) section 161BA(11);
- (zzzzo) section 161BB(3);
- (zzzzp) section 161BB(7);
- (zzzzq) section 161C(3);
- (zzzzr) section 162(3);
- (zzzzs) section 162A(2);
- (zzzzt) section 162B(3);
- (zzzzu) section 163B(2);
- (zzzzv) section 166(4);
- (zzzzw) section 166A(4);
- (zzzzx) section 166A(5);

- (zzzzy) section 167(3);
- (zzzzz) section 168A(4);
- (zzzzza) section 168BAI(3);
- (zzzzzb) section 291AA(14);
- (zzzzzc) section 292(5);
- (zzzzzd) section 337B(7);
- (zzzzze) section 340;
- (zzzzzf) section 348C(4);
- (zzzzzg) section 349A(1);
- (zzzzzh) section 349A(2);
- (zzzzzi) section 350;
- (zzzzzj) section 350A—

**Repeal the entries.**

- (2) Twelfth Schedule, Chinese text, entry relating to section 43(4), under heading “General nature of offence”—

**Repeal**

“分配”

**Substitute**

“配發”.

- (3) Twelfth Schedule, Chinese text, entry relating to section 44A(4), under heading “General nature of offence”—

**Repeal**

“分配”

**Substitute**

“配發”.

- (4) Twelfth Schedule, entry relating to section 342F(1), under heading “General nature of offence”—

**Repeal**

everything after “prospectus”

**Substitute**

“(containing an untrue statement) relating to shares in or debentures of a company incorporated outside Hong Kong (whether the company has or has not established a place of business in Hong Kong)”.

**152. Thirteenth and Fourteenth Schedules repealed**

Thirteenth and Fourteenth Schedules—

**Repeal the Schedules.**

**153. Fifteenth Schedule amended (Matters for determining unfitness of directors)**

- (1) Fifteenth Schedule, Part I, paragraph 3—

**Repeal**

everything after “comply”

**Substitute**

“with—

- (a) any of the following provisions of the pre-amended Ordinance—
- (i) section 81;
  - (ii) section 95;
  - (iii) section 96;
  - (iv) section 107;
  - (v) section 109;
  - (vi) section 119A;

- (vii) section 121;
- (viii) section 158;
- (ix) section 158A; and
- (b) any of the following provisions of the Companies Ordinance (28 of 2012)—
  - (i) section 335;
  - (ii) section 336;
  - (iii) section 341;
  - (iv) section 342;
  - (v) section 373;
  - (vi) section 374;
  - (vii) section 377;
  - (viii) section 619;
  - (ix) section 627;
  - (x) section 628;
  - (xi) section 630;
  - (xii) section 641;
  - (xiii) section 642(1);
  - (xiv) section 643;
  - (xv) section 645;
  - (xvi) section 648;
  - (xvii) section 649(1);
  - (xviii) section 650;
  - (xix) section 652;
  - (xx) section 662; and
  - (xxi) section 664.”.

(2) Fifteenth Schedule, Part I, paragraph 4—

**Repeal**

everything after “comply”

**Substitute**

“with—

(a) sections 122 and 129B of the pre-amended Ordinance; and

(b) sections 387 and 429 of the Companies Ordinance (28 of 2012).”.

**154. Sixteenth Schedule repealed (Companies to which section 291AA or 344A of this Ordinance does not apply)**

Sixteenth Schedule—

**Repeal the Schedule.**

**155. Seventeenth Schedule amended (Offers specified for the purposes of paragraph (b)(ii) of the definition of *prospectus* in section 2(1) of this Ordinance)**

(1) Seventeenth Schedule, Part 1, section 6—

**Repeal**

everything after “merger or a share”

**Substitute**

“buy-back which is in compliance with the Codes on Takeovers and Mergers and Share Buy-backs issued by the Commission as in force from time to time.”.

(2) Seventeenth Schedule, Chinese text, Part 1, section 7(a)(ii)—

**Repeal**

“分發”

**Substitute**

“分派”.

