

第 2 部**公司註冊處處長及公司登記冊**

(格式變更——2013 年第 1 號編輯修訂紀錄)

第 1 分部 —— 導言**20. 釋義**

(1) 在本部中 ——

公司 (company) 包括 ——

(a) 根據第 777(1) 條註冊的非香港公司；或

(b) 在第 16 部的生效日期前的任何時間，在根據《前身條例》第 333AA 條備存的登記冊內註冊的公司；

文件 (document) 包括採用電子形式或任何其他形式的文件；**印本形式** (in hard copy form) 指紙張形式，或能夠供閱讀的相類形式；**電子形式** (in electronic form) 指電子紀錄的形式；**電子簽署** (electronic signature) 具有《電子交易條例》(第 553 章) 第 2(1) 條給予該詞的涵義；**數碼簽署** (digital signature) 具有《電子交易條例》(第 553 章) 第 2(1) 條給予該詞的涵義。

(2) 在本部中，提述交付文件，包括送交、提供、遞交或交出該文件。

第 2 分部 —— 公司註冊處處長**Part 2****Registrar of Companies and Companies Register**

(Format changes—E.R. 1 of 2013)

Division 1—Preliminary**20. Interpretation**

(1) In this Part—

company (公司) includes—

(a) a non-Hong Kong company registered under section 777(1); or

(b) a company that was, at any time before the commencement date of Part 16, registered in the register kept under section 333AA of the predecessor Ordinance;

digital signature (數碼簽署) has the meaning given by section 2(1) of the Electronic Transactions Ordinance (Cap. 553);**document** (文件) includes a document in electronic form or any other form;**electronic signature** (電子簽署) has the meaning given by section 2(1) of the Electronic Transactions Ordinance (Cap. 553);**in electronic form** (電子形式) means in the form of an electronic record;**in hard copy form** (印本形式) means in a paper form or similar form capable of being read.

(2) In this Part, a reference to delivering a document includes sending, supplying, forwarding or producing it.

Division 2—Registrar of Companies

21. 處長的職位

- (1) 行政長官可委任一人擔任公司註冊處處長。
- (2) 行政長官可為施行本條例委任其他人員。
- (3) 為根據本條例將公司註冊，須於行政長官指定的地方設立一個辦事處。
- (4) 行政長官可指示製備一個印章，用以認證執行處長的職能所需的或與執行處長的職能有關的文件。

22. 處長的職能

處長的職能，為本條例或任何其他條例賦予處長的職能或根據本條例或任何其他條例賦予處長的職能。

23. 處長可指明格式

- (1) 處長可指明任何為施行本條例所需的文件的格式。
- (2) 第 (1) 款不適用於 ——
 - (a) 格式由本條例訂明的文件；或
 - (b) 格式由或可由根據本條例訂立的規例訂明的文件。
- (3) 在根據第 (1) 款指明某文件的格式時，處長可為該文件指明多於一款格式，以供選擇或在不同情況下使用。

24. 處長可發出指引

- (1) 處長可發出指引 ——

21. Office of Registrar

- (1) The Chief Executive may appoint a person to be the Registrar of Companies.
- (2) The Chief Executive may appoint other officers for the purposes of this Ordinance.
- (3) For the purpose of the registration of companies under this Ordinance, an office is to be established at a place designated by the Chief Executive.
- (4) The Chief Executive may direct a seal to be prepared for the authentication of documents required for or connected with the performance of the Registrar's functions.

22. Registrar's functions

The Registrar's functions are those conferred on the Registrar by or under this Ordinance or any other Ordinance.

23. Registrar may specify form

- (1) The Registrar may specify the form of any document required for the purposes of this Ordinance.
- (2) Subsection (1) does not apply to a document—
 - (a) the form of which is prescribed by this Ordinance; or
 - (b) the form of which is or may be prescribed by regulations made under this Ordinance.
- (3) In specifying the form of a document under subsection (1), the Registrar may specify more than one form of the document, whether as alternatives or to provide for different circumstances.

24. Registrar may issue guidelines

- (1) The Registrar may issue guidelines—

- (a) 示明處長擬以何種方式，執行任何職能或行使任何權力；或
- (b) 就本條例任何條文的實施提供指引。
- (2) 處長須 ——
 - (a) 以適合於令受上述指引影響的人知悉該等指引的方式，將之發布；及
 - (b) 向公眾提供上述指引的文本，該等文本可採用印本形式或電子形式。
- (3) 根據本條發出的指引不是附屬法例。
- (4) 處長可修訂或撤銷任何上述指引。第 (2) 及 (3) 款適用於指引的修訂或撤銷，一如該等條文適用於該等指引。
- (5) 任何人不會僅因本身違反了任何上述指引，而招致任何民事或刑事法律責任。如在任何法律程序中，法院信納某指引攸關某項受爭議事宜的裁定，則 ——
 - (a) 在該法律程序中，該指引可接納為證據；及
 - (b) 關於該人違反或沒有違反該指引的證明，可被該法律程序的任何一方賴以作為確立或否定該事宜的證明。

25. 處長可認證文件等

- (1) 如本條例規定某文件須由處長簽署，或須印有處長的簽署，則處長可藉其認為合適的方式，認證該文件。
- (2) 如根據本條例或任何其他條例，某事情獲批准由處長核證，則處長可藉其認為合適的方式，核證該事情。

- (a) indicating the manner in which the Registrar proposes to perform any function or exercise any power; or
- (b) providing guidance on the operation of any provision of this Ordinance.
- (2) The Registrar—
 - (a) must publish the guidelines in a manner appropriate to bring them to the notice of persons affected by them; and
 - (b) must make copies of the guidelines available to the public (in hard copy form or electronic form).
- (3) Guidelines issued under this section are not subsidiary legislation.
- (4) The Registrar may amend or revoke any of the guidelines. Subsections (2) and (3) apply to an amendment or revocation of guidelines in the same way as they apply to the guidelines.
- (5) A person does not incur any civil or criminal liability only because the person has contravened any of the guidelines. If, in any legal proceedings, the court is satisfied that a guideline is relevant to determining a matter that is in issue—
 - (a) the guideline is admissible in evidence in the proceedings; and
 - (b) proof that the person contravened or did not contravene the guideline may be relied on by any party to the proceedings as tending to establish or negate the matter.

25. Registrar may authenticate document etc.

- (1) If a document is required by this Ordinance to be signed by the Registrar or to bear the Registrar's printed signature, the Registrar may authenticate it in any manner that the Registrar thinks fit.

