

**第 16 部****非香港公司**

(格式變更——2013 年第 1 號編輯修訂紀錄)

**第 1 分部 —— 導言****774. 釋義**

(1) 在本部中 ——

**本土名稱** (domestic name) 就於某地方成立為法團的非香港公司而言，指該公司在該地方註冊所用的一個或多於一個名稱；**所需細節** (required details) 就獲授權代表而言，指 ——

- (a) 該代表的姓名或名稱及香港地址；(由 2018 年第 35 號第 74 條修訂)
- (b) 該代表獲授權的日期；及
- (c) (如屬自然人) 以下資料 ——
  - (i) 該代表的身分證號碼；或
  - (ii) (如該代表沒有身分證) 該代表所持有的任何護照的號碼及簽發國家；

**法團名稱** (corporate name) 就註冊非香港公司而言，指該公司在公司登記冊內註冊所用的本土名稱或本土名稱的譯名；**律師** (solicitor) 指根據《法律執業者條例》(第 159 章) 有資格以律師身分行事的人；**《程序規例》** (procedural regulations) 指根據第 805 條訂立的規例；**經批准名稱** (approved name) 就註冊非香港公司而言，指 ——**Part 16****Non-Hong Kong Companies**

(Format changes—E.R. 1 of 2013)

**Division 1—Preliminary****774. Interpretation**

(1) In this Part—

**approved name** (經批准名稱), in relation to a registered non-Hong Kong company, means—

- (a) the name entered in the Companies Register under section 782(5)(a) or 785(5)(a); or
- (b) the name by which the company was registered by virtue of section 337B(3) of the predecessor Ordinance;

**authorized representative** (獲授權代表), in relation to a registered non-Hong Kong company, means—

- (a) a natural person resident in Hong Kong;
- (b) a solicitor corporation as defined by section 2(1) of the Legal Practitioners Ordinance (Cap. 159);
- (c) a corporate practice as defined by section 2(1) of the Professional Accountants Ordinance (Cap. 50); or
- (d) a firm of solicitors or certified public accountants (practising),

that is authorized to accept on the company's behalf service of any process or notice required to be served on the company;

**corporate name** (法團名稱), in relation to a registered non-Hong Kong company, means a domestic name, or a translation of

- (a) 根據第 782(5)(a) 或 785(5)(a) 條記入公司登記冊的名稱；或
- (b) 該公司憑藉《前身條例》第 337B(3) 條註冊所用的名稱；
- 營業地點** (place of business) 包括股份過戶處及股份登記處，但不包括第 (3) 款指明的辦事處；
- 獲授權代表** (authorized representative) 就註冊非香港公司而言，指獲授權代該公司接受任何須向該公司送達的法律程序文件或通知的送達的下述人士 ——
- (a) 居於香港的自然人；
- (b) 《法律執業者條例》(第 159 章) 第 2(1) 條界定的律師法團；
- (c) 《專業會計師條例》(第 50 章) 第 2(1) 條界定的執業法團；或
- (d) 律師行或執業會計師事務所。
- (2) 在本部中，提述本土名稱的經核證英文譯名或中文譯名，即提述在有關非香港公司的公司註冊證明書 (或等同於公司註冊證書的文件) 的經核證英文譯本或中文譯本上所示的該名稱的英文譯名或中文譯名 (視屬何情況而定)。
- (3) 為第 (1) 款中**營業地點**的定義而指明的辦事處，是由《銀行業條例》(第 155 章) 第 46 條第 (9) 款界定的銀行在金融管理專員根據該條作出的批准下設立或維持經營的本地代表辦事處。
- (4) 財政司司長可藉於憲報刊登的公告修訂第 (3) 款。

(編輯修訂——2013 年第 1 號編輯修訂紀錄)

- a domestic name, by which the company is registered in the Companies Register;
- domestic name** (本土名稱), in relation to a non-Hong Kong company, means the name or names by which the company is registered in its place of incorporation;
- place of business** (營業地點) includes a share transfer office and a share registration office but excludes an office specified in subsection (3);
- procedural regulations** (《程序規例》) means regulations made under section 805;
- required details** (所需細節), in relation to an authorized representative, means—
- (a) the name and address in Hong Kong of the representative; (*Amended 35 of 2018 s. 74*)
- (b) the date on which the representative was authorized; and
- (c) in the case of a natural person—
- (i) the number of the representative's identity card; or
- (ii) if the representative does not have an identity card, the number and issuing country of any passport held by the representative;
- solicitor** (律師) means a person who is qualified to act as a solicitor under the Legal Practitioners Ordinance (Cap. 159).
- (2) In this Part, a reference to a certified translation, in English or Chinese, of a domestic name is a reference to an English or Chinese translation of that name as shown in a certified translation, in English or Chinese (as the case may be), of the certificate of incorporation (or its equivalent) of the non-Hong Kong company.
- (3) The office specified for the purposes of the definition of **place of business** in subsection (1) is a local representative office

**775. 經核證副本**

- (1) 就本部而言，任何文件的副本如經第 (2) 款指明的人核證為該文件的真實副本，即屬經核證副本。
- (2) 上述的人即以下所述者 ——
  - (a) 如有關副本是在有關非香港公司成立為法團所在地方核證的 ——
    - (i) 受託保管有關文件的正本的該地方的政府官員；
    - (ii) 在該地方執業的公證人；
    - (iii) 在該地方執業的律師；
    - (iv) 在該地方執業的專業會計師；
    - (v) 獲該地方的法律妥為授權負責核證作司法或其他法律用途的文件的法院人員；或
    - (vi) 在該地方執業的專業公司秘書；
  - (b) 如有關副本是在香港核證的 ——
    - (i) 在香港執業的公證人；
    - (ii) 在香港執業的律師；
    - (iii) 執業會計師；
    - (iv) 獲法律授權負責核證作司法或其他法律用途的文件的香港法院人員；
    - (v) 有關非香港公司成立為法團所在地方的領事館官員；或
    - (vi) 在香港執業的專業公司秘書；

established, or maintained, with the Monetary Authority's approval, under section 46 of the Banking Ordinance (Cap. 155) by a bank as defined by subsection (9) of that section.

- (4) The Financial Secretary may, by notice published in the Gazette, amend subsection (3).

**775. Certified copy**

- (1) For the purposes of this Part, a copy of a document is a certified copy if it is certified as a true copy of the document by a person specified in subsection (2).
- (2) The person is—
  - (a) if the copy is certified in the non-Hong Kong company's place of incorporation—
    - (i) an official of the government of that place to whose custody the original of the document is committed;
    - (ii) a notary public practising in that place;
    - (iii) a lawyer practising in that place;
    - (iv) a professional accountant practising in that place;
    - (v) an officer of a court of law duly authorized by the law of that place to certify documents for any judicial or other legal purpose; or
    - (vi) a professional company secretary practising in that place;
  - (b) if the copy is certified in Hong Kong—
    - (i) a notary public practising in Hong Kong;
    - (ii) a solicitor practising in Hong Kong;
    - (iii) a certified public accountant (practising);

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- (c) 有關非香港公司的高級人員；或
- (d) 有關註冊非香港公司的獲授權代表。
- (3) 局長可藉於憲報刊登的公告修訂第 (2) 款。

## 第 2 分部 —— 註冊

### 776. 某些非香港公司須申請註冊

- (1) 本條適用於 ——
  - (a) 在本部的生效日期當日或之後在香港設立營業地點的非香港公司；及
  - (b) 符合以下說明的非香港公司 ——
    - (i) 在上述生效日期當日，在香港有一個於該生效日期前設立的營業地點；及
    - (ii) 沒有遵守在緊接該生效日期前有效的《前身條例》第 333 條。
- (2) 第 (1)(a) 款所指的非香港公司須在設立營業地點後的一個月內，向處長申請註冊為註冊非香港公司。
- (3) 第 (1)(b) 款所指的非香港公司須在本部的生效日期後的一個月內，向處長申請註冊為註冊非香港公司。
- (4) 第 (2) 或 (3) 款所指的申請須 ——
  - (a) 符合指明格式；

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- (iv) an officer of the court in Hong Kong who is authorized by law to certify documents for any judicial or other legal purpose;
- (v) a consular officer of the non-Hong Kong company's place of incorporation; or
- (vi) a professional company secretary practising in Hong Kong;
- (c) an officer of the non-Hong Kong company; or
- (d) an authorized representative of the registered non-Hong Kong company.
- (3) The Secretary may, by notice published in the Gazette, amend subsection (2).

## Division 2—Registration

### 776. Certain non-Hong Kong companies must apply for registration

- (1) This section applies to—
  - (a) a non-Hong Kong company that establishes a place of business in Hong Kong on or after the commencement date of this Part; and
  - (b) a non-Hong Kong company that—
    - (i) at that commencement date, has a place of business in Hong Kong established before the commencement date; and
    - (ii) had not complied with section 333 of the predecessor Ordinance as in force immediately before that commencement date.
- (2) A non-Hong Kong company falling within subsection (1)(a) must, within one month after the establishment of the place of business, apply to the Registrar for registration as a registered non-Hong Kong company.

- (b) 載有《程序規例》訂明的詳情；
  - (c) 載有最少一名擬在有關非香港公司註冊時成為獲授權代表的人的所需細節；
  - (d) 隨附《程序規例》訂明的文件；及
  - (e) 交付處長。
- (5) 如有關非香港公司的本土名稱中，既無以拉丁字母的字組成的名稱亦無中文字名稱，而 —— (由 2018 年第 35 號第 75 條修訂)
- (a) 該公司有一個本土名稱，則第 (2) 或 (3) 款所指的申請，亦須載有該名稱的經核證英文譯名或中文譯名，或兼載有兩者；或
  - (b) 該公司有多於一個本土名稱，則第 (2) 或 (3) 款所指的申請，亦須載有其中一個本土名稱的經核證英文譯名或中文譯名，或兼載有兩者。
- (6) 如非香港公司違反第 (2) 或 (3) 款，該公司、其每名責任人及其每名授權或准許該公司違反該款的代理人，均屬犯罪，可各處第 5 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 \$1,000。

- (3) A non-Hong Kong company falling within subsection (1)(b) must, within one month after the commencement date of this Part, apply to the Registrar for registration as a registered non-Hong Kong company.
- (4) An application under subsection (2) or (3)—
  - (a) must be in the specified form;
  - (b) must contain the particulars prescribed by procedural regulations;
  - (c) must contain the required details of at least one person who is proposed to be an authorized representative on registration of the non-Hong Kong company;
  - (d) must be accompanied by the documents prescribed by procedural regulations; and
  - (e) must be delivered to the Registrar.
- (5) If none of the non-Hong Kong company's domestic names is in characters of the Latin alphabet or in Chinese, an application under subsection (2) or (3) must also contain— (*Amended 35 of 2018 s. 75*)
  - (a) where the company has one domestic name, a certified translation of that name in English or Chinese, or both; or
  - (b) where the company has more than one domestic name, a certified translation of one of those names in English or Chinese, or both.
- (6) If a non-Hong Kong company contravenes subsection (2) or (3), the company, every responsible person of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.