**156. Twenty-first Schedule amended (Provisions in accordance with which a prospectus may consist of more than one document)**

(1) Twenty-first Schedule, Part 1, section 8(a)—

**Repeal**

“accounts”

**Substitute**

“financial statements”.

(2) Twenty-first Schedule, Part 1, section 8(c)—

**Repeal**

“accounts”

**Substitute**

“financial statements”.

(3) Twenty-first Schedule, Part 2, section 8(a)—

**Repeal**

“accounts”

**Substitute**

“financial statements”.

(4) Twenty-first Schedule, Part 2, section 8(c)—

**Repeal**

“accounts”

**Substitute**

“financial statements”.

**157. Twenty-third Schedule amended (Parent and subsidiary undertakings)**

- (1) Twenty-third Schedule, Chinese text, section 1(1), definition of 股、股份, paragraph (a)—

**Repeal**

“分配”

**Substitute**

“配發”.

- (2) Twenty-third Schedule, section 2(1)(b)(i)—

**Repeal**

“the subsidiary undertaking’s memorandum or articles or equivalent constitutional documents”

**Substitute**

“any document constituting or regulating the subsidiary undertaking”.

- (3) Twenty-third Schedule, section 5(b)(i)—

**Repeal**

“the memorandum or articles, or equivalent constitutional documents, of the undertaking”

**Substitute**

“any document constituting or regulating the undertaking”.

**158. Twenty-fourth Schedule repealed (Offices not included in definition of *place of business* under Part XI of this Ordinance)**

Twenty-fourth Schedule—

**Repeal the Schedule.**

## **Part 2**

### **Amendment to Companies (Amendment) Ordinance 2010 (12 of 2010)**

- 159. Part 7 repealed (Amendments relating to paperless holding and transfer of shares and debentures)**

Part 7—

**Repeal the Part.**

## **Part 3**

### **Amendment to Companies (Forms) Regulations (Cap. 32 sub. leg. B)**

- 160. Regulations repealed**

Regulations 3, 5, 7 and 8—

**Repeal the regulations.**

## **Part 4**

### **Amendments to Companies (Fees and Percentages) Order (Cap. 32 sub. leg. C)**

- 161. Paragraph 2 amended**

Paragraph 2—

**Repeal**

**“Companies Ordinance”**

**Substitute**

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

**162. Paragraph 3 amended**

(1) Paragraph 3—

**Repeal**

“Companies Ordinance (Cap. 32)”

**Substitute**

“Ordinance”.

(2) Paragraph 3, after “fees contained in”—

**Add**

“item 1 of”.

**163. Schedule 1 substituted**

Schedule 1—

**Repeal the schedule**

**Substitute**

**“Schedule 1**

[para. 3]

Item	Particular	Fee	Document to be stamped
1.	On an application under section 290 of the Ordinance for a declaration that the dissolution of a company is void.	\$1,045.00	The notice of motion or summons.
2.	<p>On presenting a petition—</p> <p>(a) under section 89 of the Companies Ordinance (28 of 2012) to cancel an alteration of the objects in a company’s articles; or</p> <p>(b) under section 226 of the Companies Ordinance (28 of 2012) to confirm a reduction of share capital.</p>	\$1,045.00	The petition.

This fee includes any fee on answering a petition or setting down for hearing. Where a petition is presented under more than one of these sections, only one fee of \$1,045.00 is charged on the petition.

Companies Ordinance

Schedule 9  
Part 4

A5299

Ord. No. 28 of 2012

Item	Particular	Fee	Document to be stamped
3.	On an application—		
	(a) under section 182 of the Companies Ordinance (28 of 2012) to cancel a variation of shareholders' rights;		
	(b) under section 765 of the Companies Ordinance (28 of 2012) for restoration of a company to the Companies Register;		
	(c) under section 346 of the Companies Ordinance (28 of 2012) for extension of time for registration;		
	(d) under section 347 of the Companies Ordinance (28 of 2012) for rectification of register of charges; or		
	(e) under section 673 of the Companies Ordinance (28 of 2012) to sanction an arrangement or compromise.	\$1,045.00	The notice of motion or summons.”.

