

**第 15 部****被除名或撤銷註冊而解散***(格式變更——2013 年第 1 號編輯修訂紀錄)***第 1 分部 —— 除名****第 1 次分部 —— 處長剔除不營運或不經營業務的公司的名稱的權力****744. 處長可向公司送交查詢信件**

- (1) 如處長有合理理由相信，某公司並非正在營運或經營業務，則處長可藉郵遞方式，向該公司送交一封信件，查詢該公司是否正在營運或經營業務。
- (2) 上述信件 ——
  - (a) 須寄往有關公司的註冊辦事處，並註明該公司為收件人；
  - (b) 在處長沒有收到關於該公司的註冊辦事處的通知的情況下，須寄給該公司的高級人員，並註明由該人員轉交該公司；或
  - (c) 在該公司沒有高級人員的姓名或名稱及地址為處長所知的情況下，須寄給姓名或名稱及地址為處長所知的每名創辦成員，並註明該等創辦成員為收件人。
- (3) 如處長認為，有關公司的註冊辦事處的地址無法確定，或認為該公司相當可能不會收到第 (1) 款所指的信件，則處長可在憲報刊登公告，以代替根據該款送交信件，該公告須述明除非有反對理由提出，否則在該公告的日期後的 3 個月終結時，該公司的名稱將會從公司登記冊剔除，而該公司將會解散。

**Part 15****Dissolution by Striking off or Deregistration***(Format changes—E.R. 1 of 2013)***Division 1—Striking off****Subdivision 1—Registrar's Power to Strike off Name of Company not in Operation or Carrying on Business****744. Registrar may send inquiry letter to company**

- (1) If the Registrar has reasonable cause to believe that a company is not in operation or carrying on business, the Registrar may send to the company by post a letter inquiring whether the company is in operation or carrying on business.
- (2) A letter must be addressed—
  - (a) to the company at its registered office;
  - (b) if notice of the company's registered office has not been given to the Registrar, to the care of an officer of the company; or
  - (c) if there is no officer of the company whose name and address are known to the Registrar, to each founder member whose name and address are known to the Registrar.
- (3) If the Registrar is of the opinion that the address of the company's registered office cannot be ascertained or that a letter under subsection (1) is unlikely to be received by the company, the Registrar may, instead of sending a letter under that subsection, publish in the Gazette a notice that, unless cause is shown to the contrary, the company's name

will be struck off the Companies Register, and the company dissolved, at the end of 3 months after the date of the notice.

#### 745. 處長須在某些情況下作出跟進

- (1) 如在根據第 744(1) 條送交信件後的一個月內 ——
  - (a) 處長沒有收到對該信件作出的回覆；或
  - (b) 處長收到對該信件作出的回覆，表明有關公司並非正在營運，亦非正在經營業務，則本條適用。
- (2) 處長須在上述的一個月終結後的 30 日內 ——
  - (a) (除第 (4) 款另有規定外) 以掛號郵遞方式，向有關公司送交另一封信件，該另一封信件須 ——
    - (i) 提述根據第 744(1) 條送交的信件 (**首封信件**)；及
    - (ii) 述明 ——
      - (A) 處長沒有收到對首封信件的回覆；或
      - (B) 處長已收到對首封信件作出的回覆，表明該公司並非正在營運，亦非正在經營業務；及
  - (b) 在憲報刊登公告，述明除非有反對因由提出，否則在該公告的日期後的 3 個月終結時，該公司的名稱將會從公司登記冊剔除，而該公司將會解散。
- (3) 上述信件 ——
  - (a) 須寄往有關公司的註冊辦事處，並註明該公司為收件人；
  - (b) 在處長沒有收到關於該公司的註冊辦事處的通知的情況下，須寄給該公司的高級人員，並註明由該人員轉交該公司；或

#### 745. Registrar must follow up under certain circumstances

- (1) This section applies if, within one month after sending a letter under section 744(1)—
  - (a) the Registrar does not receive a reply to the letter; or
  - (b) the Registrar receives a reply to the letter to the effect that the company is not in operation or carrying on business.
- (2) The Registrar must, within 30 days after the end of that one month—
  - (a) subject to subsection (4), send to the company by registered post another letter—
    - (i) referring to the letter sent under section 744(1); and
    - (ii) stating that—
      - (A) no reply to it has been received; or
      - (B) the Registrar has received a reply to it to the effect that the company is not in operation or carrying on business; and
  - (b) publish in the Gazette a notice that, unless cause is shown to the contrary, the company's name will be struck off the Companies Register, and the company dissolved, at the end of 3 months after the date of the notice.
- (3) A letter must be addressed—
  - (a) to the company at its registered office;

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- (c) 在該公司沒有高級人員的姓名或名稱及地址為處長所知的情況下，須寄給姓名或名稱及地址為處長所知的每名創辦成員，並註明該等創辦成員為收件人。
- (4) 如處長認為，有關公司的註冊辦事處的地址無法確定，或認為該公司相當可能不會收到根據第 (2)(a) 款送交的信件，則處長無需根據該款向該公司送交信件。

#### 746. 處長可剔除公司的名稱

- (1) 在根據第 744(3) 或 745(2)(b) 條刊登公告後，除非有反對因由提出，否則處長可在該公告的日期後的 3 個月終結時，從公司登記冊剔除有關公司的名稱。
- (2) 處長須在憲報刊登公告，示明有關公司的名稱已從公司登記冊剔除。
- (3) 在第 (2) 款所指的公告刊登時，有關公司即告解散。

### 第 2 次分部 —— 在其他情況下除名

#### 747. 處長在公司清盤時行事的責任

- (1) 如有以下情況，第 (2) 款適用 ——
  - (a) 公司正進行清盤；
  - (b) 處長有合理因由相信 ——
    - (i) 並無清盤人亦無臨時清盤人正在行事；或

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- (b) if notice of the company's registered office has not been given to the Registrar, to the care of an officer of the company; or
- (c) if there is no officer of the company whose name and address are known to the Registrar, to each founder member whose name and address are known to the Registrar.
- (4) The Registrar is not required to send a letter to the company under subsection (2)(a) if the Registrar is of the opinion that the address of the company's registered office cannot be ascertained or that the letter is unlikely to be received by the company.

#### 746. Registrar may strike off company's name

- (1) After publishing a notice under section 744(3) or 745(2)(b), the Registrar may, unless cause is shown to the contrary, strike the company's name off the Companies Register at the end of 3 months after the date of the notice.
- (2) The Registrar must publish in the Gazette a notice indicating that the company's name has been struck off the Companies Register.
- (3) On publication of the notice under subsection (2), the company is dissolved.

### Subdivision 2—Striking off under Other Circumstances

#### 747. Registrar's duty to act in case of company being wound up

- (1) Subsection (2) applies if—
  - (a) a company is being wound up;
  - (b) the Registrar has reasonable cause to believe that—
    - (i) no liquidator or provisional liquidator is acting; or

- (ii) 該公司的事務已完全處理完畢；及
- (c) 須由清盤人或臨時清盤人作出的申報表，已在一段連續 6 個月的期間內沒有作出。
- (2) 除第 (5) 款另有規定外，處長須在憲報刊登公告，並向有關公司或清盤人或臨時清盤人(如有的話)送交一份通知，該公告及通知須述明除非有反對因由提出，否則在該公告的日期後 3 個月終結時，該公司的名稱將會從公司登記冊剔除，而該公司將會解散。
- (3) 送交公司的通知 ——
  - (a) 須寄往該公司的註冊辦事處，並註明該公司為收件人；
  - (b) 在處長沒有收到關於該公司的註冊辦事處的通知的情況下，須寄給該公司的高級人員，並註明由該人員轉交該公司；或
  - (c) 在該公司沒有高級人員的姓名或名稱及地址為處長所知的情況下，須寄給姓名或名稱及地址為處長所知的每名創辦成員，並註明該等創辦成員為收件人。
- (4) 送交清盤人或臨時清盤人的通知，須送交該清盤人或臨時清盤人最後為人所知的地址，並註明該清盤人或臨時清盤人為收件人。
- (5) 處長如認為有以下情況，則無需根據第 (2) 款向有關公司或清盤人或臨時清盤人送交通知 ——
  - (a) 該公司的註冊辦事處的地址或該清盤人或臨時清盤人的姓名或名稱及地址(視屬何情況而定)無法確定；或
  - (b) 該公司或清盤人或臨時清盤人(視屬何情況而定)相當可能不會收到該通知。
- (6) 在根據第 (2) 款刊登公告後，除非有反對因由提出，否則處長可在該公告的日期後的 3 個月終結時，從公司登記冊剔除有關公司的名稱。