**777. 非香港公司的註冊**

- (1) 處長如收到第 776(2) 或 (3) 條所指的申請，須將有關非香港公司註冊為註冊非香港公司。
- (2) 如有關申請不屬第 776(5) 條規定須載有本土名稱的經核證譯名的申請，處長須 ——
  - (a) 將有關非香港公司的以拉丁字母的字組成的本土名稱或中文字本土名稱，或同時將該兩名稱；及 (*由 2018 年第 35 號第 76 條修訂*)
  - (b) 將依據《程序規例》載於該申請的某本土名稱的經核證英文譯名或中文譯名 (如有的話)，  
記入公司登記冊，作為法團名稱。
- (3) 如有關申請為第 776(5) 條的目的載有本土名稱的經核證譯名，則處長須將該譯名記入公司登記冊，作為法團名稱。
- (4) 處長如根據第 (1) 款註冊非香港公司，須 ——
  - (a) 向該公司發出有處長簽署的註冊證明書，以核證該項註冊；及
  - (b) 登記有關申請及隨附的文件。

**第 3 分部 —— 增加、更改或停用法團名稱****778. 公司須就增加、更改或停用名稱或譯名通知處長****777. Registration of non-Hong Kong company**

- (1) On receiving an application under section 776(2) or (3), the Registrar must register the non-Hong Kong company as a registered non-Hong Kong company.
- (2) If the application is not required by section 776(5) to contain a certified translation of a domestic name, the Registrar must enter in the Companies Register, as a corporate name—
  - (a) the non-Hong Kong company's domestic name in characters of the Latin alphabet, or that company's domestic name in Chinese, or both; and (*Amended 35 of 2018 s. 76*)
  - (b) the certified translation, in English or Chinese, of a domestic name (if any) contained in the application pursuant to procedural regulations.
- (3) If the application contains a certified translation of a domestic name for the purposes of section 776(5), the Registrar must enter that translation in the Companies Register as a corporate name.
- (4) On registering a non-Hong Kong company under subsection (1), the Registrar—
  - (a) must issue to the company a certificate of registration, with the Registrar's signature, certifying the registration; and
  - (b) must register the application and accompanying documents.

**Division 3—Addition, Change or Cessation of Corporate Name****778. Company must notify Registrar of addition, change or cessation**

- (1) 如註冊非香港公司因增加了一個本土名稱，而有新的以拉丁字母的字組成的本土名稱或中文字本土名稱，則該公司須在增加名稱的日期後的一個月內，將載有增加名稱一事的詳情的申報表，交付處長登記。(由 2018 年第 35 號第 77 條修訂)
- (2) 如註冊非香港公司因本土名稱有所更改，而有新的本土名稱，則該公司須在更改名稱的日期後的一個月內，將載有更改名稱一事的詳情的申報表，交付處長登記。
- (3) 如註冊非香港公司的名稱不再是本土名稱，則該公司須在此事發生的日期後的一個月內，將一份申報表交付處長登記，該申報表——
  - (a) 須載有此事的詳情；及
  - (b) (凡該公司在此事發生後，不再有名稱記入公司登記冊作為法團名稱)亦須載有以下詳情——
    - (i) 最少一個新的以拉丁字母的字組成的本土名稱或中文字本土名稱；或(由 2018 年第 35 號第 77 條修訂)
    - (ii) 最少一個本土名稱的經核證英文譯名或中文譯名。
- (4) 除非註冊非香港公司是以本土名稱或其譯名在公司登記冊內註冊的，否則第 (2) 或 (3) 款不適用。
- (5) 如——
  - (a) 註冊非香港公司沒有以拉丁字母的字組成的法團名稱，而它採用本土名稱的經核證英文譯名，作為它在香港經營業務時採用的名稱；或(由 2018 年第 35 號第 77 條修訂)
  - (b) 註冊非香港公司沒有中文字法團名稱，而它採用本土名稱的經核證中文譯名，作為它在香港經營業務時採用的名稱，

**of name or translation of name**

- (1) If, as a result of an addition of domestic name, a registered non-Hong Kong company has a new domestic name in characters of the Latin alphabet or in Chinese, the company must, within one month after the date of the addition, deliver to the Registrar for registration a return containing the particulars of the addition. (*Amended 35 of 2018 s. 77*)
- (2) If, as a result of a change to a domestic name, a registered non-Hong Kong company has a new domestic name, the company must, within one month after the date of the change, deliver to the Registrar for registration a return containing the particulars of the change.
- (3) If a name of a registered non-Hong Kong company ceases to be a domestic name, the company must, within one month after the date of the cessation, deliver to the Registrar for registration a return—
  - (a) containing the particulars of the cessation; and
  - (b) where, after the cessation, the company no longer has a name entered in the Companies Register as a corporate name, also containing the following particulars—
    - (i) at least one new domestic name in characters of the Latin alphabet or in Chinese; or (*Amended 35 of 2018 s. 77*)
    - (ii) the certified translation, in English or Chinese, of at least one domestic name.
- (4) Subsection (2) or (3) does not apply unless the registered non-Hong Kong company is registered in the Companies Register by the domestic name or a translation of it.
- (5) If—
  - (a) a registered non-Hong Kong company does not have a corporate name in characters of the Latin alphabet, and

則該公司須在如此採用該譯名的日期後的一個月內，將載有採用該譯名的詳情及該本土名稱的經核證譯名的申報表，交付處長登記。

- (6) 如註冊非香港公司的本土名稱的譯名，已記入公司登記冊作為法團名稱，而它以該本土名稱的另一譯名取而代之，作為它在香港經營業務時採用的名稱，則該公司須在取代該譯名的日期後的一個月內，將載有取代該譯名的詳情及該本土名稱的經核證譯名的申報表，交付處長登記。
- (7) 如註冊非香港公司的本土名稱的譯名，已記入公司登記冊作為法團名稱，而該譯名不再是該公司在香港經營業務時採用的名稱，則該公司須在停用該譯名的日期後的一個月內，將一份申報表交付處長登記，該申報表 ——
  - (a) 須載有停用該譯名的詳情；及
  - (b) (凡該公司停用該譯名後，不再有名稱記入公司登記冊作為法團名稱) 亦須載有以下詳情 ——
    - (i) 最少一個新的以拉丁字母的字組成的本土名稱或中文字本土名稱；或 (由 2018 年第 35 號第 77 條修訂)
    - (ii) 最少一個本土名稱的經核證英文譯名或中文譯名。
- (8) 第 (1)、(2)、(3)、(5)、(6) 或 (7) 款所指的申報表須 ——
  - (a) 符合指明格式；及
  - (b) 隨附處長指明的文件。
- (9) 如新本土名稱既非以拉丁字母的字組成的名稱亦非中文字名稱，則第 (2) 款所指的申報表，亦須載有該新本土名稱的經核證英文譯名或中文譯名，或兼載有兩者。(由 2018 年第 35 號第 77 條修訂)
- (10) 如註冊非香港公司違反第 (1)、(2)、(3)、(5)、(6) 或 (7) 款，該公司、其每名責任人及其每名授權或准許該公司違反該款的代理人，均屬犯罪，可各處第 3 級罰款，如

the company adopts a certified translation, in English, of a domestic name, under which it is to carry on business in Hong Kong; or (*Amended 35 of 2018 s. 77*)

- (b) a registered non-Hong Kong company does not have a corporate name in Chinese, and the company adopts a certified translation, in Chinese, of a domestic name, under which it is to carry on business in Hong Kong, the company must, within one month after the date of the adoption, deliver to the Registrar for registration a return containing the particulars of the adoption and the certified translation of the domestic name.
- (6) If a translation of a domestic name of a registered non-Hong Kong company is entered in the Companies Register as a corporate name, and the company replaces the translation with another translation of the domestic name, under which it is to carry on business in Hong Kong, the company must, within one month after the date of the replacement, deliver to the Registrar for registration a return containing the particulars of the replacement and the certified translation of the domestic name.
- (7) If a translation of a domestic name of a registered non-Hong Kong company is entered in the Companies Register as a corporate name, and the translation ceases to be a name under which it is to carry on business in Hong Kong, the company must, within one month after the date of the cessation, deliver to the Registrar for registration a return—
  - (a) containing the particulars of the cessation; and
  - (b) where, after the cessation, the company no longer has a name entered in the Companies Register as a corporate name, also containing the following particulars—



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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。

#### 779. 法團名稱的註冊

- (1) 如處長收到第 778(1)、(2)、(3)、(5)、(6) 或 (7) 條所指的申報表，處長須 ——
  - (a) 在公司登記冊內作出註明，以表明有關法團名稱有所更改；
  - (b) 向有關註冊非香港公司發出載有現行法團名稱的新註冊證明書；及
  - (c) 登記該申報表及隨附的文件。

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- (i) at least one new domestic name in characters of the Latin alphabet or Chinese; or (*Amended 35 of 2018 s. 77*)
  - (ii) the certified translation, in English or Chinese, of at least one domestic name.
- (8) A return under subsection (1), (2), (3), (5), (6) or (7)—
  - (a) must be in the specified form; and
  - (b) must be accompanied by the documents specified by the Registrar.
- (9) A return under subsection (2) must also contain a certified translation of the new domestic name in English or Chinese, or both, if the new domestic name is neither in characters of the Latin alphabet nor in Chinese. (*Amended 35 of 2018 s. 77*)
- (10) If a registered non-Hong Kong company contravenes subsection (1), (2), (3), (5), (6) or (7), the company, every responsible person of the company, and every agent of the company who authorizes or permits the contravention, 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.

#### 779. Registration of corporate name

- (1) If the Registrar receives a return under section 778(1), (2), (3), (5), (6) or (7), the Registrar—
  - (a) must make a note in the Companies Register to the effect that there is a change of corporate name;
  - (b) must issue to the registered non-Hong Kong company a fresh certificate of registration containing the current corporate name; and
  - (c) must register the return and accompanying documents.

- (2) 如處長收到第 778(1) 條所指的申報表，處長亦須將有關註冊非香港公司的新本土名稱記入公司登記冊，作為法團名稱。
- (3) 如處長收到第 778(2) 條所指的申報表，而第 778(9) 條並不規定該申報表載有新本土名稱的經核證譯名，處長亦須將 ——
  - (a) 有關註冊非香港公司的新本土名稱；及
  - (b) 依據《程序規例》載於該申報表的該本土名稱的經核證英文譯名或中文譯名 ( 如有的話 )，
 記入公司登記冊，作為法團名稱。
- (4) 如處長收到第 778(2) 條所指的申報表，而該申報表為第 778(9) 條的目的載有新本土名稱的經核證譯名，處長亦須將該譯名記入公司登記冊，作為法團名稱。
- (5) 如處長收到第 778(3) 或 (7) 條所指的申報表，而該申報表載有第 778(3)(b) 或 (7)(b) 條規定的詳情，處長亦須將該申報表所載的新本土名稱或本土名稱的經核證譯名，記入公司登記冊，作為法團名稱。
- (6) 如處長收到第 778(5) 或 (6) 條所指的申報表，處長亦須將該申報表所載的本土名稱的經核證譯名記入公司登記冊，作為法團名稱。
- (7) 在根據第 (1)(a) 款作出註明時，記入公司登記冊作為相對舊有法團名稱而言的經批准名稱的名稱，不再是經批准名稱，而處長須在公司登記冊內作出另一註明，以表明此事。
- (8) 在根據第 (2) 或 (3) 款作出記項時，如記入公司登記冊作為有關註冊非香港公司的法團名稱的該公司的本土名稱的譯名所採用的語文，與新本土名稱所採用的語文相同，則該譯名不再是法團名稱，而處長須在公司登記冊內作出註明，以表明此事。

- (2) If the Registrar receives a return under section 778(1), the Registrar must also enter in the Companies Register, as a corporate name, the registered non-Hong Kong company's new domestic name.
- (3) If the Registrar receives a return under section 778(2), and the return is not required by section 778(9) to contain a certified translation of a new domestic name, the Registrar must also enter in the Companies Register, as a corporate name—
  - (a) the registered non-Hong Kong company's new domestic name; and
  - (b) the certified translation, in English or Chinese, of that domestic name (if any) contained in the return pursuant to procedural regulations.
- (4) If the Registrar receives a return under section 778(2), and the return contains a certified translation of a new domestic name for the purposes of section 778(9), the Registrar must also enter that translation in the Companies Register as a corporate name.
- (5) If the Registrar receives a return under section 778(3) or (7), and the return contains the particulars required by section 778(3)(b) or (7)(b), the Registrar must also enter in the Companies Register as a corporate name the new domestic name, or the certified translation of a domestic name, contained in the return.
- (6) If the Registrar receives a return under section 778(5) or (6), the Registrar must also enter in the Companies Register, as a corporate name, the certified translation of the domestic name contained in the return.
- (7) On a note being made under subsection (1)(a), a name entered in the Companies Register as an approved name in relation to the old corporate name is no longer an approved name,

**第 4 分部 —— 對註冊非香港公司在香港經營業務時採用的名稱的規管****780. 處長可藉送達通知規管法團名稱或經批准名稱的採用**

- (1) 如處長信納某註冊非香港公司的法團名稱或經批准名稱 ——
  - (a) 與以下名稱相同，或太過相似 ——
    - (i) 在關鍵日期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》內的名稱；或
    - (ii) 在關鍵日期前根據某條例成立為法人團體或設立的法人團體的名稱；或
  - (b) 就該公司在香港的活動的性質，給予具誤導性的顯示，以致相當可能會對公眾造成損害，  
處長可向該公司送達通知。
- (2) 上述通知須述明送達該通知的理由。
- (3) 為第 (1)(a) 款的目的送達的通知，須在自關鍵日期起計的 6 個月內，送達有關註冊非香港公司。
- (4) 在本條中 ——

**關鍵日期** (material date) ——

and the Registrar must make another note in the Companies Register to that effect.