**164. Schedule 3 amended**

- (1) Schedule 3, Chinese text, Table A, item 6(a) and (b)—

**Repeal**

“分發”

**Substitute**

“派發”.

- (2) Schedule 3, Chinese text, Table B, number IV(3)—

**Repeal**

“分發”

**Substitute**

“派發”.

**Part 5**

**Repeal of Companies (Exemption from Statement of  
Turnover) Order (Cap. 32 sub. leg. D)**

**165. Companies (Exemption from Statement of Turnover) Order  
repealed**

The Companies (Exemption from Statement of Turnover) Order  
(Cap. 32 sub. leg. D)—

**Repeal the Order.**

## **Part 6**

### **Repeal of Companies (Specification of Names) Order (Cap. 32 sub. leg. E)**

#### **166. Companies (Specification of Names) Order repealed**

The Companies (Specification of Names) Order (Cap. 32 sub. leg. E)—

**Repeal the Order.**

## **Part 7**

### **Amendments to Companies (Winding-Up) Rules (Cap. 32 sub. leg. H)**

#### **167. Rule 1 amended (Application of rules)**

(1) Rule 1(1)—

**Repeal**

“and to all proceedings under section 168A of the Ordinance”.

(2) Rule 1—

**Repeal paragraph (2).**

#### **168. Rule 2 amended (Interpretation of terms)**

(1) Rule 2, definition of *company*—

**Repeal**

“or proceedings under section 168A of the Ordinance”.

(2) Rule 2, definition of *proceedings*—

**Repeal**

“, or proceedings under section 168A of the Ordinance”.

(3) Rule 2, after definition of *Registrar*—

**Add**

“*relevant provision* (有關條文) means a provision of—

- (a) the Ordinance;
- (b) the pre-amended Ordinance having a continuing effect under Schedule 11 to the Companies Ordinance (28 of 2012) or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1); or
- (c) the Companies Ordinance (28 of 2012);”.

**169. Rule 5 amended (Matters in court to be heard in court and chambers)**

Rule 5(3)—

**Repeal**

“the Ordinance”

**Substitute**

“a relevant provision”.

**170. Rule 8 amended (Times for holding court)**

Rule 8—

**Repeal**

“and applications under section 168A of the Ordinance”.

**171. Rule 9 amended (Title of proceedings)**

(1) Rule 9(1)—

**Repeal**

“19 .”

**Substitute**

“20 .”.

(2) Rule 9(1)—

**Repeal**

“Companies Ordinance”

**Substitute**

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

**172. Rule 21 amended (Enforcement of orders)**

Rule 21—

**Repeal**

“the Ordinance and rules,”

**Substitute**

“a relevant provision or by the rules”.

**173. Rule 22 amended (Form of petition)**

(1) Rule 22—

**Repeal**

“, 3 or 3A”

**Substitute**

“or 3”.

(2) Rule 22—

**Repeal**

“, 3 & 3A”

**Substitute**

“& 3”.

**174. Rule 26 amended (Verification of petition)**

Rule 26—

**Repeal**

“secretary”

**Substitute**

“company secretary”.

**175. Cross-heading before rule 34 amended**

Cross-heading before rule 34—

**Repeal**

“AND ORDER UNDER SECTION 168A OF THE ORDINANCE”.

**176. Rule 35 amended (Drawing up and contents of winding-up order)**

(1) Rule 35(1)—

**Repeal**

“or an order under section 168A of the Ordinance”.

(2) Rule 35(1)—

**Repeal**

“Except in the case of an order made under section 168A of the Ordinance it shall not be”

**Substitute**

“It is not”.

(3) Rule 35(2)—

**Repeal**

“secretary”

**Substitute**

“company secretary”.

**177. Rule 36 amended (Transmission and advertisement of winding-up order)**

Rule 36—

**Repeal paragraph (3).**

**178. Rule 58 amended (Application by or against delinquent directors, officers and promoters)**

(1) Rule 58(1)—

**Repeal**

“of the Ordinance”.

(2) Rule 58(1)(a), after “section 276”—

**Add**

“of the Ordinance”.

(3) Rule 58(1)(b), after “section 275(1), (2) or (4)”—

**Add**

“of the Ordinance”.