- (ii) the company's affairs are fully wound up; and
- (c) the returns required to be made by the liquidator or provisional liquidator have not been made for 6 consecutive months.
- (2) Subject to subsection (5), the Registrar must publish in the Gazette, and send to the company or the liquidator or provisional liquidator (if any), a notice that, unless cause is shown to the contrary, the company's name will be struck off the Companies Register, and the company dissolved, at the end of 3 months after the date of the notice.
- (3) A notice to be sent to a company must be addressed—
  - (a) to the company at its registered office;
  - (b) if notice of the company's registered office has not been given to the Registrar, to the care of an officer of the company; or
  - (c) if there is no officer of the company whose name and address are known to the Registrar, to each founder member whose name and address are known to the Registrar.
- (4) A notice to be sent to a liquidator or provisional liquidator must be addressed to the liquidator or provisional liquidator at the addressee's last known address.
- (5) The Registrar is not required to send a notice to the company or the liquidator or provisional liquidator under subsection (2) if the Registrar is of the opinion that—
  - (a) the address of the company's registered office, or the name and address of the liquidator or provisional liquidator (as the case may be) cannot be ascertained; or
  - (b) the notice is unlikely to be received by the company or the liquidator or provisional liquidator (as the case may be).

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- (7) 處長須在憲報刊登公告，示明有關公司的名稱已從公司登記冊剔除。
- (8) 在第 (7) 款所指的公告刊登時，有關公司即告解散。

#### 748. 原訟法庭可剔除不適宜清盤的公司的名稱

- (1) 如原訟法庭應處長的申請，覺得某公司應解散，但在顧及該公司的資產下或基於其他理由，覺得將該公司清盤並不適當，則原訟法庭可命令從公司登記冊剔除該公司的名稱，並解散該公司。
- (2) 如有上述命令作出，在該命令的日期，有關公司即告解散。

### 第 2 分部 —— 撤銷註冊

#### 749. 釋義

- (1) 在本分部中 ——  
**公司** (company) 不包括 ——
  - (a) 公眾公司；及
  - (b) 第 (2) 款指明的公司。
- (2) 上述公司是 ——
  - (a) 《銀行業條例》(第 155 章) 第 2(1) 條所界定的認可機構；

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- (6) After publishing a notice under subsection (2), the Registrar may, unless cause is shown to the contrary, strike the company's name off the Companies Register at the end of 3 months after the date of the notice.
- (7) The Registrar must publish in the Gazette a notice indicating that the company's name has been struck off the Companies Register.
- (8) On publication of the notice under subsection (7), the company is dissolved.

#### 748. Court may strike off name of company not appropriate to be wound up

- (1) If, on application by the Registrar, it appears to the Court that a company should be dissolved but, having regard to the company's assets or for other reasons, it would not be appropriate to wind up the company, the Court may order that the company's name be struck off the Companies Register and the company dissolved.
- (2) If an order is made, the company is dissolved on the date of the order.

### Division 2—Deregistration

#### 749. Interpretation

- (1) In this Division—  
**company** (公司) excludes—
  - (a) a public company; and
  - (b) a company specified in subsection (2).
- (2) The company is—
  - (a) an authorized institution as defined by section 2(1) of the Banking Ordinance (Cap. 155);



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- (b) 《保險業條例》(第 41 章)第 2(1) 及 (2) 條所界定的保險人；(由 2015 年第 12 號第 167 條修訂)
  - (c) 根據《證券及期貨條例》(第 571 章)第 V 部獲發牌經營該條例附表 1 第 1 部第 1 條所界定的任何受規管活動的業務的法團；
  - (d) (c) 段所述的法團的屬《證券及期貨條例》(第 571 章)第 VI 部所指者的有聯繫實體；
  - (e) 《強制性公積金計劃條例》(第 485 章)第 2(1) 條所界定的核准受託人；
  - (f) 根據《受託人條例》(第 29 章)第 VIII 部註冊為信託公司的公司；
  - (g) 以屬 (a)、(b)、(c)、(d)、(e) 或 (f) 段所指者為附屬公司的公司；或
  - (h) 在緊接提出第 750 條所指的申請之前的 5 年內的任何時間曾屬 (a)、(b)、(c)、(d)、(e)、(f) 或 (g) 段所指者的公司。
- (3) 財政司司長可藉於憲報刊登的公告修訂第 (2) 款。

**750. 申請撤銷註冊**

- (1) 公司或其任何董事或成員，均可向處長申請撤銷該公司的註冊。
- (2) 除非在提出申請時 ——
  - (a) 所有成員均同意撤銷註冊；
  - (b) 上述公司仍未開始營運或經營業務，或在緊接提出申請之前的 3 個月內沒有營運或經營業務；

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- (b) an insurer as defined by section 2(1) and (2) of the Insurance Ordinance (Cap. 41); (*Amended 12 of 2015 s. 167*)
  - (c) a corporation licensed under Part V of the Securities and Futures Ordinance (Cap. 571) to carry on a business in any regulated activity as defined by section 1 of Part 1 of Schedule 1 to that Ordinance;
  - (d) an associated entity, within the meaning of Part VI of the Securities and Futures Ordinance (Cap. 571), of a corporation mentioned in paragraph (c);
  - (e) an approved trustee as defined by section 2(1) of the Mandatory Provident Fund Schemes Ordinance (Cap. 485);
  - (f) a company registered as a trust company under Part VIII of the Trustee Ordinance (Cap. 29);
  - (g) a company having a subsidiary that falls within paragraph (a), (b), (c), (d), (e) or (f); or
  - (h) a company that fell within paragraph (a), (b), (c), (d), (e), (f) or (g) at any time during the 5 years immediately before the application under section 750 is made.
- (3) The Financial Secretary may, by notice published in the Gazette, amend subsection (2).

**750. Application for deregistration**

- (1) A company, or a director or member of a company, may apply to the Registrar for deregistration of the company.
- (2) An application must not be made unless, at the time of the application—
  - (a) all the members agree to the deregistration;

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- (c) 該公司沒有尚未清償的債務；
- (d) 該公司不是任何法律程序的一方；
- (e) 該公司的資產不包含位於香港的不動產；及
- (f) (如該公司是控權公司) 該公司的所有附屬公司的資產均不包含位於香港的不動產，  
否則不得提出申請。
- (3) 上述申請須 ——
  - (a) 符合指明格式；
  - (b) 隨附訂明費用；及
  - (c) 隨附稅務局局長發出的書面通知，述明稅務局局長並不反對撤銷有關公司的註冊。
- (4) 申請人如是公司，則須在申請中提名一名自然人，負責接收撤銷註冊通知書。
- (5) 如處長就申請而向申請人要求進一步資料，則申請人須向處長提供該資料。
- (6) 任何人如在與申請有關連的情況下，明知或罔顧實情地向處長提供在要項上屬虛假或具誤導性的資料，即屬犯罪 ——
  - (a) 一經循公訴程序定罪，可處罰款 \$300,000 及監禁 2 年；或
  - (b) 一經循簡易程序定罪，可處第 6 級罰款及監禁 6 個月。