- (8) On an entry being made under subsection (2) or (3), a translation of a domestic name of the registered non-Hong Kong company that is entered in the Companies Register as a corporate name of the company is no longer a corporate name if it is in the same language as the new domestic name, and the Registrar must make a note in the Companies Register to that effect.

**Division 4—Regulation of Names Used by Registered Non-Hong Kong Companies to Carry on Business in Hong Kong****780. Registrar may serve notice to regulate use of corporate names or approved names**

- (1) The Registrar may serve a notice on a registered non-Hong Kong company if satisfied that a corporate name or approved name of the company—
  - (a) is the same as or is too like—
    - (i) a name that appears, or should have appeared, in the index of names kept under section 22C of the predecessor Ordinance or in the Index of Company Names on the material date; or
    - (ii) the name of a body corporate incorporated or established under an Ordinance before the material date; or
  - (b) gives so misleading an indication of the nature of the company's activities in Hong Kong as to be likely to cause harm to the public.
- (2) A notice must state the reasons for serving the notice.

- (a) 就根據第 777 條記入公司登記冊作為法團名稱的註冊非香港公司的本土名稱或本土名稱的譯名而言，指根據該條發出註冊證明書的日期；
- (b) 就根據第 779 條記入公司登記冊作為法團名稱的註冊非香港公司的本土名稱或本土名稱的譯名而言，指根據該條發出註冊證明書的日期；
- (c) 就於註冊非香港公司恢復列入公司登記冊時記入公司登記冊的該公司的本土名稱或本土名稱的譯名而言，指恢復註冊的日期；
- (d) 就於本部實施時已記入公司登記冊的註冊非香港公司的本土名稱或本土名稱的譯名而言，指 ——
  - (i) 該公司遵守《前身條例》第 333 條的日期；或
  - (ii) (如該公司已根據《前身條例》第 335 條將申報表交付登記) 根據該條發出註冊證明書的日期；
- (e) 就根據第 782(5) 或 785(5) 條記入公司登記冊作為經批准名稱的名稱而言，指根據該條發出註冊證明書的日期；或
- (f) 就註冊非香港公司憑藉《前身條例》第 337B(3) 條獲註冊為經批准名稱的名稱而言，指註冊日期。

- (3) A notice for the purposes of subsection (1)(a) must be served on a registered non-Hong Kong company within 6 months beginning on the material date.
- (4) In this section—  
*material date* (關鍵日期)—
  - (a) in relation to a domestic name, or a translation of a domestic name, of a registered non-Hong Kong company that is entered in the Companies Register under section 777 as a corporate name, means the date on which the certificate of registration was issued under that section;
  - (b) in relation to a domestic name, or a translation of a domestic name, of a registered non-Hong Kong company that is entered in the Companies Register under section 779 as a corporate name, means the date on which the certificate of registration was issued under that section;
  - (c) in relation to a domestic name, or a translation of a domestic name, of a registered non-Hong Kong company that is entered in the Companies Register on a restoration of the company to the Companies Register, means the date of the restoration;
  - (d) in relation to a domestic name, or a translation of a domestic name, of a registered non-Hong Kong company that has already been entered in the Companies Register as at the coming into operation of this Part, means—
    - (i) the date on which the company complied with section 333 of the predecessor Ordinance; or
    - (ii) if the company has delivered a return for registration under section 335 of the predecessor

**781. 通知的效力**

- (1) 如註冊非香港公司因為某法團名稱或某經批准名稱而根據第 780(1) 條獲送達通知，則該公司不得在送達日期後的 2 個月終結後，採用該名稱在香港經營業務。
- (2) 如註冊非香港公司違反第 (1) 款，該公司、其每名責任人及其每名授權或准許該公司違反該款的代理人，均屬犯罪。
- (3) 任何人犯第 (2) 款所訂罪行，可處第 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，另處罰款 \$2,000。
- (4) 本條不使有關註冊非香港公司所訂立的交易無效。

**782. 在香港經營業務時採用的經核准名稱的註冊**

- (1) 如註冊非香港公司因為某法團名稱或因為相對某法團名稱而言的經批准名稱，而根據第 780(1) 條獲送達通知，則該公司可向處長提出書面申請，要求批准另一名稱，

Ordinance, the date on which the certificate of registration was issued under that section;

- (e) in relation to a name that is entered in the Companies Register under section 782(5) or 785(5) as an approved name, means the date on which the certificate of registration was issued under that section; or
- (f) in relation to a name by which the registered non-Hong Kong company was registered by virtue of section 337B(3) of the predecessor Ordinance as an approved name, means the date of the registration.

**781. Effect of notice**

- (1) If a registered non-Hong Kong company is served with a notice under section 780(1) for a corporate name or approved name, the company must not, after the end of 2 months after the date of service, carry on business in Hong Kong under that name.
- (2) If a registered non-Hong Kong company contravenes subsection (1), the company, every responsible person of the company, and every agent of the company who authorizes or permits the contravention, commit an offence.
- (3) A person who commits an offence under subsection (2) 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.
- (4) This section does not invalidate any transaction entered into by the registered non-Hong Kong company.

**782. Registration of approved name for carrying on business in Hong Kong**

- (1) If a registered non-Hong Kong company is served with a notice under section 780(1) for a corporate name or for an



作為該公司在香港經營業務時採用的相對該法團名稱而言的名稱。

- (2) 上述申請須交付處長。
- (3) 處長如收到要求批准某名稱的申請，除非信納以下事宜，否則須批准該名稱 ——
  - (a) 該名稱與以下名稱相同，或太過相似 ——
    - (i) 出現於或應已出現於《公司名稱索引》內的名稱；或
    - (ii) 根據某條例成立為法人團體或設立的法人團體的名稱；或
  - (b) 該名稱就有關註冊非香港公司在香港的活動的性質，給予具誤導性的顯示，以致相當可能會對公眾造成損害。
- (4) 如處長批准一個名稱，則有關註冊非香港公司可在符合指明格式的申報表內，指明該名稱，並將該申報表交付處長登記。
- (5) 處長如收到申報表，除非信納在申報表內指明的名稱，與出現於或應已出現於《公司名稱索引》內的名稱相同，否則須 ——
  - (a) 將該指明的名稱記入公司登記冊，作為有關註冊非香港公司在香港經營業務時採用的相對有關法團名稱而言的名稱；
  - (b) 向該公司發出載有該法團名稱及如此記入公司登記冊的名稱的新註冊證明書；及
  - (c) 登記該申報表。
- (6) 新註冊證明書一旦發出，根據第 (5)(a) 款記入公司登記冊的名稱，就法律的所有目的而言，即為有關註冊非香港公司在香港經營業務時採用的名稱。

approved name in relation to a corporate name, the company may apply, in writing, to the Registrar for approval of another name, in relation to the corporate name, under which the company is to carry on business in Hong Kong.

- (2) An application must be delivered to the Registrar.
- (3) On receiving an application for approval of a name, the Registrar must approve the name unless satisfied that the name—
  - (a) is the same as or is too like—
    - (i) a name that appears, or should have appeared, in the Index of Company Names; or
    - (ii) the name of a body corporate incorporated or established under an Ordinance; or
  - (b) gives so misleading an indication of the nature of the registered non-Hong Kong company's activities in Hong Kong as to be likely to cause harm to the public.
- (4) If the Registrar approves a name, the registered non-Hong Kong company may deliver to the Registrar for registration a return, in the specified form, specifying the name so approved.
- (5) On receiving a return, the Registrar must, unless satisfied that the name specified in it is the same as a name that appears, or should have appeared, in the Index of Company Names—
  - (a) enter that specified name in the Companies Register as the name, in relation to the corporate name, under which the registered non-Hong Kong company is to carry on business in Hong Kong;
  - (b) issue to the company a fresh certificate of registration containing the corporate name and the name so entered; and
  - (c) register the return.

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- (7) 即使某註冊非香港公司因為某名稱而根據第 780(1) 條獲送達通知，第 (6) 款不影響以該名稱歸屬該公司的權利或責任。
- (8) 第 (6) 款不使由有關註冊非香港公司所提起或針對有關註冊非香港公司而提起的法律程序欠妥。如該公司因為某名稱而根據第 780(1) 條獲送達通知，而且可能有由該公司以該名稱展開或繼續的法律程序，或可能有以該名稱針對該公司展開或繼續的法律程序，則該法律程序可由該公司以根據第 (5)(a) 款記入公司登記冊作為相對有關法團名稱而言的經批准名稱的名稱展開或繼續，或以該經批准名稱針對該公司展開或繼續。

### 783. 撤回通知

- (1) 如註冊非香港公司因為某法團名稱或因為相對某法團名稱而言的經批准名稱，而根據第 780(1) 條獲送達通知，在該通知送達後，如該公司提出書面申請，處長可應該申請撤回該通知。
- (2) 如上述通知被撤回，第 781(1) 條不再適用於有關註冊非香港公司。
- (3) 如在上述通知送達後，有作為相對有關法團名稱而言的經批准名稱的名稱記入公司登記冊，處長須在撤回該通知時——
  - (a) 在公司登記冊內作出註明，以表明該名稱不再是經批准名稱；及

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- (6) On the issue of the fresh certificate of registration, the name entered in the Companies Register under subsection (5)(a) is, for all purposes of the law, the name under which the registered non-Hong Kong company is to carry on business in Hong Kong.
- (7) Subsection (6) does not affect any rights or obligations vested in the registered non-Hong Kong company under the name for which the notice is served on the company under section 780(1).
- (8) Subsection (6) does not render defective any legal proceedings by or against the registered non-Hong Kong company. If there are any legal proceedings that might have been commenced or continued by or against that company by the name for which the notice is served on that company under section 780(1), those proceedings may be commenced or continued by or against it by the name entered in the Companies Register under subsection (5)(a) as an approved name in relation to the corporate name.