26. 須向處長繳付的費用

- (1) 財政司司長可訂立規例，規定就以下事宜向處長繳付費用——
 - (a) 執行處長的任何職能；或
 - (b) 為附帶於執行處長的任何職能的目的，或與執行處長的任何職能有關的目的，而由處長提供的服務或設施。
- (2) 上述規例可——
 - (a) 訂定須由該等規例指定或須根據該等規例釐定的費用的款額；
 - (b) 訂定在不同情況下須就相同事宜繳付不同費用；及
 - (c) 指明於何時及如何繳付費用。
- (3) 處長——
 - (a) 可在財政司司長批准下，釐定可就在以下情況下執行職能或提供服務或設施而徵收的費用——
 - (i) 上述規例沒有就執行該職能或提供該服務或設施訂定費用；或
 - (ii) 該職能或服務或設施，是在該等規例有就之訂定費用的情況以外的情況下執行或提供的；及
 - (b) 可徵收該費用。
- (4) 處長所收到的費用，須撥作政府一般收入，但如《營運基金條例》(第 430 章)第 5 條規定，該費用須付給公司註冊處營運基金，則屬例外。

- (2) If anything is authorized to be certified by the Registrar under this Ordinance or any other Ordinance, the Registrar may certify it in any manner that the Registrar thinks fit.

26. Fees payable to Registrar

- (1) The Financial Secretary may make regulations to require payment to the Registrar of fees in respect of—
 - (a) the performance of any of the Registrar's functions; or
 - (b) the provision by the Registrar of services or facilities for purposes incidental to, or otherwise connected with, the performance of any of the Registrar's functions.
- (2) The regulations may—
 - (a) provide for the amount of the fees to be fixed by or determined under the regulations;
 - (b) provide for different fees to be payable in respect of the same matter in different circumstances; and
 - (c) specify when and how fees are to be paid.
- (3) The Registrar—
 - (a) may, subject to the approval of the Financial Secretary, determine what fees are chargeable in respect of the performance of functions or the provision of services or facilities—
 - (i) for which fees are not provided for by the regulations; or
 - (ii) in circumstances other than those for which fees are provided by the regulations; and
 - (b) may charge such fees.
- (4) Fees received by the Registrar must be paid into the general revenue, unless the fees are required by section 5 of the

Trading Funds Ordinance (Cap. 430) to be paid into the Companies Registry Trading Fund.

第 3 分部 —— 公司登記冊

27. 處長須備存關於公司的紀錄

- (1) 處長須備存以下資料的紀錄 ——
 - (a) 向處長交付登記而處長決定根據本部將之登記的每份文件所載的資料；
 - (b) 處長根據本條例發出的每份證明書所載的資料；及
 - (c) 處長根據《公司（清盤及雜項條文）條例》（第 32 章）第 38D 或 342C 條登記的每份招股章程所載的資料。
- (2) 在緊接本條的生效日期前根據《前身條例》為公司登記冊的目的而備存的紀錄，須由處長繼續備存。
- [#](3) 為施行第 (1) 及 (2) 款，處長須記錄指明地址，作為以下公司的董事、備任董事或公司秘書的通訊地址 ——
 - (a) 原有公司；
 - (b) 屬第 20(1) 條**公司**的定義的 (a) 段所指、並憑藉附表 11 第 132 條而根據第 777(1) 條註冊的公司；或
 - (c) 屬第 20(1) 條**公司**的定義的 (b) 段所指的公司。
- [#](4) 在根據第 (3) 款記錄指明地址作為公司的董事、備任董事或公司秘書的通訊地址後，處長須按以下地址更新該通訊地址的記項 ——
 - (a) 在該公司的註冊辦事處地址更改通知內所載的，該公司最新的註冊辦事處地址，而該通知須 ——
 - (i) 是根據第 658(3) 條或《前身條例》第 92(3) 條送交的；並
 - (ii) 獲處長根據本部登記；或

Division 3—Companies Register

27. Registrar must keep records of companies

- (1) The Registrar must keep records of—
 - (a) the information contained in every document that is delivered to the Registrar for registration and that the Registrar decides to register under this Part;
 - (b) the information contained in every certificate that is issued by the Registrar under this Ordinance; and
 - (c) the information contained in every prospectus registered by the Registrar under section 38D or 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).
- (2) The Registrar must continue to keep the records that were, immediately before the commencement date of this section, kept for the purpose of a register of companies under the predecessor Ordinance.
- [#](3) For the purposes of subsections (1) and (2), the Registrar must record the specified address as the correspondence address of a director, reserve director or company secretary of the following company—
 - (a) an existing company;
 - (b) a company falling within paragraph (a) of the definition of **company** in section 20(1) that is registered under section 777(1) by virtue of section 132 of Schedule 11; or
 - (c) a company falling within paragraph (b) of the definition of **company** in section 20(1).

- (b) 在更改該公司在香港的主要營業地點的地址的申報表內所載的，該公司在香港最新的主要營業地點的地址，而該申報表須 ——
- (i) 是根據第 791(1) 條或《前身條例》第 335(1)(d) 條交付的；並
 - (ii) 獲處長根據本部登記。
- #(5) 如就有關公司的董事、備任董事或公司秘書 ——
- (a) 有關乎更改該人的通訊地址的通知或申報表根據第 645(4)、652(2) 或 791(1) 條交付；而
 - (b) 該通知或申報表獲處長根據本部登記，則第 (4) 款並不適用。
- #(6) 就第 (3) 款而言，任何地址如符合以下說明，即為就有關公司的董事、備任董事或公司秘書而言的指明地址 ——
- (a) 在緊接本條的生效日期前，該地址是根據《前身條例》在公司登記冊內顯示為該公司的註冊辦事處地址，或該公司在香港的主要營業地點的地址；
 - (b) 該地址作為該公司的註冊辦事處地址而載於法團成立表格，而該表格須 ——
 - (i) 是在第 3 部第 1 分部的生效日期[@]前，根據《前身條例》第 15(1) 條，交付處長註冊的；並
 - (ii) 於該生效日期[@]當日或之後，根據《前身條例》第 16(1) 條註冊；或
 - (c) 該地址作為該公司在香港的主要營業地點的地址而載於某註冊申請內，而該申請須是在第 16 部第 2 分部的生效日期[@]前，根據《前身條例》第 333 條交付處長的，而有關注冊是根據第 777(1) 條進行的。

編輯附註：

第 27(3)、(4)、(5) 及 (6) 條 (在該條與董事或備任董事有關的範圍內) 尚未實施。

[@] 生效日期：2014 年 3 月 3 日。

- #(4) After the specified address is recorded under subsection (3) as the correspondence address of a director, reserve director or company secretary of a company, the Registrar must update the entry of such correspondence address with—
- (a) the latest address of the company's registered office contained in a notice of change of address of the company's registered office—
 - (i) that is sent under section 92(3) of the predecessor Ordinance or section 658(3); and
 - (ii) that is registered by the Registrar under this Part; or
 - (b) the latest address of the company's principal place of business in Hong Kong contained in a return in respect of the change of address of the company's principal place of business in Hong Kong—
 - (i) that is delivered under section 335(1)(d) of the predecessor Ordinance or section 791(1); and
 - (ii) that is registered by the Registrar under this Part.
- #(5) Subsection (4) does not apply if, in relation to the director, reserve director or company secretary of a company—
- (a) a notice or return is delivered under section 645(4), 652(2) or 791(1) in respect of a change of the person's correspondence address; and
 - (b) the notice or return is registered by the Registrar under this Part.
- #(6) For the purposes of subsection (3), an address is the specified address in relation to a director, reserve director or company secretary of a company if—
- (a) immediately before the commencement date of this section, the address was shown on the register of companies under the predecessor Ordinance as the

address of the company's registered office or principal place of business in Hong Kong;

- (b) the address is contained, as the address of the company's registered office, in an incorporation form—
 - (i) delivered before the commencement date[@] of Division 1 of Part 3 to the Registrar for registration under section 15(1) of the predecessor Ordinance; and
 - (ii) registered on or after that commencement date[@] under section 16(1) of the predecessor Ordinance; or
- (c) the address is contained, as the address of the company's principal place of business in Hong Kong, in an application for registration delivered before the commencement date[@] of Division 2 of Part 16 to the Registrar under section 333 of the predecessor Ordinance and the registration takes place under section 777(1).