(4) Rule 58(1)(c), after “section 168I”—

**Add**

“of the Ordinance”.

(5) Rule 58(1)(d)—

**Repeal**

“section 358(2)”

**Substitute**

“section 904(1) of the Companies Ordinance (28 of 2012)”.

**179. Rule 59 amended (Use of depositions taken at public examinations)**

Rule 59—

**Repeal**

“the Ordinance mentioned”

**Substitute**

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

**180. Rule 117 amended (Costs of calling meeting)**

Rule 117—

**Repeal**

“section 166 and of complying with the requirements of section 166A”

**Substitute**

“section 670 of the Companies Ordinance (28 of 2012) and of complying with the requirements of section 671 of the Companies Ordinance (28 of 2012)”.

**181. Rule 125 amended (Cases in which creditors may not vote)**

Rule 125—

**Repeal**

“Receiving Order in bankruptcy”

**Substitute**

“bankruptcy order”.

**182. Rule 131 amended (Proxies)**

(1) Rule 131, after “of the Ordinance”—

**Add**

“, or section 606 or 607 of the Companies Ordinance (28 of 2012),”.

(2) Rule 131—

**Repeal**

“secretary”

**Substitute**

“company secretary”.

**183. Rule 155 amended (Office of liquidator vacated by his insolvency)**

Rule 155—

**Repeal**

“Receiving Order in bankruptcy is made against the liquidator, he shall thereby vacate his office, and for the purposes of the application of the Ordinance and rules shall be”

**Substitute**

“bankruptcy order is made against the liquidator, the liquidator must thereby vacate office, and for the purposes of the application of the Ordinance, the rules and the Companies Ordinance (28 of 2012) is”.

**184. Rule 173 amended (Applications for costs)**

Rule 173—

**Repeal**

“other than a proceeding under section 168A of the Ordinance,”.

**185. Appendix amended (Forms)**

(1) Appendix, Form 2, paragraph 1—

**Repeal**

“Companies Ordinance (Chapter 32)”

**Substitute**

“\*Companies Ordinance 1865 (1 of 1865)/\*Companies Ordinance 1911 (58 of 1911)/\*Companies Ordinance (Chapter 32)/\*Companies Ordinance (28 of 2012). (\*delete the inapplicable words)”.

(2) Appendix, Form 2, paragraph 3—

**Repeal**

“The nominal capital of the company is \$ , divided into shares of \$ each.”

**Substitute**

“The share capital of the company is divided into shares.”.

- (3) Appendix, Form 2, paragraph 4—  
**Repeal**  
“memorandum”  
**Substitute**  
“articles”.
- (4) Appendix, Form 2—  
**Repeal**  
“of the Companies Ordinance”  
**Substitute**  
“of the Companies (Winding Up and Miscellaneous Provisions) Ordinance”.
- (5) Appendix, Forms 3A and 4A—  
**Repeal the forms.**
- (6) Appendix, Form 8, paragraph 1—  
**Repeal**  
“(the secretary)”  
**Substitute**  
“(the company secretary)”.
- (7) Appendix, English text, Form 9, Note—  
**Repeal**  
“*secretary*”  
**Substitute**  
“*company secretary*”.
- (8) Appendix, Form 12—  
**Repeal**  
“Companies Ordinances”

**Substitute**

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

- (9) Appendix, Form 14—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (10) Appendix, Form 14, Note—

**Repeal**

“*secretary*”

**Substitute**

“*company secretary*”.

- (11) Appendix, Form 16—

**Repeal**

“THE COMPANIES ORDINANCE”

**Substitute**

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

- (12) Appendix, Form 23—

**Repeal**

“In the matter of the Companies Ordinance”