### 783. Withdrawal of notice

- (1) After a registered non-Hong Kong company is served with a notice under section 780(1) for a corporate name or for an approved name in relation to a corporate name, the Registrar may, on written application by the company, withdraw the notice.
- (2) If the notice is withdrawn, section 781(1) ceases to apply to the registered non-Hong Kong company.
- (3) If, after the notice is served, a name is entered in the Companies Register as an approved name in relation to the corporate name, the Registrar must, on withdrawing the notice—

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- (b) 向有關註冊非香港公司發出新註冊證明書，而該證明書須載有送達該通知所關乎的名稱。

#### 784. 針對送達通知的決定提出上訴

如註冊非香港公司因為某法團名稱或因為相對某法團名稱而言的經批准名稱，而根據第 780(1)(b) 條獲送達通知，該公司可在該通知送達後的 3 個星期內，針對送達該通知的決定，向行政上訴委員會提出上訴。

#### 785. 更改經批准名稱

- (1) 註冊非香港公司可向處長提出書面申請，要求更改該公司在香港經營業務時採用的相對某法團名稱而言的經批准名稱。
- (2) 上述申請須交付處長。
- (3) 處長如收到要求更改經批准名稱的申請，除非信納以下事宜，否則須批准新名稱——
  - (a) 新名稱與以下名稱相同，或太過相似——
    - (i) 出現於或應已出現於《公司名稱索引》內的名稱；或
    - (ii) 根據某條例成立為法人團體或設立的法人團體的名稱；或
  - (b) 新名稱就有關註冊非香港公司在香港的活動的性質，給予具誤導性的顯示，以致相當可能會對公眾造成損害。
- (4) 如處長批准一個新名稱，則有關註冊非香港公司可在符合指明格式的申報表內，指明該新名稱，並將該申報表交付處長登記。

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- (a) make a note in the Companies Register to the effect that the name is no longer an approved name; and
- (b) issue to the registered non-Hong Kong company a fresh certificate of registration containing the name for which the notice is served.

#### 784. Appeal against decision to serve notice

Within 3 weeks after being served with a notice under section 780(1)(b) for a corporate name or for an approved name in relation to a corporate name, a registered non-Hong Kong company may appeal to the Administrative Appeals Board against the decision to serve the notice.

#### 785. Change of approved name

- (1) A registered non-Hong Kong company may apply, in writing, to the Registrar for change of an approved name, in relation to a corporate name, under which the company is to carry on business in Hong Kong.
- (2) An application must be delivered to the Registrar.
- (3) On receiving an application for change of an approved name, the Registrar must approve the new name unless satisfied that the new name—
  - (a) is the same as or is too like—
    - (i) a name that appears, or should have appeared, in the Index of Company Names; or
    - (ii) the name of a body corporate incorporated or established under an Ordinance; or
  - (b) gives so misleading an indication of the nature of the registered non-Hong Kong company's activities in Hong Kong as to be likely to cause harm to the public.

- (5) 處長如收到申報表，除非信納在申報表內指明的新名稱，與出現於或應已出現於《公司名稱索引》內的名稱相同，否則須——
- (a) 將該新名稱記入公司登記冊，作為有關註冊非香港公司在香港經營業務時採用的相對有關法團名稱而言的名稱；
  - (b) 在公司登記冊內作出註明，以表明有關經批准名稱有所更改；
  - (c) 向該公司發出載有該法團名稱及該新經批准名稱的新註冊證明書；及
  - (d) 登記該申報表。
- (6) 新註冊證明書一旦發出，新經批准名稱，就法律的所有目的而言，即為有關註冊非香港公司在香港經營業務時採用的名稱。
- (7) 第 (6) 款不影響以註冊非香港公司的法團名稱或舊有經批准名稱歸屬該公司的權利或責任。
- (8) 第 (6) 款不使由有關註冊非香港公司所提起或針對有關註冊非香港公司而提起的法律程序欠妥。如可能有由該公司以該公司的法團名稱或舊有經批准名稱展開或繼續的法律程序，或可能有以該名稱針對該公司展開或繼續的法律程序，則該法律程序可由該公司以相對該法團名稱而言的新經批准名稱展開或繼續，或以該新經批准名稱針對該公司展開或繼續。

- (4) If the Registrar approves a new name, the registered non-Hong Kong company may deliver to the Registrar for registration a return, in the specified form, specifying the new name so approved.
- (5) On receiving a return, the Registrar must, unless satisfied that the new name specified in it is the same as a name that appears, or should have appeared, in the Index of Company Names—
- (a) enter the new name in the Companies Register as the name, in relation to the corporate name, under which the registered non-Hong Kong company is to carry on business in Hong Kong;
  - (b) make a note in the Companies Register to the effect that there is a change of approved name;
  - (c) issue to the company a fresh certificate of registration containing the corporate name and the new approved name; and
  - (d) register the return.
- (6) On the issue of the fresh certificate of registration, the new approved name is, for all purposes of the law, the name under which the registered non-Hong Kong company is to carry on business in Hong Kong.
- (7) Subsection (6) does not affect any rights or obligations vested in the registered non-Hong Kong company under the corporate name or the old approved name.
- (8) Subsection (6) does not render defective any legal proceedings by or against the registered non-Hong Kong company. If there are any legal proceedings that might have been commenced or continued by or against that company by the corporate name or the old approved name, those proceedings may be commenced or continued by or against it by the new approved name in relation to the corporate name.

**第 5 分部 —— 註冊非香港公司的獲授權代表****Division 5—Authorized Representatives of Registered Non-Hong Kong Companies****786. 公司須將獲授權代表的所需細節維持登記在公司登記冊內****786. Company must keep authorized representative's required details registered in Companies Register**

- (1) 如有以下情況，本條適用 ——
- (a) 某人在公司登記冊內，登記為某註冊非香港公司的獲授權代表；
  - (b) 該人不再是該非香港公司的獲授權代表；及
  - (c) 在該人不再是該公司的獲授權代表後，沒有人在公司登記冊內，登記為該非香港公司的獲授權代表。
- (2) 於有關的人士不再是有關公司的獲授權代表時，該公司憑藉第 794(3) 或 798(3) 條已不再是註冊非香港公司，此事就第 (1)(b) 款而言並不相干。
- (3) 在上述的人不再是有關非香港公司的獲授權代表後的一個月內，該公司須根據第 791(1) 條，將關於另一人作為該公司的獲授權代表的申報表，交付處長登記。
- (4) 如在有關的人不再是有關非香港公司的獲授權代表時，該公司已有最少 11 個月不再在香港設有營業地點，則第 (3) 款不適用於該公司。
- (5) 如非香港公司違反第 (3) 款，該公司、其每名責任人及其每名授權或准許該公司違反該款的代理人，均屬犯罪，可各處第 5 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 \$1,000。

- (1) This section applies if—
- (a) a person is registered in the Companies Register as an authorized representative of a registered non-Hong Kong company;
  - (b) the person ceases to be an authorized representative of the non-Hong Kong company; and
  - (c) after the cessation, no person is registered in the Companies Register as an authorized representative of the non-Hong Kong company.
- (2) For the purposes of subsection (1)(b), it is irrelevant, that at the time of the cessation, the company is no longer a registered non-Hong Kong company by virtue of section 794(3) or 798(3).
- (3) Within one month after the person ceases to be an authorized representative of the non-Hong Kong company, that company must deliver to the Registrar for registration under section 791(1) a return in respect of another person as an authorized representative of the company.
- (4) Subsection (3) does not apply to the non-Hong Kong company if, when the person ceases to be an authorized representative of that company, it has ceased to have a place of business in Hong Kong for at least 11 months.
- (5) If a non-Hong Kong company contravenes subsection (3), the company, every responsible person of the company, and every agent of the company who authorizes or permits the



contravention, commit an offence, and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.

**787. 終止授權**

- (1) 在公司登記冊內登記為某註冊非香港公司的獲授權代表的人，可將述明終止授權日期的書面終止通知，送交該公司在它成立為法團所在地方的註冊辦事處（或等同於註冊辦事處的地點），藉以終止該公司的授權。
- (2) 註冊非香港公司可將述明終止授權日期的書面終止通知，送交公司登記冊內所示的在公司登記冊內登記為該公司的獲授權代表的人的地址，藉以終止對該人的授權。
- (3) 在根據第(1)或(2)款送交終止通知後，送交該通知者須在該通知的日期後的一個月內，以書面通知處長終止授權日期。
- (4) 如在某人送交有關通知時，有關註冊非香港公司已有最少 11 個月不再在香港設有營業地點，則第(3)款不適用於該人。
- (5) 第(3)款所指的通知須——
  - (a) 符合指明格式；及
  - (b) 隨附《程序規例》訂明的文件。
- (6) 第(3)款所指的通知——
  - (a) 如由登記為註冊非香港公司的獲授權代表的人作出，則須載有由該人作出的陳述，述明該公司已根據第(1)款獲通知授權終止一事；或
  - (b) 如由註冊非香港公司作出，則須載有由該公司作出的陳述，述明登記為該公司的獲授權代表的人已根據第(2)款獲通知授權終止一事。
- (7) 如某項授權根據第(1)或(2)款被終止，該項授權在以下兩個時間之中的較遲者終止——

**787. Termination of authorization**

- (1) A person registered in the Companies Register as an authorized representative of a registered non-Hong Kong company may terminate the authorization by sending to the company's registered office (or the equivalent) in its place of incorporation a written notice of termination stating the date of termination.
- (2) A registered non-Hong Kong company may terminate the authorization of a person registered in the Companies Register as an authorized representative of the company by sending to the person's address shown in the Companies Register a written notice of termination stating the date of termination.
- (3) After sending a notice of termination under subsection (1) or (2), the sender must, within one month after the date of the notice, notify the Registrar, in writing, of the date of termination.
- (4) Subsection (3) does not apply to the sender if, at the time when the notice is sent, the registered non-Hong Kong company has ceased to have a place of business in Hong Kong for at least 11 months.
- (5) A notification under subsection (3)—
  - (a) must be in the specified form; and
  - (b) must be accompanied by the documents prescribed by procedural regulations.
- (6) A notification under subsection (3)—

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- (a) 終止通知述明的終止授權日期；
  - (b) 在第 (3) 款獲遵守後的 21 日屆滿時。
- (8) 在本條中，提述註冊非香港公司，即包括憑藉第 794(3) 或 798(3) 條已不再是註冊非香港公司的非香港公司。

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- (a) if given by a person registered as an authorized representative of a registered non-Hong Kong company, must contain a statement by the person that the company has been notified of the termination under subsection (1); or
  - (b) if given by a registered non-Hong Kong company, must contain a statement by the company that the person registered as an authorized representative of the company has been notified of the termination under subsection (2).
- (7) If an authorization is terminated under subsection (1) or (2), the termination takes effect on whichever is the later of the following—
- (a) the date of termination stated in the notice of termination;
  - (b) the expiration of 21 days after subsection (3) is complied with.
- (8) In this section, a reference to a registered non-Hong Kong company includes a non-Hong Kong company that is no longer a registered non-Hong Kong company by virtue of section 794(3) or 798(3).