Editorial Note:

Section 27(3), (4), (5) and (6) in so far as it relates to a director or reserve director is not yet in operation.

@ Commencement date: 3 March 2014.

28. 補充第 27 條的條文

- (1) 根據第 27 條備存的紀錄，須讓關乎某公司的資料以處長決定的方式，與該公司聯繫起來，以使所有關乎該公司的資料均能被檢索。
- (2) 為施行第 27(1) 條而備存的資料紀錄的備存形式，須使任何人均能查閱該紀錄所載的資料，及能製作該資料的文本。
- (3) 在第 (1) 及 (2) 款的規限下，為施行第 27(1) 條而備存的資料紀錄，可採用處長認為合適的形式備存。

28. Provisions supplementary to section 27

- (1) The records kept under section 27 must be such that information relating to a company is associated with the company in a manner determined by the Registrar, so as to enable all the information relating to the company to be retrieved.
- (2) A record of information for the purposes of section 27(1) must be kept in such form as to enable any person to inspect

- (4) 如處長備存資料紀錄的形式，有別於載有有關資料的文件於交付處長時採用的形式，或有別於處長製作載有有關資料的文件時該文件採用的形式，則除非相反證明成立，該紀錄須推定為反映了該文件於交付或製作時所載的資料。
- (5) 如處長為第 27(1) 條的目的而記錄某文件所載的資料，則處長須視為已履行法律施加於處長的、備存或登記該文件或將該文件存檔的責任。

29. 處長無須備存某些文件等

- (1) 就根據某條例交付處長登記的文件而言，如處長已為第 27(1) 條的目的或為《前身條例》所訂的公司登記冊的目的，採用任何其他形式記錄該文件所載的資料，則處長可銷毀或處置該文件。
- (2) 如處長已為第 27(1) 條的目的或為《前身條例》所訂的公司登記冊的目的，備存某文件或證明書最少 7 年，則處長可銷毀或處置該文件或證明書。
- (3) 如第 48 條規定，處長不得提供為某目的交付處長的資料讓公眾查閱，則處長備存該資料的紀錄的時間，無須超過一段處長覺得就該目的而言屬合理所需的時間。

- the information contained in the record and to make a copy of the information.
- (3) Subject to subsections (1) and (2), a record of information for the purposes of section 27(1) may be kept in any form that the Registrar thinks fit.
- (4) If the Registrar keeps a record of information in a form that differs from the form in which the document containing the information was delivered to, or generated by, the Registrar, the record is presumed, unless the contrary is proved, to represent the information contained in the document as delivered or generated.
- (5) If the Registrar records the information contained in a document for the purposes of section 27(1), the Registrar is to be regarded as having discharged any duty imposed by law on the Registrar to keep, file or register the document.

29. Registrar not required to keep certain documents etc.

- (1) The Registrar may destroy or dispose of any document delivered to the Registrar for registration under an Ordinance if the information contained in the document has been recorded by the Registrar in any other form for the purposes of section 27(1) or for the purpose of a register of companies under the predecessor Ordinance.
- (2) If a document or certificate has been kept by the Registrar for at least 7 years for the purposes of section 27(1) or for the purpose of a register of companies under the predecessor Ordinance, the Registrar may destroy or dispose of the document or certificate.
- (3) If the Registrar is required by section 48 not to make any information available for public inspection, the Registrar is not required to keep a record of the information for any longer than appears to the Registrar to be reasonably

30. 處長須備存《公司名稱索引》

處長須備存一份所有公司的名稱的索引。

第 4 分部 —— 文件的登記**第 1 次分部 —— 導言****31. 不合要求的文件**

- (1) 就本分部而言，交付處長登記的文件如有以下情況，即屬不合要求的文件 ——
- (a) 該文件所載的資料，不能以可閱形式複製；
 - (b) 該文件既非採用英文，亦非採用中文，且沒有隨附一份該文件的英文或中文經核證譯本；
 - (c) 根據第 32 條就該文件指明的規定不獲符合；
 - (d) 該文件不是按照根據第 33 條就它訂立的協議以及根據第 34 條就它訂立的規例而交付的；
 - (e) 該文件是根據有關條例的適用規定交付的，但該等規定不獲符合；
 - (f) 該文件沒有隨附須就登記而繳付的費用；
 - (g) 該文件、該文件上的簽署或隨附該文件的數碼簽署或電子簽署 ——
 - (i) 是不完整或不正確的；或
 - (ii) 已被更改，而該項更改是無恰當授權的；
 - (h) 該文件所載的資料 ——
 - (i) 自相抵觸；或
 - (ii) 與公司登記冊內的其他資料或交付處長的另一份文件所載的其他資料相抵觸；

necessary for the purpose for which the information was delivered to the Registrar.

30. Registrar must keep Index of Company Names

The Registrar must keep an index of the names of every company.

Division 4—Registration of Document**Subdivision 1—Preliminary****31. Unsatisfactory document**

- (1) For the purposes of this Division, a document delivered to the Registrar for registration is unsatisfactory if—
- (a) the information contained in the document is not capable of being reproduced in legible form;
 - (b) in the case of a document that is neither in English nor in Chinese, it is not accompanied by a certified translation of it in English or Chinese;
 - (c) the requirements specified in relation to the document under section 32 are not complied with;
 - (d) the document is not delivered in accordance with an agreement made under section 33, and any regulations made under section 34, in relation to it;
 - (e) the applicable requirements of the Ordinance under which the document is delivered are not complied with;
 - (f) the document is not accompanied by the fee payable for the registration;
 - (g) the document, or any signature on, or any digital or electronic signature accompanying, the document—
 - (i) is incomplete or incorrect; or
 - (ii) is altered without proper authority;

- (i) 該文件所載的資料源自 ——
 - (i) 無效或無效力的事情；或
 - (ii) 在沒有公司授權下作出的事情；或
- (j) 該文件載有違法的事宜。
- (2) 在本條中 ——

適用規定 (applicable requirements) 就任何文件而言，指關於以下方面的規定 ——

 - (a) 該文件的內容；
 - (b) 該文件的形式；
 - (c) 認證該文件；及
 - (d) 交付該文件的方式。

32. 處長可為第 31(1) 條指明規定

- (1) 處長可就根據某條例須交付或獲批准交付處長的文件 ——
 - (a) 指明規定，以使處長能製作該文件的文本或影像紀錄，以及能備存該文件所載的資料的紀錄；
 - (b) 指明關於認證該文件的規定；及
 - (c) 指明關於交付該文件的方式的規定。
- (2) 凡有文件根據第 41(3) 條獲批准交付處長登記，以更正某項錯誤，處長可就該文件指明關於以下方面的規定 ——
 - (a) 以某形式和方式交付該文件，以使該文件能與載有該項錯誤的文件聯繫起來；及

- (h) the information contained in the document—
 - (i) is internally inconsistent; or
 - (ii) is inconsistent with other information on the Companies Register or other information contained in another document delivered to the Registrar;
- (i) the information contained in the document derives from anything that—
 - (i) is invalid or ineffective; or
 - (ii) has been done without the company's authority; or
- (j) the document contains matters contrary to law.