**附註 ——**

請亦參閱第 873 條，該條賦權處長為對任何會構成第 (6) 款所訂罪行的作為是否已作出進行查訊的目的，要求交出紀錄或文件，以及要求就該等紀錄或文件提供資料或解釋。

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- (b) the company has not commenced operation or business, or has not been in operation or carried on business during the 3 months immediately before the application;
- (c) the company has no outstanding liabilities;
- (d) the company is not a party to any legal proceedings;
- (e) the company's assets do not consist of any immovable property situate in Hong Kong; and
- (f) if the company is a holding company, none of its subsidiary's assets consist of any immovable property situate in Hong Kong.
- (3) An application—
  - (a) must be in the specified form;
  - (b) must be accompanied by the prescribed fee; and
  - (c) must be accompanied by a written notice from the Commissioner of Inland Revenue stating that the Commissioner has no objection to the company being deregistered.
- (4) If the applicant is a company, it must nominate in the application a natural person to be given notice of the deregistration.
- (5) The applicant must give the Registrar any further information that the Registrar may request in connection with an application.
- (6) A person who, in connection with an application, knowingly or recklessly gives any information to the Registrar that is false or misleading in a material particular commits an offence and is liable—
  - (a) on conviction on indictment to a fine of \$300,000 and to imprisonment for 2 years; or

**751. 處長可撤銷公司的註冊**

- (1) 處長在收到第 750 條所指的申請後，除非知悉該條第 (2)、(3)、(4) 或 (5) 款不獲符合，否則處長須在憲報刊登關於建議撤銷有關公司的註冊的公告。
- (2) 上述公告須述明除非在該公告刊登的日期後的 3 個月內收到對撤銷註冊的反對，否則處長可撤銷有關公司的註冊。
- (3) 如在上述的 3 個月終結時，處長仍未收到對撤銷註冊的反對，則處長可在憲報刊登另一公告，宣布有關公司的註冊在該另一公告刊登的日期撤銷，藉此撤銷該公司的註冊。
- (4) 在憲報刊登第 (3) 款所指的公告的日期，有關公司的註冊即告撤銷。
- (5) 處長在撤銷某公司的註冊時，須向有關申請人或在有關申請中獲提名負責接收撤銷註冊通知書的人發出撤銷註冊通知書。
- (6) 在註冊撤銷時，有關公司即告解散。

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- (b) on summary conviction to a fine at level 6 and to imprisonment for 6 months.

**Note—**

Please also see section 873 which empowers the Registrar to require the production of records or documents, and the provision of information or explanation in respect of the records or documents, for the purpose of enquiring into whether any act that would constitute an offence under subsection (6) has been done.

**751. Registrar may deregister company**

- (1) On receiving an application under section 750, the Registrar must publish in the Gazette a notice of the proposed deregistration unless the Registrar is aware of a failure to comply with subsection (2), (3), (4) or (5) of that section.
- (2) The notice must state that unless an objection to the deregistration is received within 3 months after the date of publication of the notice, the Registrar may deregister the company.
- (3) If, at the end of those 3 months, the Registrar has not received any objection to the deregistration, the Registrar may deregister the company by publishing in the Gazette another notice declaring it to be deregistered on the date of publication of that other notice.
- (4) A company is deregistered on the date of publication of the notice under subsection (3).
- (5) On the deregistration of a company, the Registrar must give notice of the deregistration to the applicant, or to the person nominated in the application to be given the notice.
- (6) A company is dissolved on deregistration.

**Division 3—Property of Dissolved Company and Other Miscellaneous Matters**



**752. 已解散公司的財產歸屬政府**

- (1) 如某公司根據本部或《公司(清盤及雜項條文)條例》(第 32 章)第 226A、227、239 或 248 條解散，則在緊接解散前歸屬該公司或以信託形式為該公司持有的所有財產及權利，即屬無主財物並歸屬政府。
- (2) 第 (1) 款的效力，須受上述公司可能根據以下條文恢復列入公司登記冊一事所規限——
  - (a) 第 4 分部；或
  - (b) 《公司(清盤及雜項條文)條例》(第 32 章)第 290 條。
- (3) 如任何財產或權利根據第 (1) 款歸屬政府，則該財產或權利仍然受法律施加於該財產或權利的法律責任所規限，並且不享有它假若是在其他情況下作為歸屬政府的財產或權利而可能享有的豁免。
- (4) 儘管有第 (3) 款的規定，政府只需在有關財產或權利可正當地用於履行上述法律責任的範圍內，利用該財產或權利履行該法律責任。
- (5) 在本條中——
  - (a) 提述歸屬某公司或以信託形式為某公司持有的財產或權利，包括批租土地財產，但不包括該公司以信託形式為任何其他人持有的財產或權利；及
  - (b) 提述法律施加於某財產或權利的法律責任，包括符合以下說明的法律責任——
    - (i) 屬對該財產或權利的押記或申索權；及
    - (ii) 是根據課徵差餉、稅項或其他費用的條例而產生的。

**752. Dissolved company's property vested in Government**

- (1) If a company is dissolved under this Part or section 226A, 227, 239 or 248 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), every property and right vested in or held on trust for the company immediately before the dissolution is vested in the Government as bona vacantia.
- (2) Subsection (1) has effect subject to the possible restoration of the company to the Companies Register under—
  - (a) Division 4; or
  - (b) section 290 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).
- (3) If any property or right is vested in the Government under subsection (1), the property or right remains subject to the liabilities imposed on the property or right by law and does not have the benefit of any exemption that it might otherwise have as a property or right vested in the Government.
- (4) Despite subsection (3), the Government is only required to satisfy those liabilities out of the property or right to the extent that it is properly available to satisfy those liabilities.
- (5) In this section—
  - (a) a reference to a property or right vested in or held on trust for a company includes a leasehold property but excludes a property or right held by the company on trust for any other person; and
  - (b) a reference to a liability imposed on a property or right by law includes a liability that—
    - (i) is a charge or claim on the property or right; and
    - (ii) arises under an Ordinance that imposes rates, taxes or other charges.

**753. 卸棄已解散公司的財產**

- (1) 如任何財產或權利(位於香港的不動產除外)根據第 752(1) 條歸屬政府，處長可主動或應擁有該財產或權利的權益的人的書面申請，藉卸棄公告，卸棄政府對該財產或權利的所有權。
- (2) 如處長主動卸棄政府對任何財產或權利的所有權，處長須在其首次知悉該財產或權利根據第 752(1) 條歸屬政府一事的日期後的 3 年內如此行事。
- (3) 如處長應任何人的申請，卸棄政府對任何財產或權利的所有權，處長須在收到該申請後的 3 個月內如此行事。
- (4) 如卸棄公告是在根據第 (2) 或 (3) 款須卸棄政府對有關財產或權利的所有權的限期終結後才簽署的，該公告即屬無效。
- (5) 如卸棄公告載有一項陳述，述明 ——
  - (a) 處長在該項陳述所指明的日期，首次知悉有關財產或權利根據第 752(1) 條歸屬政府一事；或
  - (b) 在該項陳述所指明的日期前，處長沒有收到就有關財產或權利而提出的要求卸棄的申請，則除非相反證明成立，否則該項陳述即為其內所述事宜的充分證據。
- (6) 處長 ——
  - (a) 須登記卸棄公告；
  - (b) 須於憲報刊登該公告的文本；及
  - (c) 須將該公告的文本送交為第 (1) 款的目的而提出申請的人。
- (7) 根據本條作出卸棄的權利，可由政府或其代表以明示方式放棄，或藉取得管有權或其他表明放棄該權利的意圖的作為而放棄。