## 第 6 分部 —— 註冊非香港公司的申報表及帳目

## Division 6—Returns and Accounts of Registered Non-Hong Kong Companies

### 788. 公司須將周年申報表交付登記

- (1) 註冊非香港公司須在註冊證明書根據第 777(4)(a) 條或《前身條例》發出的日期的每個周年日後的 42 日內，將申報表交付處長登記。
- (2) 上述申報表須 ——
  - (a) 符合指明格式；
  - (b) 載有《程序規例》訂明的詳情；及

### 788. Company must deliver annual return for registration

- (1) Within 42 days after each anniversary of the date on which the certificate of registration was issued under section 777(4)(a) or the predecessor Ordinance, a registered non-Hong Kong company must deliver to the Registrar a return for registration.
- (2) A return—

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- (c) 隨附《程序規例》訂明的文件。
- (3) 如註冊非香港公司違反第 (1) 款，該公司、其每名責任人及其每名授權或准許該公司違反該款的代理人，均屬犯罪，可各處第 5 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 \$1,000。
- (4) 如註冊非香港公司或註冊非香港公司的高級人員或代理人被裁定犯第 (3) 款所訂罪行，則裁判官除判以可施加的罰則外，亦可命令該公司、人員或代理人在該命令指明的時間內，將申報表交付處長登記。
- (5) 如註冊非香港公司或註冊非香港公司的高級人員或代理人沒有遵從第 (4) 款所指的命令，該公司、人員或代理人即屬犯罪，可處第 5 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，另處罰款 \$1,000。

### 789. 公司須將帳目交付登記

- (1) 如於某地方成立為法團的註冊非香港公司 ——
- (a) 受該地方的法律規定，須發表其帳目，或將其帳目的文本交付某人而公眾人士有權在該人的辦事處查閱該帳目；或
- (b) 受 ——

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- (a) must be in the specified form;
- (b) must contain the particulars prescribed by procedural regulations; and
- (c) must be accompanied by the documents prescribed by procedural regulations.
- (3) If a registered non-Hong Kong company contravenes subsection (1), the company, every responsible person of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.
- (4) If a registered non-Hong Kong company, or an officer or agent of a registered non-Hong Kong company, is convicted of an offence under subsection (3), the magistrate may, in addition to any penalty that may be imposed, order the company, or the officer or agent, to deliver to the Registrar a return for registration within a time specified in the order.
- (5) If a registered non-Hong Kong company, or an officer or agent of a registered non-Hong Kong company, fails to comply with an order under subsection (4), the company, or the officer or agent, commits an offence and is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.

### 789. Company must deliver accounts for registration

- (1) This section applies if a registered non-Hong Kong company is required to publish its accounts, or to deliver copies of its accounts to any person in whose office the accounts may be inspected as of right by members of the public—
- (a) by the law of its place of incorporation; or

- (i) 該公司註冊為公司所在的任何其他司法管轄區的法律規定，須發表其帳目，或將其帳目的文本交付某人而公眾人士有權在該人的辦事處查閱該帳目；或
  - (ii) 該司法管轄區的任何證券交易所或類似的監管機構的規章規定，須發表其帳目，或將其帳目的文本交付某人而公眾人士有權在該人的辦事處查閱該帳目，
- 但該地方的法律對該公司並無此規定，則本條適用。
- (2) 當註冊非香港公司根據第 788 條將申報表交付處長登記時，它亦須將以下文件交付處長登記 ——
- (a) (如屬第 (1)(a) 款的情況) 其最近發表的涵蓋最少 12 個月期間的帳目的經核證副本，而該帳目須是符合它成立為法團所在地方的法律的；或
  - (b) (如屬第 (1)(b) 款的情況) 其最近發表的涵蓋最少 12 個月期間的帳目的經核證副本，而該帳目須是符合該款第 (i) 及 (ii) 節所述的法律或規章的。
- (3) 如註冊非香港公司違反第 (2) 款，該公司、其每名責任人及其每名授權或准許該公司違反該款的代理人，均屬犯罪，可各處第 5 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 \$1,000。
- (4) 如註冊非香港公司或註冊非香港公司的責任人或代理人被裁定犯第 (3) 款所訂罪行，則裁判官除判以可施加的罰則外，亦可命令該公司、責任人或代理人在該命令指明的時間內，將第 (2)(a) 或 (b) 款所述的帳目的經核證副本交付處長登記。(由 2018 年第 35 號第 78 條修訂)
- (5) 如註冊非香港公司或註冊非香港公司的責任人或代理人沒有遵從第 (4) 款所指的命令，該公司、責任人或代理人即屬犯罪，可處第 5 級罰款，如有關罪行是持續的罪行，

- (b) by either of the following, but not by the law of its place of incorporation—
    - (i) the law of any other jurisdiction where it is registered as a company;
    - (ii) the rules of any stock exchange or similar regulatory bodies in that jurisdiction.
- (2) When the registered non-Hong Kong company delivers to the Registrar a return for registration under section 788, it must also deliver to the Registrar for registration—
- (a) in the case of subsection (1)(a), a certified copy of its latest published accounts for a period of at least 12 months that comply with the law of its place of incorporation; or
  - (b) in the case of subsection (1)(b), a certified copy of its latest published accounts for a period of at least 12 months that comply with any of the law or rules mentioned in subparagraphs (i) and (ii) of that subsection.
- (3) If a registered non-Hong Kong company contravenes subsection (2), the company, every responsible person of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.
- (4) If a registered non-Hong Kong company, or a responsible person or an agent of a registered non-Hong Kong company, is convicted of an offence under subsection (3), the magistrate may, in addition to any penalty that may be imposed, order the company, or the responsible person or agent, to deliver to the Registrar the certified copy of any accounts mentioned in

則可就該罪行持續期間的每一日，另處罰款 \$1,000。(由 2018 年第 35 號第 78 條修訂)

- (6) 如帳目不是採用英文或中文擬備的，則在本條中，提述該帳目的經核證副本，即提述該帳目的經核證英文譯本或中文譯本。

#### 790. 董事可修改不符合某些規定的帳目

- (1) 如帳目的經核證副本已根據第 789 條或《前身條例》第 336 條交付處長登記，而有關注冊非香港公司的董事覺得該帳目不符合第 (2) 款指明的規管性規定，該等董事可修改該帳目。
- (2) 上述規管性規定 ——
  - (a) 就第 789(1)(a) 條或《前身條例》第 336(1) 條適用的註冊非香港公司的帳目而言，指該公司成立為法團所在地方的法律；或
  - (b) 就第 789(1)(b) 條或《前身條例》第 336(2) 條適用的註冊非香港公司的帳目而言，指 ——
    - (i) 該公司註冊為公司所在的任何其他司法管轄區的法律；或
    - (ii) 該司法管轄區的任何證券交易所或類似的監管機構的規章。
- (3) 對帳目的修改須局限於 ——
  - (a) 該帳目不符合第 (2) 款指明的規管性規定的方面；及

subsection (2)(a) or (b) for registration within a time specified in the order. (Amended 35 of 2018 s. 78)

- (5) If a registered non-Hong Kong company, or a responsible person or an agent of a registered non-Hong Kong company, fails to comply with an order under subsection (4), the company, or the responsible person or agent, commits an offence and is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues. (Amended 35 of 2018 s. 78)
- (6) In this section, a reference to a certified copy of any accounts is, if the accounts are not in English or Chinese, a reference to a certified translation of the accounts in English or Chinese.

#### 790. Directors may revise accounts not complying with certain requirement

- (1) If a certified copy of any accounts has been delivered to the Registrar for registration under section 336 of the predecessor Ordinance or section 789, and it appears to the directors of the registered non-Hong Kong company that the accounts did not comply with the regulatory requirement specified in subsection (2), those directors may revise the accounts.
- (2) The regulatory requirement is—
  - (a) in relation to the accounts of a registered non-Hong Kong company to which section 336(1) of the predecessor Ordinance or section 789(1)(a) applies, the law of its place of incorporation; or
  - (b) in relation to the accounts of a registered non-Hong Kong company to which section 336(2) of the predecessor Ordinance or section 789(1)(b) applies—
    - (i) the law of any other jurisdiction where it is registered as a company; or



- (b) 其他所需的相應修改。
- (4) 如註冊非香港公司的董事決定根據第 (1) 款修改帳目，該公司須在該決定作出後的 15 日內，將符合指明格式並述明該帳目將會根據該款修改的預警陳述，交付處長登記。
- (5) 如註冊非香港公司違反第 (4) 款，該公司、其每名責任人及其每名授權或准許該公司違反該款的代理人，均屬犯罪，可各處第 5 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 \$1,000。

#### 791. 如某些詳情有所更改則公司須將申報表交付登記

- (1) 如註冊非香港公司出現第 (2) 款指明的更改，該公司須在出現更改的日期後的一個月內，將載有該項更改的詳情的申報表，交付處長登記。
- (2) 上述更改指在以下方面作出的更改——
- (a) 有關註冊非香港公司的憲章、法規或章程大綱 (包括章程細則 (如有的話))，或對該公司的組織作出規定的其他文書；
- (b) 該公司的董事、公司秘書 (如有聯名公司秘書，則每名秘書) 或獲授權代表；

- (ii) the rules of any stock exchange or similar regulatory bodies in that jurisdiction.

- (3) A revision of the accounts must be confined to—
- (a) those aspects in which the accounts did not comply with the regulatory requirement specified in subsection (2); and
- (b) other necessary consequential revisions.
- (4) If the directors of a registered non-Hong Kong company decide to revise any accounts under subsection (1), the company must, within 15 days after the decision, deliver to the Registrar for registration a warning statement, in the specified form, that the accounts will be so revised.
- (5) If a registered non-Hong Kong company contravenes subsection (4), the company, every responsible person of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.

#### 791. Company must deliver return for registration in case of change of certain particulars

- (1) If there is, in relation to a registered non-Hong Kong company, a change specified in subsection (2), the company must, within one month after the date of the change, deliver to the Registrar for registration a return containing the particulars of the change.
- (2) The change is one made in—
- (a) the charter, statutes or memorandum (including articles, if any) of the registered non-Hong Kong company, or other instruments defining the company's constitution;

- (c) 已根據本部交付處長的該公司的董事、公司秘書 (如有聯名公司秘書, 則每名公司秘書) 或獲授權代表的詳情; 或
  - (d) 該公司在香港的主要營業地點的地址, 或該公司在它成立為法團所在地方的註冊辦事處 (或等同於註冊辦事處的地點) 或主要營業地點的地址。
- (3) 上述申報表須 ——
- (a) 符合指明格式;
  - (b) 載有《程序規例》訂明的詳情; 及
  - (c) 隨附《程序規例》訂明的文件。
- <sup>#</sup>(4) 如根據第 56(7)(b) 條, 註冊非香港公司不得在本條所指的申報表內述明董事的通訊地址已更改為第 56(7)(b)(i) 或 (ii) 條指明的地址以外的地址, 則本條不就該項更改適用。
- (5) 如註冊非香港公司就第 (2)(a) 款指明的更改違反第 (1) 款, 該公司、其每名責任人及其每名授權或准許該公司違反第 (1) 款的代理人, 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。
- (6) 如註冊非香港公司就第 (2)(b) 或 (c) 款指明的更改違反第 (1) 款, 該公司、其每名責任人及其每名授權或准許該公司違反第 (1) 款的代理人, 均屬犯罪, 可各處第 4 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 \$700。
- (7) 如註冊非香港公司就第 (2)(d) 款指明的更改違反第 (1) 款, 該公司、其每名責任人及其每名授權或准許該公司違反第 (1) 款的代理人, 均屬犯罪, 可各處第 5 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 \$1,000。

編輯附註:

<sup>#</sup> 第 791(4) 條尚未實施。

- (b) the directors, company secretary (or, where there are joint company secretaries, each of them) or authorized representatives of the company;
  - (c) the particulars of the directors, company secretary (or, where there are joint company secretaries, each of them) or authorized representatives of the company delivered to the Registrar under this Part; or
  - (d) the address of the company's principal place of business in Hong Kong or of its registered office (or the equivalent), or its principal place of business, in its place of incorporation.
- (3) A return—
- (a) must be in the specified form;
  - (b) must contain the particulars prescribed by procedural regulations; and
  - (c) must be accompanied by the documents prescribed by procedural regulations.
- <sup>#</sup>(4) If the registered non-Hong Kong company is not allowed under section 56(7)(b) to state in a return under this section that a director's correspondence address is changed to an address other than the address specified in section 56(7)(b)(i) or (ii), this section does not apply in relation to that change.
- (5) If a registered non-Hong Kong company contravenes subsection (1) in respect of a change specified in subsection (2)(a), the company, every responsible person of the company, and every agent of the company who authorizes or permits the contravention, 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.