- (2) In this section—

applicable requirements (適用規定), in relation to a document, means the requirements as regards—

 - (a) the contents of the document;
 - (b) the form of the document;
 - (c) the authentication of the document; and
 - (d) the manner of delivery of the document.

32. Registrar may specify requirements (for section 31(1))

- (1) The Registrar may, in relation to any document required or authorized to be delivered to the Registrar under an Ordinance—
 - (a) specify requirements for the purpose of enabling the Registrar to make copies or image records of the document and to keep records of the information contained in it;
 - (b) specify requirements as to the authentication of the document; and

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- (b) 識別載有該項錯誤的文件。
- (3) 為施行第 (1) 及 (2) 款，處長可就不同文件、不同類別的文件或不同的情況，指明不同的規定。
- (4) 為施行第 (1)(b) 款，處長可 ——
 - (a) 規定有關文件須經特定的人或屬特定類別的人認證；
 - (b) 指明認證的方法；及
 - (c) 規定有關文件須載有或隨附該文件所關乎的公司的名稱或註冊編號，或載有或隨附以上兩者。
- (5) 為施行第 (1)(c) 款，處長可 ——
 - (a) 規定有關文件須採用印本形式、電子形式或任何其他形式；
 - (b) 規定有關文件須以郵遞方式或任何其他方式交付；
 - (c) 指明關於有關文件須交付至的地址的規定；及
 - (d) (如屬須以電子方式交付的文件) 指明關於須使用的硬件及軟件以及技術規格的規定。
- (6) 本條並不賦權處長 ——
 - (a) 規定文件須以電子方式交付處長；或
 - (b) 指明與某條例就以下方面所訂明的規定相抵觸的規定 ——
 - (i) 認證有關文件；及
 - (ii) 向處長交付有關文件的方式。
- (7) 根據本條指明的規定不是附屬法例。

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- (c) specify requirements as to the manner of delivery of the document.
- (2) The Registrar may, in relation to any document authorized to be delivered to the Registrar for registration under section 41(3) for the purpose of rectification of an error, specify requirements as to—
 - (a) the delivery of the document in a form and manner enabling it to be associated with the document containing the error; and
 - (b) the identification of the document containing the error.
- (3) For the purposes of subsections (1) and (2), the Registrar may specify different requirements for different documents or classes of documents, or for different circumstances.
- (4) For the purposes of subsection (1)(b), the Registrar may—
 - (a) require the document to be authenticated by a particular person or a person of a particular description;
 - (b) specify the means of authentication; and
 - (c) require the document to contain, or to be accompanied by, the name or registration number, or both, of the company to which it relates.
- (5) For the purposes of subsection (1)(c), the Registrar may—
 - (a) require the document to be in hard copy form, electronic form or any other form;
 - (b) require the document to be delivered by post or any other means;
 - (c) specify requirements as to the address to which the document is to be delivered; and
 - (d) in the case of a document to be delivered by electronic means, specify requirements as to the hardware and software to be used and the technical specifications.

33. 處長可為第 31(1) 條同意以電子方式交付

- (1) 處長可與任何公司訂立內容如下的協議：規定關乎該公司的任何文件或任何類別的文件，如根據某條例須交付或獲批准交付處長，則該文件或該類別的文件 ——
 - (a) 將會以電子方式交付 (該協議訂明的例外情況除外)；及
 - (b) 將會符合 ——
 - (i) 該協議指明的規定；或
 - (ii) 處長按照該協議指明的規定。
- (2) 與任何公司訂立的協議亦可規定，關乎該公司的任何文件或任何類別的文件，如根據某條例須由處長交付或獲批准由處長交付該公司，則該文件或該類別的文件將會以電子方式交付。
- (3) 處長可指明協議的標準格式，以及使用該格式的程度。
- (4) 本條並不賦權處長訂立與根據第 34 條訂立的規例相抵觸的協議。

(6) This section does not empower the Registrar—

- (a) to require a document to be delivered to the Registrar by electronic means; or
- (b) to specify any requirement that is inconsistent with any requirement prescribed by an Ordinance as to—
 - (i) the authentication of the document; and
 - (ii) the manner of delivery of the document to the Registrar.

(7) Requirements specified under this section are not subsidiary legislation.**33. Registrar may agree to delivery by electronic means (for section 31(1))**

- (1) The Registrar may enter into an agreement with a company to provide that any document, or any class of document, that relates to the company, and is required or authorized to be delivered to the Registrar under an Ordinance—
 - (a) will be delivered by electronic means, except as provided for in the agreement; and
 - (b) will conform to the requirements—
 - (i) specified in the agreement; or
 - (ii) specified by the Registrar in accordance with the agreement.
- (2) An agreement with a company may also provide that any document, or any class of document, that relates to the company, and is required or authorized to be delivered by the Registrar to it under an Ordinance, will be delivered by electronic means.
- (3) The Registrar may specify a standard form for an agreement and the extent to which the form is to be used.

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- 34. 財政司司長可為第 31(1) 條訂立規例規定須以電子方式交付**
- (1) 財政司司長可訂立規例，規定根據某條例須交付或獲批准交付處長的文件，須以電子方式交付。
 - (2) 上述規例須經立法會批准。

- (4) This section does not empower the Registrar to make any agreement that is inconsistent with regulations made under section 34.
- 34. Financial Secretary may make regulations requiring delivery by electronic means (for section 31(1))**
- (1) The Financial Secretary may make regulations requiring any document required or authorized to be delivered to the Registrar under an Ordinance to be delivered by electronic means.
 - (2) The regulations are subject to the approval of the Legislative Council.