**753. Disclaimer of dissolved company's property**

- (1) If any property or right, other than immovable property situate in Hong Kong, is vested in the Government under section 752(1), the Registrar may, on his or her own initiative or on written application by a person interested in the property or right, disclaim the Government's title to the property or right by a notice of disclaimer.
- (2) If the Registrar disclaims the Government's title to any property or right on his or her own initiative, the Registrar must do so within 3 years after the date on which the fact that the property or right is vested in the Government under section 752(1) first came to the Registrar's notice.
- (3) If the Registrar disclaims the Government's title to any property or right on application by a person, the Registrar must do so within 3 months after the Registrar's receipt of the application.
- (4) A notice of disclaimer is of no effect if it is signed after the end of the period within which the Government's title to the property or right must be disclaimed under subsection (2) or (3).
- (5) If a notice of disclaimer contains a statement that—
  - (a) the fact that the property or right is vested in the Government under section 752(1) first came to the Registrar's notice on a date specified in the statement; or
  - (b) no application for a disclaimer with respect to the property or right was received by the Registrar before a date specified in the statement,the statement is sufficient evidence of the matter stated in it unless the contrary is proved.
- (6) The Registrar—

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#### 754. 卸棄的效力

- (1) 如處長根據第 753 條卸棄政府對任何財產或權利的所有權，則該財產或權利須視為沒有根據第 752(1) 條歸屬政府。
- (2) 卸棄行動 ——
  - (a) 將有關公司在遭卸棄財產或權利中所享有的權利及權益及所負有的法律責任，或就該財產或權利而享有的權利及權益及負有的法律責任，自卸棄日期起予以終結；及
  - (b) 並不影響任何其他人的權利或法律責任，但為解除有關公司的法律責任而屬必要者則屬例外。

#### 755. 原訟法庭可作出歸屬命令

- (1) 凡 ——
  - (a) 聲稱對根據第 753 條遭卸棄的財產或權利擁有權益的人，向原訟法庭提出申請；或
  - (b) 就該財產或權利負有某項沒有被該卸棄解除的法律責任的人，向原訟法庭提出申請，
 則原訟法庭可應有關申請，命令該財產或權利歸屬或交付有權享有該財產或權利的人或其受託人，或負有 (b) 段所述的法律責任的人或其受託人。

- (a) must register a notice of disclaimer;
  - (b) must publish in the Gazette a copy of the notice; and
  - (c) must send a copy of the notice to the person who made the application for the purposes of subsection (1).
- (7) The right to disclaim under this section may be waived by or on behalf of the Government either expressly, or by taking possession or other act showing an intention to waive the right.

#### 754. Effect of disclaimer

- (1) If the Registrar disclaims the Government's title to any property or right under section 753, the property or right is to be regarded as not having been vested in the Government under section 752(1).
- (2) A disclaimer—
  - (a) terminates, with effect from the date of the disclaimer, the company's rights, interests and liabilities in or in respect of the property or right disclaimed; and
  - (b) except so far as is necessary for the purpose of releasing the company from any liability, does not affect any other person's rights or liabilities.

#### 755. Court may make vesting order

- (1) On application by a person who—
  - (a) claims an interest in any property or right disclaimed under section 753; or
  - (b) is subject to a liability in respect of such property or right that is not discharged by the disclaimer,
 the Court may make an order for the vesting of the property or right in, or its delivery to, a person entitled to it, or a

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- (2) 原訟法庭可按它認為合適的條款作出命令。
- (3) 飭令將財產或權利歸屬或交付第 (1)(b) 款所述的負有法律責任的人 (或該人的受託人) 的命令，只可在以下情況下作出：原訟法庭覺得，為就有關卸棄而補償該人的目的，作出該命令是公正的。
- (4) 飭令將某財產或權利歸屬或交付某人的命令一旦作出，該財產或權利即歸屬該人，而無需轉易、轉讓或移轉。

#### 756. 已解散公司的董事等的法律責任持續

即使公司根據本部解散，公司的每名董事、經理及成員的法律責任 (如有的話) 仍然持續，並可強制執行，猶如公司不曾解散一樣。

#### 757. 處長可作為已解散公司的代表或清盤人的代表而行事

- (1) 如有以下情況，本條適用 ——
  - (a) 公司根據以下條文解散 ——
    - (i) 本部；
    - (ii) 《公司 (清盤及雜項條文) 條例》(第 32 章) 第 226A、227、239 或 248 條；或
    - (iii) 《前身條例》第 291、291A 或 291AA 條；及
  - (b) 有證明提出致使處長信納 ——
    - (i) 假若該公司仍然存在，則會在法律上或衡平法上有責任進行、完成或執行某項買賣、交易或事情；而

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person subject to the liability mentioned in paragraph (b), or a trustee for a person so entitled or subject.

- (2) An order may be made on the terms that the Court thinks fit.
- (3) An order for the vesting of a property or right in, or its delivery to, a person subject to a liability mentioned in subsection (1)(b), or a trustee for the person, may only be made if it appears to the Court that it would be just to do so for the purpose of compensating the person in respect of the disclaimer.
- (4) On the making of an order for the vesting of a property or right in, or its delivery to, a person, the property or right is vested in the person without conveyance, assignment or transfer.

#### 756. Liabilities of directors etc. of dissolved company continue

Even though a company is dissolved under this Part, the liability (if any) of every director, manager and member of the company continues and may be enforced as if the company had not been dissolved.

#### 757. Registrar may act as dissolved company's or liquidator's representative

- (1) This section applies if—
  - (a) a company has been dissolved under—
    - (i) this Part;
    - (ii) section 226A, 227, 239 or 248 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); or
    - (iii) section 291, 291A or 291AA of the predecessor Ordinance; and
  - (b) it is proved to the Registrar's satisfaction that—

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- (ii) 為進行、完成或執行該項買賣、交易或事情，某項純粹屬行政性質而不涉及行使酌情權的作為，應已由該公司或其代表作出，或（假若該公司仍然存在）應由該公司或其代表作出。
- (2) 處長可作為有關公司的代表或清盤人或臨時清盤人的代表，作出或安排作出上述作為。
- (3) 處長可簽立或簽署任何有關文書或文件，並附加一項備忘錄，述明處長是作為有關公司的代表或清盤人或臨時清盤人的代表而簽立或簽署該文書或文件的。
- (4) 處長根據第 (3) 款簽立或簽署的文書或文件所具有的效力，猶如該文書或文件是有關公司（假若仍然存在）簽立的一樣。

#### 758. 前董事須備存已解散公司的簿冊及文據 6 年

- (1) 如公司根據本部或《公司（清盤及雜項條文）條例》（第 32 章）第 226A、227、239 或 248 條解散，每名在緊接解散前是該公司董事的人，均須確保該公司的簿冊及文據在解散的日期後備存最少 6 年。
- (2) 第 (1) 款不適用於其他人在其他情況下根據本條例或任何其他條例須備存的簿冊及文據。
- (3) 任何人違反第 (1) 款，即屬犯罪，可處第 3 級罰款。
- (4) 凡某人被控犯第 (3) 款所訂罪行，如確立該人有合理理由相信，而又確實相信，有勝任而可靠的人——

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- (i) the company, if still existing, would be legally or equitably bound to carry out, complete or give effect to a dealing, transaction or matter; and
- (ii) in order to carry out, complete or give effect to the dealing, transaction or matter, a purely administrative act, that is not discretionary, should have been done by or on behalf of the company, or should be done by or on behalf of the company if still existing.
- (2) The Registrar may do the act, or cause the act to be done, as the company's or the liquidator's or provisional liquidator's representative.
- (3) The Registrar may execute or sign any relevant instrument or document, adding a memorandum stating that the Registrar has done so as the company's or the liquidator's or provisional liquidator's representative.
- (4) An instrument or document executed or signed by the Registrar under subsection (3) has the same effect as if the company, if still existing, had executed the instrument or document.