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- (6) If a registered non-Hong Kong company contravenes subsection (1) in respect of a change specified in subsection (2)(b) or (c), the company, every responsible person of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.
- (7) If a registered non-Hong Kong company contravenes subsection (1) in respect of a change specified in subsection (2)(d), the company, every responsible person of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.

Editorial Note:

# Section 791(4) is not yet in operation.

## 第 7 分部 —— 其他責任

### 792. 非香港公司須述明名稱、成立為法團所在地方等

- (1) 非香港公司須在它於香港經營業務的每個地點 ——
- (a) 顯眼地展示其名稱及其成立為法團所在地方；及
  - (b) (如適用的話) 顯眼地展示一項告示，述明其成員的法律責任是有限度的。
- (2) 非香港公司須在它於香港的每份單據上方、信箋、通知書及其他正式刊物內 ——
- (a) 以可閱字樣，述明其名稱及其成立為法團所在地方；及

## Division 7—Other Obligations

### 792. Non-Hong Kong company must state names, place of incorporation, etc.

- (1) A non-Hong Kong company must, on every place where it carries on business in Hong Kong—
- (a) conspicuously exhibit its name and its place of incorporation; and
  - (b) if applicable, conspicuously exhibit a notice of the fact that the liability of its members is limited.

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- (b) (如適用的話)以可閱字樣，述明其成員的法律責任是有限度的。
- (3) 如非香港公司正進行清盤，則它須在它於香港的每項廣告內 ——
- (a) 以可閱字樣，述明其名稱及其成立為法團所在地方；及
- (b) (如適用的話)以可閱字樣，述明其成員的法律責任是有限度的。
- (4) 如非香港公司正進行清盤，則它 ——
- (a) 在根據第(1)款展示其名稱時；或
- (b) 在根據第(2)或(3)款述明其名稱時，須遵守第(5)款。
- (5) 如 ——
- (a) 有關非香港公司的名稱是採用中文以外的語文的，則該公司須在該名稱之後加上“(in liquidation)”；
- (b) 有關非香港公司的名稱是採用中文的，則該公司須在該名稱之後加上“(正進行清盤)”；或
- (c) 有關非香港公司的名稱是採用中文以及中文以外的另外一種語文的，則該公司須 ——
- (i) 在該中文名稱之後加上“(正進行清盤)”；及
- (ii) 在該另外一種語文的名稱之後加上“(in liquidation)”。
- (6) 如非香港公司違反第(1)、(2)、(3)或(4)款，該公司、其每名責任人及其每名授權或准許該公司違反該款的代理人，均屬犯罪，可各處第3級罰款。
- (7) 在本條中，提述非香港公司的名稱 ——
- (a) 如有關公司屬註冊非香港公司，即提述該公司的法團名稱；或

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- (2) A non-Hong Kong company must, in every bill-head, letter paper, notice and other official publication of the company in Hong Kong—
- (a) state in legible characters its name and its place of incorporation; and
- (b) if applicable, state in legible characters that the liability of its members is limited.
- (3) If a non-Hong Kong company is in liquidation, it must, in every advertisement of the company in Hong Kong—
- (a) state in legible characters its name and its place of incorporation; and
- (b) if applicable, state in legible characters that the liability of its members is limited.
- (4) If a non-Hong Kong company is in liquidation, it must comply with subsection (5)—
- (a) when exhibiting its name under subsection (1); or
- (b) when stating its name under subsection (2) or (3).
- (5) The non-Hong Kong company must—
- (a) if its name is in a language other than Chinese, add “(in liquidation)” after the name;
- (b) if its name is in Chinese, add “(正進行清盤)” after the name; or
- (c) if its name is in Chinese and in a language other than Chinese—
- (i) add “(正進行清盤)” after the name in Chinese; and
- (ii) add “(in liquidation)” after the name in that other language.

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- (b) 如有關公司屬註冊非香港公司，而該公司有相對某法團名稱而言的經批准名稱在公司登記冊顯示，即提述該公司的經批准名稱。

**793. 註冊非香港公司須將開始清盤一事等通知處長**

- (1) 註冊非香港公司須在第 (2) 款指明的兩個日期中的較遲日期後的 15 日內，將符合指明格式的通知交付處長登記，該通知須載有 ——
- (a) 第 (3) 款指明的詳情；及
- (b) ( 如有人獲委任為清盤人或臨時清盤人 ) 第 (4) 款指明的進一步詳情。
- (2) 上述日期是 ——
- (a) 有關註冊非香港公司的清盤法律程序展開的日期；及
- (b) 關於該法律程序展開的通知按照展開該法律程序所在地方的法律送達該公司的日期。
- (3) 上述詳情是 ——
- (a) 有關註冊非香港公司的清盤法律程序展開的日期；
- (b) 展開該法律程序所在國家；及

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- (6) If a non-Hong Kong company contravenes subsection (1), (2), (3) or (4), the company, every responsible person of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 3.
- (7) In this section, a reference to a non-Hong Kong company's name is—
- (a) in the case of a registered non-Hong Kong company, a reference to the company's corporate name; or
- (b) in the case of a registered non-Hong Kong company with an approved name, in relation to a corporate name, shown in the Companies Register, a reference to the company's approved name.

**793. Registered non-Hong Kong company must notify Registrar of commencement of liquidation etc.**

- (1) Within 15 days after the later of the dates specified in subsection (2), a registered non-Hong Kong company must deliver to the Registrar for registration a notice, in the specified form, containing—
- (a) the particulars specified in subsection (3); and
- (b) if a person is appointed as liquidator or provisional liquidator, the further particulars specified in subsection (4).
- (2) The dates are—
- (a) the date of commencement of any proceedings for the liquidation of the registered non-Hong Kong company; and
- (b) the date on which the notice of commencement of such proceedings was served on the company according to



- (c) 該清盤是自發清盤抑或是強制清盤，還是以第 (1) 款所指的通知指明的另一方式清盤。
- (4) 上述進一步詳情是 ——
- (a) 有關的人是獲委任為清盤人，抑或是獲委任為臨時清盤人；
- (b) 該人是單獨清盤人，抑或是共同清盤人中或共同及各別清盤人中的一人；
- (c) 作出該項委任的日期；及
- (d) 關於該人的以下細節 ——
- (i) (如屬自然人) 現時的名字及姓氏、地址及身分證號碼或 (如該人沒有身分證) 該人所持有的任何護照的號碼及簽發國家；或
- (ii) (如不屬自然人) 名稱及地址。
- (5) 如有以下情況，第 (6) 款適用 ——
- (a) 第 (1) 款所指的通知所載的詳情有所更改；
- (b) 在該通知交付處長登記後，有清盤人或臨時清盤人獲委任；或
- (c) 姓名或名稱載於該通知的清盤人或臨時清盤人已停任該職。
- (6) 註冊非香港公司須在有關更改、委任或停任的日期後的 15 日內，將符合指明格式的通知交付處長登記，該通知須載有該項更改的詳情、第 (4) 款指明的關於獲委任的清盤人或臨時清盤人的進一步詳情或有關清盤人或臨時清盤人停任的日期。
- (7) 如註冊非香港公司違反第 (1) 或 (6) 款，該公司、其每名責任人及其每名授權或准許該公司違反該款的代理人，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。
- (8) 在本條中 ——

the law of the place in which those proceedings are commenced.

- (3) The particulars are—
- (a) the date of commencement of the proceedings for the liquidation of the registered non-Hong Kong company;
- (b) the country where the proceedings are commenced; and
- (c) whether the liquidation is a voluntary or compulsory liquidation, or is in another mode of liquidation as specified in the notice under subsection (1).
- (4) The further particulars are—
- (a) whether the person is appointed as liquidator or provisional liquidator;
- (b) whether the person is a sole liquidator, or one of the joint, or joint and several, liquidators;
- (c) the date of the appointment; and
- (d) the following details of the person—
- (i) in the case of a natural person, the present forename and surname, the address, and the number of the identity card or, if the person does not have an identity card, the number and issuing country of any passport held by the person; or
- (ii) in any other case, the name and the address.
- (5) Subsection (6) applies if—
- (a) any change occurs in the particulars contained in a notice under subsection (1);
- (b) a liquidator or provisional liquidator is appointed after such a notice is delivered to the Registrar for registration; or

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**名字** (forename) 包括教名或取名；

**姓氏** (surname) 就通常以有別於其姓氏的名銜為人所認識的人而言，指該名銜。

**794. 註冊非香港公司須將不再在香港設有營業地點一事通知處長**

- (1) 如註冊非香港公司不再在香港設有營業地點，該公司須在不再在香港設有營業地點後的 7 日內，將符合指明格式的關於該事實的通知，交付處長。
- (2) 處長如收到上述通知，須 ——
  - (a) 就有關註冊非香港公司將該通知登記；及
  - (b) 將一項陳述記入公司登記冊，述明該公司已不再在香港設有營業地點。

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(c) the liquidator or provisional liquidator whose name is contained in such a notice has ceased to hold office as such.

- (6) Within 15 days after the change, appointment or cessation, the registered non-Hong Kong company must deliver to the Registrar for registration a notice, in the specified form, containing the particulars of the change, the further particulars specified in subsection (4) of the liquidator or provisional liquidator appointed, or the date of the cessation to hold office as liquidator or provisional liquidator.
- (7) If a registered non-Hong Kong company contravenes subsection (1) or (6), the company, every responsible person of the company, and every agent of the company who authorizes or permits the contravention, 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.

(8) In this section—

**forename** (名字) includes a Christian or given name;

**surname** (姓氏), in the case of a person usually known by a title different from the person's surname, means the title.

**794. Registered non-Hong Kong company must notify Registrar of cessation of place of business in Hong Kong**

- (1) If a registered non-Hong Kong company ceases to have a place of business in Hong Kong, the company must, within 7 days after the cessation, deliver to the Registrar a notice, in the specified form, of that fact.
- (2) On receiving a notice, the Registrar—
  - (a) must register the notice in relation to the registered non-Hong Kong company; and

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- (3) 有關陳述一經根據第 (2)(b) 款記入公司登記冊，有關公司即不再是註冊非香港公司。
- (4) 如註冊非香港公司違反第 (1) 款，該公司、其每名責任人及其每名授權或准許該公司違反該款的代理人，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。

**795. 註冊非香港公司的獲授權代表須將解散一事通知處長**

- (1) 如註冊非香港公司解散，該公司的獲授權代表須在解散日期後的 15 日內，將以下文件交付處長 ——
  - (a) 符合指明格式的關於解散一事的通知；及
  - (b) 使該公司得以解散的文書的經核證副本，如該文書既非英文文書亦非中文文書，則須交付該文書的經核證英文譯本或中文譯本。
- (2) 處長如收到第 (1) 款所指的通知及文件，須 ——
  - (a) 就有關註冊非香港公司將該通知及文件登記；及
  - (b) 將一項陳述記入公司登記冊，述明該公司已解散。
- (3) 有關陳述一經根據第 (2)(b) 款記入公司登記冊，有關公司即不再是註冊非香港公司。
- (4) 如註冊非香港公司的獲授權代表違反第 (1) 款，該獲授權代表即屬犯罪，可處第 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，另處罰款 \$300。

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- (b) must enter in the Companies Register a statement that the company has ceased to have a place of business in Hong Kong.
- (3) On the entry of the statement in the Companies Register under subsection (2)(b), the company is no longer a registered non-Hong Kong company.
- (4) If a registered non-Hong Kong company contravenes subsection (1), the company, every responsible person of the company, and every agent of the company who authorizes or permits the contravention, 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.