第 2 次分部 —— 處長拒絕接受以及登記文件的權力

Subdivision 2—Registrar's Powers to Refuse to Accept and to Register Document

- 35. 處長可拒絕接受或登記文件**
- (1) 如處長認為根據任何條例交付處長登記的文件不合要求，處長 ——
 - (a) 可拒絕接受該文件；或
 - (b) 可在接受該文件後，行使第 (3) 及 (4) 款指明的權力。
 - (2) 第 (1) 款並不適用於《公司 (清盤及雜項條文) 條例》(第 32 章) 第 2(1) 條所界定的招股章程。
 - (3) 處長可拒絕登記有關文件，並將該文件發還予將它交付登記的人。
 - (4) 處長亦可指出 ——
 - (a) 須適當地修訂或完成該文件，並連同或無需連同補充文件再交付登記；或
 - (b) 須交付新的文件以作登記，以取代該文件。
 - (5) 如處長 ——

- 35. Registrar may refuse to accept or register document**
- (1) If the Registrar is of the opinion that a document delivered to him or her for registration under an Ordinance is unsatisfactory, the Registrar—
 - (a) may refuse to accept the document; or
 - (b) may, after having accepted the document, exercise the powers specified in subsection (3) or (4).
 - (2) Subsection (1) does not apply to a prospectus as defined by section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).
 - (3) The Registrar may refuse to register the document and return the document to the person who delivered it for registration.
 - (4) The Registrar may also advise that—

- (a) 根據第 (1)(a) 款拒絕接受某文件；
 - (b) 沒有收到某文件；或
 - (c) 根據第 (3) 款拒絕登記某文件，
- 則該文件須視為不曾為遵從有關條例中規定將該文件或批准將該文件交付處長的條文而交付處長。

36. 處長在等待進一步詳情時，可暫緩登記文件等

為決定可否就某文件行使第 35(3) 及 (4) 條指明的權力，處長可 ——

- (a) 在等候根據 (b) 段作出的要求獲得遵從時，暫緩登記該文件；及
- (b) 要求根據有關條例須將該文件或獲批准將該文件交付處長登記的人，在處長指明的限期內，作出以下任何或所有事情 ——
 - (i) 交出處長認為對處長決定該文件是否不合要求的問題屬必需的其他文件、資料或證據；
 - (ii) 適當地修訂或完成該文件，並連同或無需連同補充文件再交付登記；
 - (iii) 向法院申請，要求作出處長認為必需的命令或指示，以及努力進行該申請；
 - (iv) 遵從處長的其他指示。

- (a) the document be appropriately amended or completed, and be redelivered for registration with or without a supplementary document; or
 - (b) a fresh document be delivered for registration in its place.
- (5) If the Registrar—
- (a) refuses to accept a document under subsection (1)(a);
 - (b) has not received a document; or
 - (c) refuses to register a document under subsection (3),
- the document is to be regarded as not having been delivered to the Registrar in satisfaction of the provision of the Ordinance that requires or authorizes the document to be delivered to the Registrar.

36. Registrar may withhold registration of document pending further particulars etc.

For the purpose of determining whether the powers specified in section 35(3) and (4) are exercisable in relation to a document, the Registrar may—

- (a) withhold the registration of the document pending compliance with the request under paragraph (b); and
- (b) request the person who is required or authorized to deliver the document to the Registrar for registration under the Ordinance to do any or all of the following within a period specified by the Registrar—
 - (i) to produce any other document, information or evidence that, in the Registrar's opinion, is necessary for the Registrar to determine the question as to whether the document is unsatisfactory;

37. 針對處長拒絕登記的決定提出上訴

- (1) 凡處長根據第 35(3) 條，作出拒絕登記某文件的決定，任何人如因該決定而感到受屈，則可在該決定作出後的 42 日內，針對該決定向原訟法庭提出上訴。
- (2) 原訟法庭可作出它認為合適的命令，包括關於訟費的命令。
- (3) 如原訟法庭根據第 (2) 款針對處長作出關於訟費的命令，該訟費須由政府一般收入支付，而處長無須為該訟費承擔個人法律責任。

38. 在計算因沒有向處長交付文件而須付的每日罰款時某段期間須不予理會

- (1) 如有以下情況，本條適用 ——
 - (a) 有文件根據某條例交付處長登記；而
 - (b) 處長根據第 35(3) 條，拒絕登記該文件。
- (2) 處長須向下述的人，送交一份關於拒絕登記有關文件以及拒絕理由的通知 ——
 - (a) 根據有關條例須將該文件交付處長登記的人，如對多於一人有此規定，則送交該等人士中的任何人；或

- (ii) to appropriately amend or complete the document, and redeliver it for registration with or without a supplementary document;
- (iii) to apply to the court for any order or direction that the Registrar thinks necessary and to conduct the application diligently;
- (iv) to comply with other directions of the Registrar.

37. Appeal against Registrar's decision to refuse registration

- (1) If a person is aggrieved by a decision of the Registrar to refuse to register a document under section 35(3), the person may, within 42 days after the decision, appeal to the Court against the decision.
- (2) The Court may make any order that it thinks fit, including an order as to costs.
- (3) If the Court makes an order as to costs against the Registrar under subsection (2), the costs are payable out of the general revenue, and the Registrar is not personally liable for the costs.

38. Certain period to be disregarded for calculating daily penalty for failure to deliver document to Registrar

- (1) This section applies if—
 - (a) a document is delivered to the Registrar for registration under an Ordinance; and
 - (b) the Registrar refuses to register the document under section 35(3).
- (2) The Registrar must send a notice of the refusal, and the reasons for the refusal, to—
 - (a) the person who is required to deliver the document to the Registrar for registration under the Ordinance or, if

- (b) 如另一人代該受如此規定的人將該文件交付處長登記，則送交該另一人。
- (3) 凡根據任何條例，沒有遵守要求交付文件的規定屬罪行，而該條例就有關罪行持續期間的每一日施加罰款，如處長根據第 (2) 款就該文件向某人送交通知，則為根據該條例計算每日罰款的目的，第 (4) 款指明的期間須不予理會。
- (4) 上述期間是指自有關文件交付處長的日期開始，並在根據第 (2) 款送交有關通知的日期後第 14 日終結的期間。

第 5 分部 —— 處長在備存公司登記冊方面的權力

39. 處長可規定公司解決與公司登記冊相抵觸之處

- (1) 如處長覺得處長就某公司登記的文件所載的資料，與公司登記冊內關乎該公司的其他資料相抵觸，處長可向該公司給予通知 ——
- (a) 述明該文件所載的資料，在哪些方面看似與公司登記冊內的其他資料相抵觸；及
- (b) 規定該公司採取步驟，以解決該抵觸之處。
- (2) 為施行第 (1)(b) 款，處長可規定有關公司在上述通知指明的限期內，向處長交付 ——
- (a) 解決上述抵觸之處所需的資料；或

- there is more than one person who is so required, any of those persons; or
- (b) if another person delivers, on behalf of the person so required, the document to the Registrar for registration, that other person.
- (3) If a notice is sent to a person under subsection (2) with respect to a document, the period specified in subsection (4) is to be disregarded for the purpose of calculating the daily penalty under an Ordinance that makes it an offence for failing to comply with a requirement to deliver the document and that imposes a penalty for each day during which the offence continues.
- (4) The period is one beginning on the date on which the document was delivered to the Registrar and ending with the fourteenth day after the date on which the notice is sent under subsection (2).

Division 5—Registrar's Powers in relation to Keeping Companies Register

39. Registrar may require company to resolve inconsistency with Companies Register

- (1) If it appears to the Registrar that the information contained in a document registered by the Registrar in respect of a company is inconsistent with other information relating to the company on the Companies Register, the Registrar may give notice to the company—
- (a) stating in what respect the information contained in the document appears to be inconsistent with other information on the Companies Register; and
- (b) requiring the company to take steps to resolve the inconsistency.