#### 758. Former director must keep dissolved company's books and papers for 6 years

- (1) If a company is dissolved under this Part or section 226A, 227, 239 or 248 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), every person who was a director of the company immediately before the dissolution must ensure that the company's books and papers are kept for at least 6 years after the date of the dissolution.
- (2) Subsection (1) does not apply to the books and papers that are otherwise required to be kept by another person under this Ordinance or any other Ordinance.



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- (a) 已獲委以確保第 (1) 款獲遵守的責任；及
- (b) 能夠執行該責任，  
即屬免責辯護。

#### 759. 原訟法庭將已解散公司清盤的權力

原訟法庭根據《公司 (清盤及雜項條文) 條例》(第 32 章) 將公司清盤的權力，不受以下事情所影響 ——

- (a) 該公司的名稱已根據第 746 或 747 條從公司登記冊剔除，而該公司已根據該條解散；或
- (b) 該公司已根據第 751 條撤銷註冊及解散。

### 第 4 分部 —— 恢復列入公司登記冊

#### 第 1 次分部 —— 處長以行政方式恢復註冊

#### 760. 向處長申請將公司恢復註冊

- (1) 公司如有以下情況，則本條適用於該公司 ——
  - (a) 該公司的名稱 ——
    - (i) 根據第 746 或 747 條從公司登記冊剔除；或
    - (ii) 根據《前身條例》第 291 條從登記冊剔除；及
  - (b) 該公司已根據該條解散。

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- (3) A person who contravenes subsection (1) commits an offence and is liable to a fine at level 3.
- (4) If a person is charged with an offence under subsection (3), it is a defence to establish that the person had reasonable grounds to believe, and did believe, that a competent and reliable person—
  - (a) was charged with the duty of ensuring that subsection (1) was complied with; and
  - (b) was in a position to discharge that duty.

#### 759. Court's power to wind up dissolved companies

The Court's powers under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) to wind up a company are not affected by the fact that—

- (a) the company's name has been struck off the Companies Register under section 746 or 747 and the company is dissolved under that section; or
- (b) the company has been deregistered, and is dissolved, under section 751.

### Division 4—Restoration to Companies Register

#### Subdivision 1—Administrative Restoration by Registrar

#### 760. Application to Registrar for restoration of company

- (1) This section applies to—
  - (a) a company whose name—
    - (i) has been struck off the Companies Register under section 746 or 747; or
    - (ii) has been struck off the register under section 291 of the predecessor Ordinance; and

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- (2) 曾是有關公司的董事或成員的人可向處長申請，要求將該公司恢復列入公司登記冊。
- (3) 上述申請須於解散日期後的 20 年內提出。就此而言，處長收到該申請之時，即為該申請提出之時。
- (4) 上述申請須隨附一項陳述，述明 ——
  - (a) 申請人曾是有關公司的董事或成員；及
  - (b) 第 761(2) 條指明的條件已獲符合。
- (5) 處長可接受上述陳述為第 (4)(a) 及 (b) 款所述事宜的充分證據。

#### 761. 批准申請的條件

- (1) 除非第 (2) 款指明的所有條件及處長認為合適的任何其他條件均獲符合，否則處長不得批准根據第 760 條提出的申請。
- (2) 上述條件是 ——
  - (a) 在有關公司的名稱從公司登記冊剔除時，該公司正在營運或經營業務；
  - (b) (如任何位於香港而先前是歸屬該公司或以信託形式為該公司持有的不動產，已根據第 752(1) 條歸屬政府) 政府並不反對該公司恢復註冊；(由 2018 年第 35 號第 72 條修訂)
  - (c) 申請人已向處長交付關乎該公司的文件，而該等文件是使處長備存的紀錄能反映最新情況所需的；及(由 2018 年第 35 號第 72 條修訂)
  - (d) 政府在解散期間處理有關財產或權利的費用、開支及債務，或政府就有關申請的程序而招致的費用、

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- (b) the company is dissolved under that section.
- (2) A person who was a director or member of the company may apply to the Registrar for the restoration of the company to the Companies Register.
- (3) An application must be made within 20 years after the date of the dissolution. For this purpose, an application is made when it is received by the Registrar.
- (4) An application must be accompanied by a statement—
  - (a) that the applicant was a director or member of the company; and
  - (b) that the conditions specified in section 761(2) are met.
- (5) The Registrar may accept the statement as sufficient evidence of the matters mentioned in subsection (4)(a) and (b).

#### 761. Conditions for granting application

- (1) The Registrar must not grant an application made under section 760 unless all the conditions specified in subsection (2), and any other conditions that the Registrar thinks fit, are met.
- (2) The conditions are—
  - (a) that the company was, at the time its name was struck off the Companies Register, in operation or carrying on business;
  - (b) that, if any immovable property situate in Hong Kong previously vested in or held on trust for the company has been vested in the Government under section 752(1), the Government has no objection to the restoration; (Amended 35 of 2018 s. 72)
  - (c) that the applicant has delivered to the Registrar the documents relating to the company that are necessary to

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開支及債務，均已由申請人支付或付還。(由 2018 年第 35 號第 72 條增補)

(3) (由 2018 年第 35 號第 72 條廢除)

#### 762. 處長就申請作出決定

- (1) 處長須將就根據第 760 條提出的申請而作出的決定，通知申請人。
- (2) 如處長批准申請，有關公司於根據第 (1) 款發出通知的日期恢復列入公司登記冊，而處長須登記該通知，並須在憲報刊登關於該公司恢復註冊的公告。

#### 763. 處長可將因錯誤而撤銷註冊的公司恢復註冊

- (1) 處長如信納某公司是因處長的錯誤而根據第 751 條或《前身條例》第 291AA 條撤銷註冊及解散的，可主動將該公司恢復列入公司登記冊。
- (2) 在第 (1) 款中，提述處長的錯誤，不包括基於撤銷註冊申請的申請人就該申請而提供的錯誤或虛假資料而犯的錯誤。
- (3) 處長可在憲報刊登公告，宣布有關公司恢復註冊，藉此將該公司恢復列入公司登記冊，而在該公告刊登的日期，該公司即告恢復註冊。

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bring up to date the records kept by the Registrar; and  
(Amended 35 of 2018 s. 72)

- (d) that the Government's costs, expenses and liabilities in dealing with the property or right during the period of dissolution, or in connection with the proceedings on the application, have been paid or reimbursed by the applicant. (Added 35 of 2018 s. 72)

(3) (Repealed 35 of 2018 s. 72)

#### 762. Registrar's decision on application

- (1) The Registrar must notify the applicant of the decision on an application made under section 760.
- (2) If the Registrar grants the application, the company is restored to the Companies Register on the date on which notification is given under subsection (1), and the Registrar must register the notification and publish in the Gazette a notice of the restoration.

#### 763. Registrar may restore company deregistered by mistake

- (1) The Registrar may, on his or her own initiative, restore a company to the Companies Register if satisfied that it has been deregistered, and is dissolved, under section 291AA of the predecessor Ordinance or section 751 as a result of a mistake of the Registrar.
- (2) In subsection (1), a reference to a mistake of the Registrar excludes a mistake that is made on the basis of wrong or false information given by the applicant in connection with the application for deregistration.
- (3) The Registrar may restore a company to the Companies Register by publishing in the Gazette a notice declaring the restoration, and the restoration takes effect on the date of publication of the notice.