**795. Authorized representative of registered non-Hong Kong company must notify Registrar of dissolution**

- (1) If a registered non-Hong Kong company is dissolved, an authorized representative of the company must, within 15 days after the date of dissolution, deliver to the Registrar—
  - (a) a notice, in the specified form, of that fact; and
  - (b) a certified copy of the instrument effecting the dissolution or, in the case of an instrument not in English or Chinese, a certified translation of the instrument in English or Chinese.
- (2) On receiving a notice and document under subsection (1), the Registrar—
  - (a) must register the notice and document in relation to the registered non-Hong Kong company; and
  - (b) must enter in the Companies Register a statement that the company has been dissolved.

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- (5) 凡某人被控犯第 (4) 款所訂罪行，如確立該人既不知道亦沒有理由相信有關註冊非香港公司已解散，即屬免責辯護。

## 第 8 分部 —— 除名

### 796. 處長可向註冊非香港公司送交查詢信件

- (1) 如處長有合理因由相信，某註冊非香港公司已不再在香港設有營業地點，則處長可藉郵遞方式，向該公司送交一封信件，查詢該公司是否已不再在香港設有營業地點。
- (2) 上述信件 ——
  - (a) 須寄給其所需細節在公司登記冊顯示的上述註冊非香港公司的獲授權代表，並註明該人為收件人；或
  - (b) 在公司登記冊沒有顯示該公司的獲授權代表的所需細節的情況下，須寄往該公司在香港設立的任何營業地點。
- (3) 如處長認為，有關註冊非香港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，而該公司將不再是註冊非香港公司。

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- (3) On the entry of the statement in the Companies Register under subsection (2)(b), the company is no longer a registered non-Hong Kong company.
- (4) If an authorized representative of a registered non-Hong Kong company contravenes subsection (1), the authorized representative commits an offence and 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.
- (5) If a person is charged with an offence under subsection (4), it is a defence to establish that the person did not know, and had no reason to believe, that the registered non-Hong Kong company was dissolved.

## Division 8—Striking off

### 796. Registrar may send inquiry letter to registered non-Hong Kong company

- (1) If the Registrar has reasonable cause to believe that a registered non-Hong Kong company has ceased to have a place of business in Hong Kong, the Registrar may send to the company by post a letter inquiring whether the company has ceased to have a place of business in Hong Kong.
- (2) A letter must be addressed—
  - (a) to an authorized representative of the registered non-Hong Kong company whose required details are shown in the Companies Register; or
  - (b) if no required details of authorized representatives of the company are shown in the Companies Register, to any place of business established by the company in Hong Kong.
- (3) If the Registrar is of the opinion that a letter under subsection (1) is unlikely to be received by the registered non-Hong

**797. 處長須在某些情況下作出跟進**

- (1) 如在根據第 796(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，表明有關註冊非香港公司已不再在香港設有營業地點，  
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，向有關註冊非香港公司送交另一封信件，該另一封信件須 ——
    - (i) 提述根據第 796(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，表明該公司已不再在香港設有營業地點；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，而該公司將不再是註冊非香港公司。
- (3) 上述信件 ——
  - (a) 須寄給其所需細節在公司登記冊顯示的上述註冊非香港公司的獲授權代表，並註明該人為收件人；或

Kong 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 will no longer be a registered non-Hong Kong company, at the end of 3 months after the date of the notice.

**797. Registrar must follow up under certain circumstances**

- (1) This section applies if, within one month after sending a letter under section 796(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 registered non-Hong Kong company has ceased to have a place of business in Hong Kong.
- (2) The Registrar must, within 30 days after the end of that one month—
  - (a) subject to subsection (4), send to the registered non-Hong Kong company by registered post another letter—
    - (i) referring to the letter sent under section 796(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 has ceased to have a place of business in Hong Kong; 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 will no longer be a registered non-Hong Kong company, at the end of 3 months after the date of the notice.
- (3) A letter must be addressed—



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- (b) 在公司登記冊沒有顯示該公司的獲授權代表的所需細節的情況下，須寄往該公司在香港設立的任何營業地點。
- (4) 如處長認為，有關註冊非香港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。

#### 798. 處長可剔除註冊非香港公司的名稱

- (1) 在根據第 796(3) 或 797(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註冊非香港公司的名稱。
- (2) 處長須在憲報刊登公告，示明有關非香港公司的名稱已從公司登記冊剔除。
- (3) 第 (2) 款所指的公告一旦刊登，有關非香港公司即不再是註冊非香港公司。
- (4) 除第 (5) 款另有規定外，非香港公司如不屬註冊非香港公司，不得在香港設有營業地點。
- (5) 第 (4) 款並不禁止有關的非香港公司在香港設有在處長根據第 (2) 款刊登公告後設立的營業地點，但前提是該公司須在設立該營業地點後的一個月內，根據第 776(2) 條申請註冊。
- (6) 如非香港公司違反第 (4) 款，該公司、其每名責任人及其每名授權或准許該公司違反該款的代理人，均屬犯罪，可各處第 5 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 \$1,000。

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- (a) to an authorized representative of the registered non-Hong Kong company whose required details are shown in the Companies Register; or
- (b) if no required details of authorized representatives of the company are shown in the Companies Register, to any place of business established by the company in Hong Kong.
- (4) The Registrar is not required to send a letter to the registered non-Hong Kong company under subsection (2)(a) if the Registrar is of the opinion that the letter is unlikely to be received by the company.

#### 798. Registrar may strike off registered non-Hong Kong company's name

- (1) After publishing a notice under section 796(3) or 797(2)(b), the Registrar may, unless cause is shown to the contrary, strike the registered non-Hong Kong 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 non-Hong Kong company's name has been struck off the Companies Register.
- (3) On publication of the notice under subsection (2), the non-Hong Kong company is no longer a registered non-Hong Kong company.
- (4) Subject to subsection (5), the non-Hong Kong company must not have a place of business in Hong Kong as long as it is not a registered non-Hong Kong company.
- (5) Subsection (4) does not prohibit the non-Hong Kong company from having a place of business in Hong Kong that is established after the publication of the notice under subsection

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### 799. 向處長申請將非香港公司恢復註冊

- (1) 非香港公司如有以下情況，本條適用於該公司 ——
  - (a) 該公司的名稱根據第 798 條從公司登記冊剔除；或
  - (b) 該公司的名稱憑藉《前身條例》第 339A(2) 條從公司登記冊剔除。
- (2) 屬有關非香港公司的董事或成員的人，可向處長提出申請，要求將該公司恢復列入公司登記冊。
- (3) 上述申請須於除名日期後的 6 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) 申請人是有關非香港公司的董事或成員；及
  - (b) 第 800(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。

### 800. 批准申請的條件

- (2) if it applies for registration under section 776(2) within one month after establishing that place of business.
- (6) If a non-Hong Kong company contravenes subsection (4), the company, every responsible person of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.

### 799. Application to Registrar for restoration of non-Hong Kong company

- (1) This section applies if a non-Hong Kong company's name—
  - (a) has been struck off the Companies Register under section 798; or
  - (b) has been struck off the register of companies by virtue of section 339A(2) of the predecessor Ordinance.
- (2) A person who is a director or member of the non-Hong Kong company may apply to the Registrar for the restoration of the company to the Companies Register.
- (3) An application must be made within 6 years after the date of the striking off. 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 is a director or member of the non-Hong Kong company; and
  - (b) that the conditions specified in section 800(2) are met.
- (5) The Registrar may accept the statement as sufficient evidence of the matters mentioned in subsection (4)(a) and (b).

### 800. Conditions for granting application

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- (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 799 條提出的申請。
- (2) 上述條件是 ——
  - (a) 在申請提出時，並在有關非香港公司的名稱從公司登記冊剔除前的 6 個月內的任何時間，該公司在香港設有營業地點；及
  - (b) 申請人已向處長交付關乎該非香港公司的文件，而該等文件是使處長備存的紀錄能反映最新情況所需的。

#### 801. 處長就申請作出的決定

- (1) 處長須將就根據第 799 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，有關非香港公司於根據第 (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。
- (3) 如有關公司恢復註冊，有關除名須視作從未發生。

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#### 802. 處長須備存董事索引

- (1) 處長須備存載有每名屬註冊非香港公司董事的人的索引。
- (2) 上述索引所載的詳情，須包括每名董事的以下詳情 ——
  - (a) 該董事的姓名或名稱及地址；

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- (1) The Registrar must not grant an application made under section 799 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 non-Hong Kong company had at the time of the application, and at any time within the period of 6 months before its name was struck off the Companies Register, a place of business in Hong Kong; and
  - (b) that the applicant has delivered to the Registrar the documents relating to the non-Hong Kong company that are necessary to bring up to date the records kept by the Registrar.

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

- (1) The Registrar must notify the applicant of the decision on an application made under section 799.
- (2) If the Registrar grants the application, the non-Hong Kong 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.
- (3) On the restoration, the striking off is to be regarded as not having taken place.

### Division 9—Miscellaneous

#### 802. Registrar to keep index of directors

- (1) The Registrar must keep an index of every person who is a director of a registered non-Hong Kong company.
- (2) The particulars contained in the index must, in respect of each director, include—

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- (b) 就該董事送交處長的最新詳情；
- (c) 可辨別出該董事擔任董事的每間公司或註冊非香港公司的名稱。
- (3) 根據本條備存的索引，須開放予任何人在支付訂明費用後查閱。
- <sup>#</sup>(4) 儘管有第 (3) 款的規定，載於上述索引的以下詳情，不得根據該款開放予任何人查閱——
  - (a) 有關董事的通常住址；
  - (b) 有關董事的身分證或護照的完整號碼。
- <sup>#</sup>(5) 即使董事的通訊地址與其通常住址相同，第 (4) 款不影響在上述索引載入該董事的通訊地址，亦不影響根據第 (3) 款查閱該通訊地址。

編輯附註：

<sup>#</sup> 第 802(4) 及 (5) 條尚未實施。**803. 送達法律程序文件或通知**

- (1) 除第 (3) 及 (4) 款另有規定外，任何須向註冊非香港公司送達的法律程序文件或通知，如按以下方式送達，即屬妥為送達——
  - (a) 註明其所需細節是在公司登記冊顯示的該公司的獲授權代表為收件人；及
  - (b) 留在該代表最後為人所知的香港地址，或以郵遞方式寄往該地址。(由 2018 年第 35 號第 80 條修訂)

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- (a) the name and address of the director;
- (b) the latest particulars sent to the Registrar in respect of the director;
- (c) the name of each company or registered non-Hong Kong company of which the director can be identified as a director.
- (3) The index kept under this section must be open to the inspection of any person on payment of a prescribed fee.
- <sup>#</sup>(4) Despite subsection (3), the following particulars contained in the index must not be open for inspection under that subsection—
  - (a) the usual residential address of the director;
  - (b) the full number of the identity card or passport of the director.
- <sup>#</sup>(5) Subsection (4) does not affect the inclusion in the index of a correspondence address of the director, nor does it affect the inspection of the correspondence address under subsection (3), even if the correspondence address is the same as the usual residential address of the director.