- (b) 以下事宜的證據：該公司已在原訟法庭展開法律程序，以解決上述抵觸之處，以及該公司已努力進行該法律程序。
- (3) 如公司沒有遵從根據第 (1)(b) 款作出的規定，該公司及其每名責任人均屬犯罪，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) 凡某人因沒有遵從某規定而被控犯第 (3) 款所訂罪行，如確立該人已採取一切合理步驟，以確保該項規定獲遵從，即屬免責辯護。

40. 處長可規定提供進一步資料以作更新等

- (1) 為了確保某人在公司登記冊內的資料準確，或為了更新某人在公司登記冊內的資料，處長可向該人送交一份通知，規定該人在處長指明的限期內，向處長提供任何關於該人的資料，但該等資料須屬載入公司登記冊內的一類資料。
- (2) 如某人沒有遵從根據第 (1) 款作出的規定 ——
- (a) 凡該人是公司，該公司及其每名責任人均屬犯罪；或
- (b) 凡該人不是公司，該人即屬犯罪。

- (2) For the purposes of subsection (1)(b), the Registrar may require the company to deliver to the Registrar within the period specified in the notice—
- (a) information required to resolve the inconsistency; or
- (b) evidence that proceedings have been commenced by the company in the Court for the purpose of resolving the inconsistency and that the proceedings are being conducted diligently.
- (3) If a company fails to comply with a requirement under subsection (1)(b), the company, and every responsible person of the company, 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 person is charged with an offence under subsection (3) for failure to comply with a requirement, it is a defence to establish that the person took all reasonable steps to secure compliance with the requirement.

40. Registrar may require further information for updating etc.

- (1) For the purpose of ensuring that a person's information on the Companies Register is accurate or bringing the information up to date, the Registrar may send a notice to the person requiring the person to give the Registrar, within a period specified by the Registrar, any information about the person, being information of the kind that is included on the Companies Register.
- (2) If a person fails to comply with a requirement under subsection (1)—
- (a) where the person is a company, the company, and every responsible person of the company, commit an offence; or

- (3) 任何人犯第 (2) 款所訂罪行，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。
- (4) 凡某人因沒有遵從某規定而被控犯第 (2) 款所訂罪行，如確立該人已採取一切合理步驟，以確保該項規定獲遵從，即屬免責辯護。

41. 處長可更正公司登記冊內的在排印或文書方面的錯誤

- (1) 如公司登記冊內的資料載有在排印或文書方面的錯誤，處長可主動更正該錯誤。
- (2) 如公司登記冊內關乎某公司的資料載有在排印或文書方面的錯誤，處長可應由該公司提出的申請，更正該錯誤。
- (3) 如有人就一項為第 (2) 款的目的而提出的申請，將一份顯示有關更正的文件，交付處長登記，則處長可登記該文件，藉以更正有關錯誤。

42. 處長須應原訟法庭的命令更正公司登記冊內的資料

- (1) 如有人提出申請，而原訟法庭信納 ——
 - (a) 公司登記冊內的資料源自 ——
 - (i) 無效或無效力的事情；或
 - (ii) 在沒有公司授權下作出的事情；或
 - (b) 公司登記冊內的資料 ——
 - (i) 有事實方面的不準確之處；或

- (b) where the person is not a company, the person commits an offence.
- (3) A person who commits an offence under subsection (2) 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 person is charged with an offence under subsection (2) for failure to comply with a requirement, it is a defence to establish that the person took all reasonable steps to secure compliance with the requirement.

41. Registrar may rectify typographical or clerical error in Companies Register

- (1) The Registrar may, on his or her own initiative, rectify a typographical or clerical error contained in any information on the Companies Register.
- (2) The Registrar may, on application by a company, rectify a typographical or clerical error contained in any information relating to the company on the Companies Register.
- (3) If, in relation to an application for the purposes of subsection (2), a document showing the rectification is delivered to the Registrar for registration, the Registrar may rectify the error by registering the document.

42. Registrar must rectify information on Companies Register on order of Court

- (1) The Court may, on application by any person, by order direct the Registrar to rectify any information on the Companies Register or to remove any information from it if the Court is satisfied that—
 - (a) the information derives from anything that—
 - (i) is invalid or ineffective; or

- (ii) 源自有事實方面的不準確之處的事情，或源自偽造的事情，

則原訟法庭可應有關申請，藉命令指示處長更正該資料或從公司登記冊刪除該資料。

- (2) 如有人就一項為第 (1) 款的目的而提出的申請，將一份顯示有關更正的文件，送交原訟法庭存檔，則原訟法庭可規定處長登記該文件，藉以更正有關資料。
- (3) 如原訟法庭根據任何其他條例或根據本條例的任何其他條文獲明確賦權，以處理更正公司登記冊內的有關資料或從公司登記冊刪除有關資料的事宜，則本條不適用。
- (4) 除非原訟法庭信納，就公司登記冊內的某資料而言 ——
- (a) 即使顯示有關更正的文件已獲登記，該資料繼續在公司登記冊內出現，會對有關公司造成重大損害；及
- (b) 該公司就刪除該資料所得的利益，大於其他人就該資料繼續在公司登記冊內出現所得的利益，
- 否則原訟法庭不得根據第 (1) 款命令從公司登記冊刪除該資料。
- (5) 如原訟法庭根據第 (1) 款作出命令，飭令更正公司登記冊內的任何資料或從公司登記冊刪除任何資料，則原訟法庭可就該資料因曾在公司登記冊內出現而須獲賦予的法律效力 (如有的話)，作出原訟法庭覺得公正的相應命令。
- (6) 如原訟法庭根據第 (1) 款作出命令，飭令從公司登記冊刪除任何資料，則原訟法庭可指示 ——
- (a) 須從公司登記冊刪除根據第 44(1) 條就該資料而作出的註明；
- (b) 該命令不得作為公司登記冊的一部分提供予公眾查閱；及
- (c) 以下事宜 ——
- (i) 不得因該命令而根據第 44(1) 條作出註明；或

- (ii) has been done without the company's authority; or
- (b) the information—
- (i) is factually inaccurate; or
- (ii) derives from anything that is factually inaccurate or forged.