**764. 恢復註冊的效果**

- (1) 如某公司根據本次分部恢復列入公司登記冊，則它須視為一直持續存在，猶如它不曾解散一樣。
- (2) 原訟法庭可應任何人的申請，作出它認為公正的指示及命令，以盡量使有關公司及所有其他人的境況不變，猶如該公司不曾解散一樣。
- (3) 為第 (2) 款的目的而提出的申請，須在有關公司恢復註冊的日期後的 3 年內提出。

**第 2 次分部 —— 藉原訟法庭命令而恢復註冊****765. 向原訟法庭申請恢復註冊**

- (1) 凡某公司的名稱或某公司已根據《前身條例》第 291 或 291A 條從登記冊剔除，而該公司已根據該條解散，則符合以下說明的人，可向原訟法庭提出申請，要求將該公司恢復列入公司登記冊 ——
  - (a) 曾是該公司的董事、成員或債權人；及
  - (b) 因該項除名而感到受屈。
- (2) 凡某公司已根據《前身條例》第 291AA 條撤銷註冊及解散，因該項撤銷註冊而感到受屈的人，可向原訟法庭提出申請，要求將該公司恢復列入公司登記冊。
- (3) 如有以下情況，第 (4) 款適用 ——
  - (a) 公司的名稱已根據第 746、747 或 748 條從公司登記冊剔除，而該公司已根據該條解散；或
  - (b) 公司已根據第 751 條撤銷註冊及解散。
- (4) 向原訟法庭提出的要求將有關公司恢復列入公司登記冊的申請，可由以下人士提出 ——

**764. Effect of restoration**

- (1) If a company is restored to the Companies Register under this Subdivision, it is to be regarded as having continued in existence as if it had not been dissolved.
- (2) On application by any person, the Court may give directions, and make orders, as seem just for placing the company and all other persons in the same position as nearly as may be as if the company had not been dissolved.
- (3) An application for the purposes of subsection (2) must be made within 3 years after the date of the restoration.

**Subdivision 2—Restoration by Order of Court****765. Application to Court for restoration**

- (1) Where a company's name or a company has been struck off the register under section 291 or 291A of the predecessor Ordinance, and the company is dissolved under that section, an application to the Court for the restoration of the company to the Companies Register may be made by a person who—
  - (a) was a director or member or creditor of the company; and
  - (b) feels aggrieved by the striking off.
- (2) Where a company has been deregistered, and is dissolved, under section 291AA of the predecessor Ordinance, an application to the Court for the restoration of the company to the Companies Register may be made by a person who feels aggrieved by the deregistration.
- (3) Subsection (4) applies if—

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- (a) 曾是該公司的董事、成員或債權人的人；或
- (b) 原訟法庭覺得在有關事宜中有利害關係的任何其他人（包括政府）。

#### 766. 申請須於何時提出

- (1) 除第 (2) 及 (4) 款另有規定外 ——
  - (a) 第 765(1) 條所指的申請，須於有關公告根據《前身條例》第 291(6) 條在憲報刊登的日期或有關命令根據《前身條例》第 291A(1) 條作出的日期後的 20 年內提出；
  - (b) 第 765(2) 條所指的申請，須於註冊撤銷後的 20 年內提出；及
  - (c) 第 765(4) 條所指的申請，須於解散日期後的 20 年內提出。
- (2) 如提出第 765 條所指的申請的目的，是使某人能夠針對有關公司提起關於人身傷害損害賠償的法律程序，則該申請可於任何時間提出。
- (3) 如有以下情況，第 (4) 款適用 ——
  - (a) 公司的名稱已根據第 746 或 747 條從公司登記冊剔除，而該公司已根據該條解散；
  - (b) 有人根據第 760 條提出申請，要求將該公司恢復列入公司登記冊；及

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- (a) a company's name has been struck off the Companies Register under section 746, 747 or 748, and the company is dissolved under that section; or
- (b) a company has been deregistered, and is dissolved, under section 751.
- (4) An application to the Court for the restoration of the company to the Companies Register may be made—
  - (a) by a person who was a director or member or creditor of the company; or
  - (b) by any other person, including the Government, who appears to the Court to have an interest in the matter.

#### 766. When application must be made

- (1) Subject to subsections (2) and (4)—
  - (a) an application under section 765(1) must be made within 20 years after the date on which the notice was published in the Gazette under section 291(6), or on which the order was made under section 291A(1), of the predecessor Ordinance;
  - (b) an application under section 765(2) must be made within 20 years of the deregistration; and
  - (c) an application under section 765(4) must be made within 20 years after the date of the dissolution.
- (2) An application under section 765 may be made at any time if the purpose of the application is to enable a person to bring proceedings against the company for damages for personal injury.
- (3) Subsection (4) applies if—
  - (a) a company's name has been struck off the Companies Register under section 746 or 747, and the company is dissolved under that section;



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- (c) 處長已拒批上述申請。
- (4) 第 765(4) 條所指的申請，須於以下期間內提出 ——
- (a) 解散日期後的 20 年，或原訟法庭應有關申請人的申請而容許的較長限期；或
- (b) (如上述的 20 年期間已終結) 處長根據第 762(1) 條發出拒批通知後的 28 日。
- (5) 在本條中 ——
- 人身傷害** (personal injury) 包括任何疾病及任何對個人的身體或精神狀態的損傷；
- 人身傷害損害賠償** (damages for personal injury) 包括 ——
- (a) 憑藉《法律修訂及改革 (綜合) 條例》(第 23 章) 第 20(2)(b)(i) 條申索的款項及損害賠償；
- (b) 《致命意外條例》(第 22 章) 下的損害賠償；及
- (c) 根據《僱員補償條例》(第 282 章) 第 5、6 或 32 條須就死亡或喪失工作能力而支付的補償。

## 767. 原訟法庭就申請作出決定

- (1) 原訟法庭如信納 ——
- (a) 在有關公司的名稱或有關公司被剔除時，該公司正在營運或經營業務；或
- (b) 基於其他原因，將有關公司恢復列入公司登記冊是公正的，

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- (b) an application has been made under section 760 for the restoration of the company to the Companies Register; and
- (c) the Registrar has refused the application.
- (4) An application under section 765(4) must be made—
- (a) within 20 years after the date of the dissolution or any further time that the Court allows on application by the applicant; or
- (b) if the period of 20 years has ended, within 28 days after the Registrar gives notification of the refusal under section 762(1).
- (5) In this section—
- damages for personal injury** (人身傷害損害賠償) includes—
- (a) any sum and damages claimed by virtue of section 20(2)(b)(i) of the Law Amendment and Reform (Consolidation) Ordinance (Cap. 23);
- (b) damages under the Fatal Accidents Ordinance (Cap. 22); and
- (c) any compensation for death or incapacity under section 5, 6 or 32 of the Employees' Compensation Ordinance (Cap. 282);
- personal injury** (人身傷害) includes any disease and any impairment of a person's physical or mental condition.

## 767. Court's decision on application

- (1) The Court may grant an application made under section 765(1) if satisfied that—
- (a) the company was, at the time the company's name or the company was struck off, in operation or carrying on business; or

- 則可批准根據第 765(1) 條提出的申請。
- (2) 原訟法庭如信納將有關公司恢復列入公司登記冊是公正的，則可批准根據第 765(2) 條提出的申請。
- (3) 原訟法庭如信納 ——
- (a) 就其名稱已從公司登記冊剔除的公司而言 ——
- (i) 在該公司的名稱被剔除時，該公司正在營運或經營業務；或
- (ii) 基於其他原因，將該公司恢復列入公司登記冊是公正的；或
- (b) 就已撤銷註冊的公司而言 ——
- (i) 第 750(2)(a)、(b)、(c)、(d) 或 (e) 條指明的任何規定沒有獲得符合；或
- (ii) 基於其他原因，將該公司恢復列入公司登記冊是公正的，
- 則可批准根據第 765(4) 條提出的申請。
- (4) 原訟法庭如覺得由於某條限制提起法律程序的時間的條例，有關法律程序會失敗，則不得批准依據第 766(2) 條提出的申請。
- (5) 在根據第 (4) 款作出不批准申請的決定時，原訟法庭須顧及它根據第 768(2) 條作出內容如下的指示的權力：在有關公司解散與原訟法庭作出命令之間的期間，為有關條例的目的不被計算在內。
- (6) 如原訟法庭批准根據第 765 條提出的申請，則申請人須將原訟法庭的命令的正式文本交付處長登記，而在該文本登記之時，有關公司即告恢復註冊。
- (7) 在有關公司根據第 (6) 款恢復列入公司登記冊後，處長須在憲報刊登關於該公司恢復註冊的公告。