Editorial Note:

<sup>#</sup> Section 802(4) and (5) is not yet in operation.**803. Service of process or notice**

- (1) Subject to subsections (3) and (4), any process or notice required to be served on a registered non-Hong Kong company is sufficiently served if—
  - (a) it is addressed to an authorized representative of the company whose required details are shown in the Companies Register; and

- (2) 如 ——
- (a) 公司登記冊沒有顯示有關註冊非香港公司的獲授權代表的所需細節；或
  - (b) 該公司的每名獲授權代表均拒絕代該公司接受有關法律程序文件或通知的送達，或有關法律程序文件或通知不能送達該等代表中任何一人，
- 則第 (3) 及 (4) 款適用。
- (3) 任何須送達註冊非香港公司的法律程序文件或通知，如留在該公司在香港設立的營業地點，或以郵遞方式寄往該地點，即屬妥為送達。
- (4) 就不再在香港設有營業地點的註冊非香港公司而言，任何須送達該公司的法律程序文件或通知，如按以下方式送達，即屬妥為送達 ——
- (a) (i) 該文件或通知是以掛號郵遞方式，按公司登記冊內所示的地址，送交該公司在它成立為法團所在地方的註冊辦事處（或等同於註冊辦事處的地點）；而且
  - (ii) 該文件或通知的文本是以掛號郵遞方式，按公司登記冊內所示的地址，送交該公司在它成立為法團所在地方的主要營業地點（如有的話）；或
  - (b) （如公司登記冊沒有顯示上述地址）該文件或通知是留在該公司曾於先前的 12 個月內在香港設有營業地點所在地方，或以郵遞方式寄往該地方。
- (5) 就任何須送達非香港公司（註冊非香港公司除外）的法律程序文件或通知而言 ——
- (a) 如該公司在香港設有營業地點，而該文件或通知是留在該地點，或以郵遞方式寄往該地點，即屬妥為送達；或

- (b) it is left at, or sent by post to, the representative's last known address in Hong Kong. (*Amended 35 of 2018 s. 80*)
- (2) Subsections (3) and (4) apply if—
- (a) no required details of authorized representatives of a registered non-Hong Kong company are shown in the Companies Register; or
  - (b) every one of the company's authorized representatives refuses to accept service on behalf of the company or the process or notice cannot be served on any of them.
- (3) Any process or notice required to be served on the registered non-Hong Kong company is sufficiently served if it is left at, or sent by post to, any place of business established by the company in Hong Kong.
- (4) In the case of a registered non-Hong Kong company that no longer has a place of business in Hong Kong, any process or notice required to be served on the company is sufficiently served—
- (a) if—
    - (i) it is sent by registered post to the company's registered office (or the equivalent) in the company's place of incorporation at the address as shown in the Companies Register; and
    - (ii) a copy of it is sent by registered post to the company's principal place of business (if any) in the company's place of incorporation at the address as shown in the Companies Register; or
  - (b) where no such addresses are shown in the Companies Register, if it is left at, or sent by post to, any place in Hong Kong at which the company has had a place of business within the previous 12 months.



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- (b) 如該公司曾在香港設有營業地點，但不再在香港設有該營業地點，而該文件或通知是按以下方式送達，即屬妥為送達——
- (i) (A) 該文件或通知是以掛號郵遞方式，送交該公司在它成立為法團所在地方的註冊辦事處（或等同於註冊辦事處的地點）；而且
  - (B) 該文件或通知的文本是以掛號郵遞方式，送交該公司在它成立為法團所在地方的主要營業地點（如有的話）；或
  - (ii) （如不能確定該註冊辦事處或主要營業地點，但該公司曾於先前的 12 個月內在香港設有營業地點）該文件或通知是留在該地點，或以郵遞方式寄往該地點。

#### 804. 財政司司長可訂立規例

- (1) 財政司司長可訂立規例，訂定本條例就曾經根據第 790 條修改的帳目的適用情況。
- (2) 上述規例可——
  - (a) 視乎有關帳目是——
    - (i) 用另一份顯示有關修改的文件加以補充的方式修改；還是
    - (ii) 用另一份帳目取而代之的方式修改，

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- (5) Any process or notice required to be served on a non-Hong Kong company (other than a registered non-Hong Kong company) is sufficiently served—
- (a) in the case of a company that has established a place of business in Hong Kong, if it is left at, or sent by post to, the place of business; or
  - (b) in the case of a company that has established, but no longer has, a place of business in Hong Kong—
    - (i) if—
      - (A) it is sent by registered post to the company's registered office (or the equivalent) in the company's place of incorporation; and
      - (B) a copy of it is sent by registered post to the company's principal place of business (if any) in the company's place of incorporation; or
    - (ii) where the address of such registered office, or principal place of business, cannot be ascertained but the company has had a place of business in Hong Kong within the previous 12 months, if it is left at, or sent by post to, the place of business in Hong Kong.

#### 804. Financial Secretary may make regulations

- (1) The Financial Secretary may make regulations providing for the application of this Ordinance in relation to the accounts that have been revised under section 790.
- (2) The regulations may—
  - (a) make different provisions according to whether the accounts have been revised by—
    - (i) supplementing the accounts with another document that shows the revisions; or

- 而訂定不同條文；
- (b) 規定註冊非香港公司就經修改的帳目採取該等規例指明的步驟；及
  - (c) 在該等規例指明的增補、例外情況及變通的規限下，將本條例應用於經修改的帳目。
- (3) 上述規例可將以下任何行為定為罪行，且可處以罰款或監禁或同時處以罰款或監禁——
- (a) 沒有採取一切合理步驟以確使經修改的帳目符合——
    - (i) 該等規例的指明條文；或
    - (ii) 根據該等規例而有效的本條例的指明條文；
  - (b) 違反——
    - (i) 該等規例的指明條文；或
    - (ii) 根據該等規例而有效的本條例的指明條文。
- (4) 就屬故意干犯的罪行而言，可就該罪行訂明的最高罰款額為 \$300,000，而可就該罪行訂明的最高監禁刑期為 12 個月。就不屬故意干犯的罪行而言，可就該罪行訂明的最高罰款額為 \$300,000。此外，如有關罪行是持續的罪行，可訂明就該罪行持續期間的每一日，另處罰款不超過 \$2,000。
- (5) 上述規例可訂定關於有關罪行的免責辯護。

**805. 財政司司長可訂立規例**

- (ii) replacing the accounts;
  - (b) require a registered non-Hong Kong company to take the steps specified in the regulations in relation to the accounts that have been revised; and
  - (c) apply this Ordinance to the accounts that have been revised subject to such additions, exceptions and modifications as are specified in the regulations.
- (3) The regulations may provide that any of the following is an offence, punishable by a fine or imprisonment, or both—
- (a) a failure to take all reasonable steps to secure compliance as respects the accounts that have been revised with—
    - (i) a specified provision of the regulations; or
    - (ii) a specified provision of this Ordinance as having effect under the regulations;
  - (b) a contravention of—
    - (i) a specified provision of the regulations; or
    - (ii) a specified provision of this Ordinance as having effect under the regulations.
- (4) The maximum fine that may be prescribed for an offence committed wilfully is \$300,000 and the maximum imprisonment is 12 months. The maximum fine that may be prescribed for an offence not committed wilfully is \$300,000. In addition, in the case of a continuing offence, a further fine not exceeding \$2,000 for each day during which the offence continues may be prescribed.
- (5) The regulations may provide for defences to any such offence.

**805. Financial Secretary may make regulations**

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第 622 章

第 16 部 —— 第 9 分部  
第 805A 條

- (1) 財政司司長可訂立規例，訂明 ——
  - (a) 第 776(2) 或 (3) 條所指的申請須載有的詳情；
  - (b) 第 776(2) 或 (3) 條所指的申請須隨附的文件；
  - (c) 第 787(3) 條所指的通知須隨附的文件；
  - (d) 第 788(1) 或 791(1) 條所指的申報表須載有的詳情；及
  - (e) 第 788(1) 或 791(1) 條所指的申報表須隨附的文件。
- (2) 財政司司長可訂立規例 ——
  - (a) 規定第 776(2) 或 (3) 條所指的申請或第 778(2) 條所指的申報表可載有有關非香港公司的本土名稱的經核證譯名；及
  - (b) 為該目的訂定程序及規定。
- (3) 第 (2) 款不適用於第 776(5) 或 778(9) 條規定須載有本土名稱的經核證譯名的申請或申報表。

#### 805A. 披露非香港公司名稱等的規定

- (1) 財政司司長可訂立規例，規定非香港公司 ——
  - (a) 在訂明位置展示訂明資料；
  - (b) 在訂明類別文件或通訊中，述明訂明資料；及
  - (c) 在該公司於其業務過程中有來往的人的要求下，向該等人士提供訂明資料。
- (2) 上述規例 ——

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- (1) The Financial Secretary may make regulations prescribing—
  - (a) the particulars to be contained in an application under section 776(2) or (3);
  - (b) the documents to accompany an application under section 776(2) or (3);
  - (c) the documents to accompany a notification under section 787(3);
  - (d) the particulars to be contained in a return under section 788(1) or 791(1); and
  - (e) the documents to accompany a return under section 788(1) or 791(1).
- (2) The Financial Secretary may make regulations—
  - (a) providing that an application under section 776(2) or (3), or a return under section 778(2), may contain a certified translation of a domestic name of the non-Hong Kong company; and
  - (b) providing for the procedures and requirements for the purpose.
- (3) Subsection (2) does not apply to an application or return that is required by section 776(5) or 778(9) to contain a certified translation of a domestic name.

#### 805A. Requirement to disclose non-Hong Kong company's name etc.

- (1) The Financial Secretary may make regulations to require non-Hong Kong companies—
  - (a) to display prescribed information in prescribed locations;
  - (b) to state prescribed information in prescribed descriptions of documents or communications; and
  - (c) to provide prescribed information on request to those they deal with in the course of their business.

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第 805B 條

- (a) 可在訂明情況下規定披露非香港公司的名稱；
  - (b) 可就訂明資料須以何種方式展示、述明或提供，訂定條文；及
  - (c) 可豁免某間非香港公司，使其無需遵守根據第 (1) 款訂立的規例的任何規定。
- (3) 上述規例可訂定就披露非香港公司的名稱的規定而言，無須理會須成為該名稱一部分的字或詞與該字或詞的准許縮寫（反之亦然）之間的任何差異。

(由 2018 年第 35 號第 81 條增補)

#### 805B. 不作出所規定的披露的刑事後果

根據第 805A 條訂立的規例可規定 ——

- (a) 如某非香港公司違反任何根據該條訂立的規例 ——
  - (i) 該公司；及
  - (ii) 該公司的每名責任人，  
均屬犯罪；
- (b) 如代該公司行事的人違反任何根據該條訂立的規例，該人即屬犯罪；及

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- (2) The regulations—
  - (a) may in prescribed circumstances require disclosure of the name of a non-Hong Kong company;
  - (b) may make provision as to the manner in which any prescribed information is to be displayed, stated or provided; and
  - (c) may exempt a non-Hong Kong company from any requirement of the regulations made under subsection (1).
- (3) The regulations may provide that, for the purposes of any requirement to disclose a non-Hong Kong company's name, any variation between a word or words required to be part of the name and a permitted abbreviation of that word or those words (or vice versa) is to be disregarded.

(Added 35 of 2018 s. 81)

#### 805B. Criminal consequences of failure to make required disclosures

Regulations made under section 805A may provide that—

- (a) if a non-Hong Kong company contravenes any of the regulations made under that section, an offence is committed by—
  - (i) the company; and
  - (ii) every responsible person of the company;
- (b) if a person who is acting on behalf of the company contravenes any of the regulations made under that section, an offence is committed by that person; and

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- (c) 犯 (a) 或 (b) 段所述罪行的人，可處不超過第 3 級的罰款。

*(由 2018 年第 35 號第 81 條增補)*

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- (c) a person who commits an offence mentioned in paragraph (a) or (b) is liable to a fine not exceeding level 3.

*(Added 35 of 2018 s. 81)*

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