- (2) If, in relation to an application for the purposes of subsection (1), a document showing the rectification is filed with the Court, the Court may require the Registrar to rectify the information by registering the document.
- (3) This section does not apply if the Court is specifically empowered under any other Ordinance or any other provision of this Ordinance to deal with the rectification of the information on or the removal of the information from the Companies Register.
- (4) The Court must not order the removal of any information from the Companies Register under subsection (1) unless it is satisfied that—
- (a) even if a document showing the rectification in question is registered, the continuing presence of the information on the Companies Register will cause material damage to the company; and
- (b) the company's interest in removing the information outweighs the interest of other persons in the information continuing to appear on the Companies Register.
- (5) If the Court makes an order for the rectification of any information on or the removal of any information from the Companies Register under subsection (1), the Court may make any consequential order that appears to it to be just with respect to the legal effect (if any) to be accorded

- (ii) 根據第 44(1) 條作出的註明，須限於提供關乎原訟法庭指明的事宜的資料。
- (7) 除非原訟法庭信納 ——
- (a) 以下任何事項可對有關公司造成損害 ——
- (i) 有關註明或一項不受限制的註明 (視屬何情況而定) 在公司登記冊內出現；
- (ii) 有關命令讓公眾查閱；及
- (b) 該公司就不披露所得的利益，大於其他人就披露所得的利益，
- 否則原訟法庭不得根據第 (6) 款作出任何指示。
- (8) 如原訟法庭根據本條作出命令，則提出有關申請的人，須將該命令的正式文本交付處長登記。

- to the information by virtue of its having appeared on the Companies Register.
- (6) If the Court makes an order for the removal of any information from the Companies Register under subsection (1), it may direct—
- (a) that a note made under section 44(1) in relation to the information is to be removed from the Companies Register;
- (b) that the order is not to be made available for public inspection as part of the Companies Register; and
- (c) that—
- (i) no note is to be made under section 44(1) as a result of the order; or
- (ii) any such note is to be restricted to providing information in relation to the matters specified by the Court.
- (7) The Court must not give a direction under subsection (6) unless it is satisfied that—
- (a) any of the following may cause damage to the company—
- (i) the presence on the Companies Register of the note or an unrestricted note (as the case may be);
- (ii) the availability for public inspection of the order; and
- (b) the company's interest in non-disclosure outweighs the interest of other persons in disclosure.
- (8) If the Court makes an order under this section, the person who made the application must deliver an office copy of the order to the Registrar for registration.

43. 在要求作出更正的法律程序中，處長可出庭

- (1) 在為第 42 條的目的而於原訟法庭進行的法律程序中 ——
 - (a) 處長有權出庭或由代表代為出庭，並有權陳詞；及
 - (b) 如原訟法庭指示處長出庭，則處長須出庭。
- (2) 不論在上述法律程序中，處長有否出庭，處長均可向原訟法庭呈交經處長簽署的書面陳述，提供攸關該法律程序並為處長所知悉的事宜的詳情。
- (3) 除非原訟法庭另有指示，否則根據第 (2) 款呈交的陳述，須視為構成有關法律程序的證據的一部分。

44. 處長可在公司登記冊加上註釋

- (1) 處長可為了就以下事宜提供資料，而在公司登記冊內作出註明 ——
 - (a) 根據第 41 條更正公司登記冊內的資料所載的錯誤；
 - (b) 根據第 42 條更正公司登記冊內的資料；
 - (c) 根據第 42 條從公司登記冊刪除資料；或
 - (d) 公司登記冊內的任何其他資料。
- (2) 就本條例而言，根據第 (1) 款作出的註明，屬公司登記冊的一部分。
- (3) 處長如信納某註明不再有任何用處，可刪除該註明。

43. Registrar may appear in proceedings for rectification

- (1) In any proceedings before the Court for the purposes of section 42, the Registrar—
 - (a) is entitled to appear or be represented, and be heard; and
 - (b) must appear if so directed by the Court.
- (2) Whether or not the Registrar appears in those proceedings, the Registrar may submit to the Court a statement in writing signed by the Registrar, giving particulars of the matters relevant to the proceedings and within the Registrar's knowledge.
- (3) Unless otherwise directed by the Court, a statement submitted under subsection (2) is to be regarded as forming part of the evidence in the proceedings.

44. Registrar may annotate Companies Register

- (1) The Registrar may make a note in the Companies Register for the purpose of providing information in relation to—
 - (a) a rectification of an error contained in any information on the Companies Register under section 41;
 - (b) a rectification of any information on the Companies Register under section 42;
 - (c) a removal of any information from the Companies Register under section 42; or
 - (d) any other information on the Companies Register.
- (2) For the purposes of this Ordinance, a note made under subsection (1) is part of the Companies Register.
- (3) The Registrar may remove a note if the Registrar is satisfied that it no longer serves any useful purpose.

第 6 分部 —— 查閱公司登記冊**45. 處長須提供公司登記冊讓公眾查閱**

- (1) 處長須提供公司登記冊讓公眾在所有合理時間查閱，以使任何公眾人士能 ——
- (a) 確定該公眾人士是否正在 ——
- (i) 就本款適用的某公司的任何作為的事宜，或就與上述公司的任何作為有關連的事宜，與該公司或其董事或其他高級人員往來；
 - (ii) 就管理上述公司或其財產的事宜，或就與管理上述公司或其財產有關連的事宜，與該公司的董事或其他高級人員往來；
 - (iii) 與法院作出的取消資格令所針對的人往來；
 - (iv) 與已經以承按人身份就上述公司的財產行使管有權的人往來；
 - (v) 與在上述公司的清盤中獲委任為臨時清盤人或清盤人的人往來；或
 - (vi) 與獲委任為上述公司的財產的接管人或經理人的人往來；及
- (b) 確定該公司、其董事或其他高級人員、或其前董事（如有的話）的詳情，或任何在 (a)(iv)、(v) 或 (vi) 段所述的人的詳情。
- (2) 第 (1) 款適用於 ——
- (a) 屬第 20(1) 條**公司**的定義所指的公司；及
 - (b) 《公司（清盤及雜項條文）條例》（第 32 章）第 326 條所界定的非註冊公司。
- (3) 為施行第 (1) 款，處長須在收到須根據第 26 條訂立的規例而繳付的費用後，容許某人按處長認為合適的形式，查閱公司登記冊內的資料。

Division 6—Inspection of Companies Register**45. Registrar must make Companies Register available for public inspection**

- (1) The Registrar must make the Companies Register available for public inspection at all reasonable times so as to enable any member of the public—
- (a) to ascertain whether the member of the public is dealing with—
- (i) a company to which this subsection applies, or its directors or other officers, in matters of or connected with any act of the company;
 - (ii) a director or other officers of such a company in matters of or connected with the administration of the company, or of its property;
 - (iii) a person against whom a disqualification order has been made by a court;
 - (iv) a person who has entered into possession of the property of such a company as mortgagee;
 - (v) a person who is appointed as the provisional liquidator or liquidator in the winding up of such a company; or
 - (vi) a person who is appointed as the receiver or manager of the property of such a company; and
- (b) to ascertain the particulars of the company, its directors or other officers, or its former directors (if any), or the particulars of any person mentioned in paragraph (a)(iv), (v) or (vi).
- (2) Subsection (1) applies to—

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- (4) 為施行第 (1) 款，處長可在收到須根據第 26 條訂立的規例而繳付的費用後，按處長認為合適的形式，向某人交出公司登記冊內的文件或資料的文本或經核證真實副本，但只限於該文件或資料是可提供予公眾查閱的範圍內，方可如此交出該文本或經核證真實副本。
- (5) 在本條中 ——
- 取消資格令** (disqualification order) 就某人而言，指內容如下的命令：自該命令的日期起計的一段在該命令中指明的期間內，該人不得未經法院許可 ——
- (a) 擔任第 (1) 款適用的任何公司的董事、清盤人或臨時清盤人；
 - (b) 擔任上述公司的財產的接管人或經理人；或
 - (c) 以任何直接或間接的方式，關涉或參與上述公司的發起、組成或管理。