- (b) it is otherwise just that the company be restored to the Companies Register.
- (2) The Court may grant an application made under section 765(2) if satisfied that it is just that the company be restored to the Companies Register.
- (3) The Court may grant an application made under section 765(4) if satisfied that—
- (a) in the case of a company whose name has been struck off the Companies Register—
- (i) the company was, at the time its name was struck off, in operation or carrying on business; or
- (ii) it is otherwise just that the company be restored to the Companies Register; or
- (b) in the case of a company that has been deregistered—
- (i) any of the requirements specified in section 750(2)(a), (b), (c), (d) or (e) was not met; or
- (ii) it is otherwise just that the company be restored to the Companies Register.
- (4) The Court must not grant an application made pursuant to section 766(2) if it appears to the Court that the proceedings would fail by reason of an Ordinance limiting the time within which proceedings may be brought.
- (5) In making a decision under subsection (4) not to grant an application, the Court must have regard to its power under section 768(2) to direct that the period between the dissolution of the company and the making of the Court's order does not count for the purposes of the Ordinance.
- (6) If the Court grants an application made under section 765, the applicant must deliver to the Registrar for registration an office copy of the Court's order, and the restoration takes effect on the registration.

**768. 恢復註冊的效果**

- (1) 如某公司根據第 767 條恢復列入公司登記冊，則它須視為一直持續存在，猶如它不曾解散一樣。
- (2) 原訟法庭可作出它認為公正的指示及命令，以盡量使有關公司及所有其他人的境況不變，猶如該公司不曾解散一樣。
- (3) 原訟法庭亦可就以下事宜作出指示——
  - (a) 向處長交付關乎有關公司的文件，而該等文件是使處長備存的紀錄能反映最新情況所需的；
  - (b) 支付處長就為了將有關公司恢復列入公司登記冊而進行的法律程序而招致的費用；及
  - (c) (如任何先前是歸屬有關公司或以信託形式為該公司持有的財產或權利，已根據第 752(1) 條歸屬政府) 支付政府在解散期間處理該財產或權利的費用、開支及債務，或支付政府就有關申請的程序而招致的費用、開支及債務。

**第 3 次分部 —— 補充條文****769. 在恢復註冊時公司的名稱**

如某公司根據本分部恢復列入公司登記冊，則它是以其前有名稱恢復註冊的。

- (7) After a company is restored to the Companies Register under subsection (6), the Registrar must publish in the Gazette a notice of the restoration.

**768. Effect of restoration**

- (1) If a company is restored to the Companies Register under section 767, it is to be regarded as having continued in existence as if it had not been dissolved.
- (2) The Court may give directions, and make orders, as seem just for placing the company and all other persons in the same position as nearly as may be as if the company had not been dissolved.
- (3) The Court may also give directions as to—
  - (a) the delivery to the Registrar of the documents relating to the company that are necessary to bring up to date the records kept by the Registrar;
  - (b) the payment of the Registrar's costs in connection with the proceedings for the restoration of the company to the Companies Register; and
  - (c) if any property or right previously vested in or held on trust for the company has been vested in the Government under section 752(1), the payment of the Government's costs, expenses and liabilities in dealing with the property or right during the period of dissolution, or in connection with the proceedings on the application.

**Subdivision 3—Supplementary Provisions****769. Company's name on restoration**

If a company is restored to the Companies Register under this Division, it is restored under its former name.

**770. 公司須更改被禁用名稱**

- (1) 如假若有關公司在恢復註冊的日期申請以其前有名稱註冊，第 100 條便會禁止該公司以該名稱註冊，則第 (2) 款適用。
- (2) 在恢復註冊後的 28 日內，有關公司須 ——
  - (a) 以特別決議更改其名稱；及
  - (b) 以符合指明格式的通知，將該項更改通知處長。
- (3) 如某公司根據第 (2)(b) 款給予改名通知，則除非第 100 條禁止該公司以有關的新名稱註冊，否則處長須 ——
  - (a) 將新名稱記入公司登記冊，以取代前有名稱；及
  - (b) 發出更改名稱證明書。
- (4) 名稱的更改，在有關更改名稱證明書發出的日期生效。
- (5) 根據本條作出的名稱更改，不影響有關公司的任何權利或義務，亦不使由該公司所提起或針對該公司而提起的法律程序欠妥。本來可由該公司以其前有名稱展開或繼續的法律程序，均可由該公司以其新名稱展開或繼續，而可用該公司的前有名稱針對該公司展開或繼續的法律程序，均可用該公司的新名稱針對該公司展開或繼續。
- (6) 如公司違反第 (2) 款，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$300。
- (7) 在本條中 ——

**前有名稱** (former name) 就根據本分部恢復列入公司登記冊的公司而言，指其在緊接其解散前的名稱。

**770. Company must change prohibited name**

- (1) Subsection (2) applies if, had the company applied on the date of the restoration to be registered by the former name, section 100 would have prohibited the company from being registered by that name.
- (2) Within 28 days after the restoration, the company—
  - (a) must by a special resolution change its name; and
  - (b) must give notice in the specified form of the change to the Registrar.
- (3) If a company gives notice of a change of name under subsection (2)(b), the Registrar must, unless the company is prohibited by section 100 from being registered by the new name—
  - (a) enter the new name on the Companies Register in place of the former name; and
  - (b) issue a certificate of change of name.
- (4) The change of name has effect from the date on which the certificate of change of name is issued.
- (5) A change of name under this section does not affect any rights or obligations of the company or render defective any legal proceedings by or against it. Any legal proceedings that could have been commenced or continued by or against it by its former name may be commenced or continued by or against it by its new name.
- (6) If the company contravenes subsection (2) the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3 and, in the case of a continuing offence, to a further fine of \$300 for each day during which the offence continues.
- (7) In this section—

**771. 處長可指示公司更改相同或相似的名稱等**

- (1) 如公司根據本分部以某名稱恢復列入公司登記冊，但 ——
  - (a) 該名稱在恢復註冊時，與出現於或應已出現於根據《前身條例》第 22C 條備存的名稱索引或《公司名稱索引》內的另一名稱相同，或處長認為該名稱與該另一名稱太過相似；或
  - (b) 該名稱在恢復註冊時，與根據某條例成立為法人團體或設立的法人團體的名稱相同，或處長認為該名稱與該法人團體的名稱太過相似，則處長可藉書面通知，指示該公司在該通知指明的限期內，更改該名稱。
- (2) 上述指示只可在有關公司恢復註冊後的 12 個月內發出。
- (3) 處長可在根據第 (1) 款發出的通知所指明的限期結束前，藉書面通知延長該限期。
- (4) 如公司沒有在有關通知指明的限期內遵從指示，亦沒有在根據第 (3) 款延長的限期內遵從指示，該公司及其每名責任人均屬犯罪，可各處第 6 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$2,000。

**772. 處長可在公司沒有遵從指示時更改公司名稱**

*former name* (前有名稱), in relation to a company restored to the Companies Register under this Division, means the name that the company had immediately before it was dissolved.

**771. Registrar may direct company to change same or similar name etc.**

- (1) The Registrar may by notice in writing direct a company to change, within the period specified in the notice, a name under which the company is restored to the Companies Register under this Division if—
  - (a) the name is, as at the time of the restoration, the same as or in the Registrar's opinion too like a name that appeared or should have appeared in the index of names kept under section 22C of the predecessor Ordinance or in the Index of Company Names; or
  - (b) the name is, as at the time of the restoration, the same as or in the Registrar's opinion too like a name of a body corporate incorporated or established under an Ordinance.
- (2) A direction may only be given within 12 months after the restoration.
- (3) The Registrar may, before the end of the period specified in a notice given under subsection (1), by notice in writing extend the period.
- (4) If a company fails to comply with a direction within the period specified in the notice or extended under subsection (3), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 6 and, in the case of a continuing offence, to a further fine of \$2,000 for each day during which the offence continues.