**Substitute**

“In the matter of the Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

- (13) Appendix, Chinese text, Form 23, Statement of Affairs—  
**Repeal**  
“分配”  
**Substitute**  
“配發”.
- (14) Appendix, Form 23—  
**Repeal**  
“(16) Ordinary Shares of \$        per share”  
**Substitute**  
“(16) Ordinary Shares of \$        each at nominal value  
(only applicable to shares with nominal value)”.
- (15) Appendix, Form 23, List I—  
**Repeal**  
“\*Ordinary Shares of \$        each nominal value”  
**Substitute**  
“\*Ordinary Shares of \$        each at nominal value (only  
applicable to shares with nominal value)”.
- (16) Appendix, Form 23, List I—  
**Repeal**  
“\*Preference Shares of \$        each at        % nominal  
value”  
**Substitute**  
“\*Preference Shares of \$        each at        % nominal value  
(only applicable to shares with nominal value)”.
- (17) Appendix, Chinese text, Form 23, List I—  
**Repeal**  
“分配”

**Substitute**

“配發”.

- (18) Appendix, Form 38—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (19) Appendix, Form 43—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (20) Appendix, Form 45—

**Repeal**

“Companies Ordinance”

**Substitute**

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

- (21) Appendix, Form 60, paragraph 1—

**Repeal**

“Companies Ordinance”

**Substitute**

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

(22) Appendix, Form 63A—

**Repeal**

“Companies Ordinance”

**Substitute**

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

(23) Appendix, Form 63B—

**Repeal**

“Companies Ordinance”

**Substitute**

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

(24) Appendix, Form 63B, marginal note, note (c)—

**Repeal**

“secretary”

**Substitute**

“company secretary”.

(25) Appendix, Chinese text, Form 73—

**Repeal**

“股票” (wherever appearing)

**Substitute**

“股份證明書”.

(26) Appendix, Form 90—

**Repeal**

“Companies Ordinance”

**Substitute**

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

(27) Appendix, Form 92—

**Repeal**

“Pursuant to section 284 of the Companies Ordinance”

**Substitute**

“Pursuant to section 284 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance”.

(28) Appendix, Form 92—

**Repeal**

“THE COMPANIES ORDINANCE”

**Substitute**

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

(29) Appendix, Form 98, Note—

**Repeal**

“*Companies Ordinance*”

**Substitute**

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

## Part 8

### Amendments to Companies (Disqualification Orders) Regulation (Cap. 32 sub. leg. I)

#### 186. Schedule 1 amended

- (1) Schedule 1, Form D.O. 1—

**Repeal**

“COMPANIES ORDINANCE”

**Substitute**

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

- (2) Schedule 1, Form D.O. 1, item (1)—

**Repeal**

“Companies Ordinance (“CO”)

**Substitute**

“Companies (Winding Up and Miscellaneous Provisions)  
Ordinance (*C(WUMP)O*)”.

- (3) Schedule 1, English text, Form D.O. 1—

**Repeal**

“CO” (wherever appearing)

**Substitute**

“C(WUMP)O”.

**187. Schedule 2 amended**

Schedule 2, Form D.O. 2—

**Repeal**

“COMPANIES ORDINANCE”

**Substitute**

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

**188. Schedule 3 amended**

(1) Schedule 3, Form D.O. 3—

**Repeal**

“COMPANIES ORDINANCE”

**Substitute**

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

(2) Schedule 3, Form D.O. 3—

**Repeal**

“Companies Ordinance”

**Substitute**

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

## Part 9

### Amendments to Companies (Reports on Conduct of Directors) Regulation (Cap. 32 sub. leg. J)

**189. Section 3 amended (Return by office-holder)**

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

**Repeal**

“影子”

**Substitute**

“幕後”.

**190. Schedule amended**

(1) The Schedule, Form D1—

**Repeal**

“COMPANIES ORDINANCE”

**Substitute**

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

(2) The Schedule, Chinese text, Form D1, paragraph 1—

**Repeal**

“影子” (wherever appearing)

**Substitute**

“幕後”.

- (3) The Schedule, Chinese text, Form D1, the Schedule, column 3—

**Repeal**

“影子”

**Substitute**

“幕後”.

- (4) The Schedule, Chinese text, Form D1, Annex B, paragraph 15(a)—

**Repeal**

“影子” (wherever appearing)

**Substitute**

“幕後”.

- (5) The Schedule, Chinese text, Form D2, paragraph 2—

**Repeal**

“影子”

**Substitute**

“幕後”.