**772. Registrar may change company name in case of failure to**



- (1) 如有以下情況，本條適用 ——
- 公司就某名稱違反第 770(2) 條；或
  - 處長根據第 771(1) 條指示某公司更改名稱，但該公司沒有在有關通知所指明的限期內，亦（如該限期根據第 771(3) 條延長）沒有在經延長的限期內，遵從該指示。
- (2) 在不局限第 770(6) 或 771(4) 條的原則下 ——
- 如有關名稱是英文名稱，處長可將該名稱更改為符合以下說明名稱：該名稱包含“Company Registration Number”的字樣，及在該字樣後加上在該公司的公司註冊證明書述明的註冊編號；
  - 如有關名稱是中文名稱，處長可將該名稱更改為符合以下說明名稱：該名稱包含“公司註冊編號”的字樣，及在該字樣後加上在該公司的公司註冊證明書述明的註冊編號；
  - 如有關名稱包含一個英文名稱及一個中文名稱，處長可將該等名稱更改為符合以下說明名稱 ——
    - 一個新的英文名稱，該新名稱包含“Company Registration Number”的字樣，及在該字樣後加上在該公司的公司註冊證明書述明的註冊編號；及
    - 一個新的中文名稱，該新名稱包含“公司註冊編號”的中文字樣，及在該字樣後加上在該公司的公司註冊證明書述明的註冊編號。
- (3) 處長須將新名稱記入公司登記冊，以取代前有的名稱。
- (4) 名稱的更改，在新名稱記入公司登記冊的日期生效。
- (5) 在新名稱記入公司登記冊的日期後的 30 日內，處長須 ——
- 以書面通知有關公司 ——
    - 該公司的名稱已更改的事實；

**comply with direction**

- (1) This section applies if—
- a company contravenes section 770(2) in relation to a name; or
  - the Registrar directs a company to change a name under section 771(1), and the company fails to comply with the direction within the period specified in the notice or, if the period is extended under 771(3), within the extended period.
- (2) Without limiting section 770(6) or 771(4), the Registrar may change the name to—
- in the case of an English name, a name that consists of the words “Company Registration Number” as its prefix, followed by the registration number of the company as stated in the certificate of incorporation;
  - in the case of a Chinese name, a name that consists of the Chinese characters “公司註冊編號” as its prefix, followed by the registration number of the company as stated in the certificate of incorporation; or
  - in the case of a name consisting of both an English name and a Chinese name—
    - a new English name that consists of the words “Company Registration Number” as its prefix, followed by the registration number of the company as stated in the certificate of incorporation; and
    - a new Chinese name that consists of the Chinese characters “公司註冊編號” as its prefix, followed by the registration number of the company as stated in the certificate of incorporation.

- (ii) 新名稱；及
- (iii) 該項更改根據第 (3) 款生效的日期；及
- (b) 藉在憲報刊登公告，公布該事實、該新名稱及該日期。
- (6) 根據本條作出的名稱更改，不影響有關公司的任何權利或義務，亦不使由該公司所提起或針對該公司而提起的法律程序欠妥。本來可由該公司以其前有名稱展開或繼續的法律程序，均可由該公司以其新名稱展開或繼續，而可用該公司的前有名稱針對該公司展開或繼續的法律程序，均可用該公司的新名稱針對該公司展開或繼續。

**773. 恢復註冊對無主財物或權利的效果**

- (1) 即使有關公司根據本分部或《公司(清盤及雜項條文)條例》(第 32 章)第 290 條可恢復列入公司登記冊，政府仍可處置或以其他方式處理根據第 752(1) 條或《前身條例》第 292 條歸屬政府的財產或權利，或處置或以其他方式處理在該財產或權利中的某項權益，而處置或以其他方式處理該財產、權利或權益可用的方式，與政府處置或以其他方式處理任何其他歸屬政府的無主財物或權利可用的方式相同。(由 2018 年第 35 號第 73 條修訂)

- (3) The Registrar must enter the new name in the Companies Register in place of the former name.
- (4) The change of name has effect from the date on which the new name is entered in the Companies Register.
- (5) Within 30 days after the date of entering the new name in the Companies Register, the Registrar—
  - (a) must notify the company in writing of—
    - (i) the fact that the name of the company has been changed;
    - (ii) the new name; and
    - (iii) the date on which the change takes effect under subsection (3); and
  - (b) must publish a notice of that fact, the new name and that date in the Gazette.
- (6) A change of name under this section does not affect any rights or obligations of the company or render defective any legal proceedings by or against it. Any legal proceedings that could have been commenced or continued by or against it by its former name may be commenced or continued by or against it by its new name.

**773. Effect of restoration on bona vacantia property or right**

- (1) The Government may dispose of or otherwise deal with any property or right vested in it under section 292 of the predecessor Ordinance or section 752(1), or an interest in the property or right, in the same manner as it may dispose of or otherwise deal with any other property or right vested in it as bona vacantia, even though the company may be restored to the Companies Register under this Division or section 290 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32). (*Amended 35 of 2018 s. 73*)

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第 15 部 —— 第 4 分部  
第 773 條

- (2) 如有關公司恢復列入公司登記冊，則第 (3)、(4)、(5) 及 (6) 款適用。
- (3) 有關公司恢復註冊並不影響上述處置或處理。
- (4) 凡任何其他財產或權利先前是歸屬有關公司，或以信託形式為有關公司持有，第 (3) 款並不局限該公司恢復註冊就該財產或權利而具有的效力。
- (5) 在有關公司恢復註冊之時，如任何財產、權利或權益仍然歸屬政府，則該財產、權利或權益重新歸屬該公司，但須受在緊接重新歸屬前附於該財產、權利或權益的任何債務、法律責任、權益或申索所規限。
- (6) 除第 (7) 款另有規定外 ——
  - (a) 如政府收到被處置或以其他方式處理的財產、權利或權益的代價，政府須向有關公司，支付一筆相等於以下數目的款額 ——
    - (i) 該代價的款額；或
    - (ii) 該代價在處置或處理的日期的價值；或
  - (b) 如政府沒有收到任何代價，政府須向有關公司，支付一筆相等於被處置或以其他方式處理的財產、權利或權益在處置或處理的日期的價值的款額。
- (7) 政府就有關處置或處理而招致的合理費用，可從根據第 (6) 款須支付的款額中扣除，但扣除額限於該費用中之前沒有作為根據第 762 條恢復註冊的條件或沒有依據一項根據第 768 條作出的指示而支付予政府的款額。

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- (2) Subsections (3), (4), (5) and (6) apply if the company is restored to the Companies Register.
- (3) The restoration does not affect the disposition or dealing.
- (4) Subsection (3) does not limit the effect of the restoration in relation to any other property or right previously vested in or held on trust for the company.
- (5) If any property, right or interest is still vested in the Government at the time of the restoration, it reverts in the company subject to any liability, interest or claim that was attached to the property, right or interest immediately before the reversion.
- (6) Subject to subsection (7), the Government must pay to the company—
  - (a) if the Government received any consideration for the property, right or interest disposed of or otherwise dealt with, an amount equal to—
    - (i) the amount of the consideration; or
    - (ii) the value of the consideration as at the date of the disposition or dealing; or
  - (b) if no consideration was received, an amount equal to the value of the property, right or interest disposed of or otherwise dealt with as at the date of the disposition or dealing.
- (7) There may be deducted from the amount payable under subsection (6) the Government's reasonable costs in connection with the disposition or dealing to the extent that the costs have not been paid to the Government as a condition of a restoration under section 762 or pursuant to a direction under section 768.