- (6) The Schedule, Chinese text, Form D2, the Schedule, column 3—

**Repeal**

“影子”

**Substitute**

“幕後”.

## **Part 10**

### **Amendments to Companies (Disqualification of Directors) Proceedings Rules (Cap. 32 sub. leg K)**

**191. Rule 4 amended (The case against the respondent)**

Rule 4(3)—

**Repeal**

“section 168I(1) or 168J of the Ordinance”

**Substitute**

“section 168I(1) of the Ordinance or section 879(6) of the Companies Ordinance (28 of 2012)”.

**192. Rule 6 amended (Service and acknowledgment)**

Rule 6(4)(a)(i) and (ii), Chinese text—

**Repeal**

“影子”

**Substitute**

“幕後”.

## **Part 11**

### **Amendments to Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Cap. 32 sub. leg. L)**

**193. Title amended**

The title—

**Repeal**

“ORDINANCE”.

**194. Section 4 amended (Exemptions from bilingual prospectus requirements)**

Section 4(1)(a)—

**Repeal**

“the Ordinance”

**Substitute**

“a former Companies Ordinance or the Companies Ordinance (28 of 2012)”.

**195. Section 5 amended (Exemptions for GEM companies)**

Section 5(1)(a)—

**Repeal**

“the Ordinance”

**Substitute**

“a former Companies Ordinance or the Companies Ordinance (28 of 2012)”.

**196. Section 6 amended (Exemptions from requirement to set out valuation report)**

(1) Section 6(1)—

**Repeal**

“under the Ordinance”

**Substitute**

“under a former Companies Ordinance or the Companies Ordinance (28 of 2012)”.

(2) Section 6(7), definition of *group*—

**Repeal**

“the Ordinance”

**Substitute**

“a former Companies Ordinance or the Companies Ordinance (28 of 2012)”.

(3) Section 6(8)—

**Repeal**

“under the Ordinance”

**Substitute**

“under a former Companies Ordinance or the Companies Ordinance (28 of 2012)”.

**197. Section 8 amended (Exemptions for prospectuses relating to offers of debentures not proposed to be listed)**

(1) Section 8(1)(a)—

**Repeal**

“the Ordinance”

**Substitute**

“a former Companies Ordinance or the Companies Ordinance (28 of 2012)”.

(2) Section 8(3)(b)—

**Repeal**

“accounts have been made up”

**Substitute**

“financial statements have been prepared”.

**198. Section 9 amended (Exemptions for prospectuses relating to offers of debentures proposed to be listed)**

Section 9(1)(a)—

**Repeal**

“the Ordinance”

**Substitute**

“a former Companies Ordinance or the Companies Ordinance (28 of 2012)”.

**199. Section 9A amended (Exemptions from requirement to issue form of application for shares or debentures with prospectus)**

(1) Section 9A(1)(a)—

**Repeal**

“the Ordinance”

**Substitute**

“a former Companies Ordinance or the Companies Ordinance (28 of 2012)”.

- (2) Section 9A(9), definition of *printed form prospectus*, paragraphs (b)(i) and (c)(i)—

**Repeal**

“under the Ordinance”

**Substitute**

“under a former Companies Ordinance or the Companies Ordinance (28 of 2012)”.

- (3) Section 9A(9), Chinese text, definition of 印刷本招股章程, paragraph (c)(i) and (ii)—

**Repeal**

“註冊”

**Substitute**

“登記”.

## Part 12

### Repeal of Companies (Summary Financial Reports of Listed Companies) Regulation (Cap. 32 sub. leg. M)

**200. Companies (Summary Financial Reports of Listed Companies) Regulation repealed**

The Companies (Summary Financial Reports of Listed Companies) Regulation (Cap. 32 sub. leg. M)—

**Repeal the Regulation.**

## **Part 13**

### **Repeal of Companies (Revision of Accounts and Reports) Regulation (Cap. 32 sub. leg. N)**

**201. Companies (Revision of Accounts and Reports) Regulation repealed**

The Companies (Revision of Accounts and Reports) Regulation (Cap. 32 sub. leg. N)—

**Repeal the Regulation.**

---