46. 經處長核證真實的副本可接納為證據
在任何法律程序中 ——

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- (a) a company falling within the definition of *company* in section 20(1); and
 - (b) an unregistered company as defined by section 326 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).
- (3) For the purposes of subsection (1), the Registrar must, on receiving the fee payable under the regulations made under section 26, allow a person to inspect any information on the Companies Register in any form that the Registrar thinks fit.
- (4) For the purposes of subsection (1), the Registrar may, on receiving the fee payable under the regulations made under section 26, produce to a person a copy or a certified true copy of any document or information on the Companies Register, in so far as the document or information may be made available for public inspection, in any form that the Registrar thinks fit.
- (5) In this section—
- disqualification order** (取消資格令), in relation to a person, means an order that, for a period specified in the order beginning on the date of the order, the person must not, without the leave of the court—
- (a) be a director, or a liquidator or provisional liquidator, of any company to which subsection (1) applies;
 - (b) be a receiver or manager of the property of such a company; or
 - (c) in any way, whether directly or indirectly, be concerned or take part in the promotion, formation or management of such a company.

46. Registrar's certified true copy admissible as evidence
In any proceedings—

- (a) 如某文件看來是根據第 45(4) 條交出的任何資料的文本，並看來是經處長核證為該資料的真實副本，則該文件一經交出，即可接納為證據，而無需再加證明；及
- (b) 在沒有相反證據的情況下，該文件一經根據 (a) 段接納為證據，即為該資料的證明。

第 7 分部 —— 公司登記冊內不讓公眾查閱的資料

第 1 次分部 —— 一般保護

47. 釋義

(尚未實施)

在本次分部中 ——

不提供的地址 (withheld address) 指根據第 49(1)(a) 條不提供予公眾查閱的地址；

不提供的身分識別號碼 (withheld identification number) 指根據第 49(1)(b) 條不提供予公眾查閱的號碼；

不提供的資料 (withheld information) 指不提供的地址或不提供的身分識別號碼。

48. 獲法律或法院命令免除讓公眾查閱的資料

如任何資料屬獲某條例或某法院命令免除讓公眾查閱的資料，或屬根據某條例獲免除讓公眾查閱的資料，處長不得根據第 45 條提供該資料讓公眾查閱。

- (a) a document purporting to be a copy of any information produced under section 45(4), and purporting to be certified by the Registrar as a true copy of the information, is admissible in evidence on its production without further proof; and
- (b) on being admitted in evidence under paragraph (a), the document is proof of the information in the absence of evidence to the contrary.

Division 7—Materials in Companies Register Unavailable for Public Inspection

Subdivision 1—General Protection

47. Interpretation

(Not yet in operation)

In this Subdivision—

withheld address (不提供的地址) means an address withheld from public inspection under section 49(1)(a);

withheld identification number (不提供的身分識別號碼) means a number withheld from public inspection under section 49(1)(b);

withheld information (不提供的資料) means a withheld address or a withheld identification number.

48. Information excluded from public inspection by law or court order

The Registrar must not make available for public inspection under section 45 any information excluded from public inspection by or under an Ordinance or by an order of the court.

49. 處長可不提供住址及身分識別號碼讓公眾查閱

(尚未實施)

- (1) 處長可應為本款的目的提出的申請，不根據第 45 條提供以下資料讓公眾查閱——
 - (a) 載於本款適用的文件內的申請人的有關地址，而該地址是作為申請人所處的地點的地址而載於該文件內的；或
 - (b) 載於本款適用的文件內的號碼，而該號碼是作為申請人的身分證或護照的完整號碼而載於該文件內的。
- (2) 第 (1) 款適用於在本條的生效日期之前、當日或之後根據以下任何條例交付處長登記的文件——
 - (a) 本條例；
 - (b) 《公司 (清盤及雜項條文) 條例》(第 32 章)；
 - (c) 《前身條例》。
- (3) 處長如根據第 (1)(a) 款不提供某人的地址讓公眾查閱，處長須代之而提供載於該人的申請內作為該人的通訊地址的地址，讓公眾查閱。
- (4) 為第 (1)(a) 款的目的提出的申請，只可由公司的董事、備任董事或公司秘書，或公司的前董事、前備任董事或前公司秘書提出，為第 (1)(b) 款的目的提出的申請，可由任何人提出。
- (5) 如第 56(6) 條規定在該條指明的 5 年期間內，須在董事登記冊內記入某個地址，作為董事的通常住址及通訊地址，則在該期間內，不得就該地址為第 (1) 款的目的提出申請。
- (6) 如第 56(7) 條不禁止在該條指明的 5 年期間內，在董事登記冊內記入某個地址，作為董事的通訊地址，或在某份通知或申報表內述明該地址，作為董事的經更改通訊地址，則在該期間內，不得就該地址為第 (1) 款的目的提出申請。

49. Registrar may withhold residential address and identification number from public inspection

(Not yet in operation)

- (1) The Registrar may, on application made for the purposes of this subsection, withhold from public inspection under section 45—
 - (a) a relevant address of the applicant contained, as an address of the applicant's location, in a document to which this subsection applies; or
 - (b) a number contained, as the full number of the identity card or passport of the applicant, in a document to which this subsection applies.
- (2) Subsection (1) applies to a document delivered to the Registrar for registration under any of the following Ordinances before, on or after the commencement date of this section—
 - (a) this Ordinance;
 - (b) the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32);
 - (c) the predecessor Ordinance.
- (3) If a person's address is withheld from public inspection under subsection (1)(a), the Registrar must instead make available for public inspection an address contained in the person's application as the person's correspondence address.
- (4) An application for the purposes of subsection (1)(a) may be made only by a director, reserve director or company secretary, or a former director, reserve director or company secretary, of a company. An application for the purposes of subsection (1)(b) may be made by any person.

- (7) 為第 (1) 款的目的而提出的申請須 ——
- (a) 載有根據第 (8)(a) 款訂立的規例所規定的資料；
 - (b) 隨附根據第 (8)(b) 款訂立的規例所規定的文件；及
 - (c) 隨附根據第 (8)(c) 款訂立的規例所訂明的費用。
- (8) 財政司司長可訂立規例 ——
- (a) 訂定為第 (1) 款的目的而提出的申請須載有的資料，包括 ——
 - (i) 為施行第 (3) 款而規定的通訊地址；及
 - (ii) 處長就上述申請指明的其他資料；
 - (b) 訂定上述申請須隨附的文件，包括處長就上述申請指明的文件；
 - (c) 訂明上述申請須隨附的費用；及
 - (d) 就處長為決定上述申請而要求向其提供額外文件和資料的權力，訂定條文。
- (9) 上述規例可規定，為施行第 (3) 款而規定的通訊地址，不得是郵政信箱號碼。
- (10) 在本條中 ——
- 有關地址** (relevant address) 就為第 (1) 款的目的提出申請的申請人而言，指該申請人在申請書中指明的、該申請人在載有有關地址的文件的日期的通常住址。

- (5) If an address is required by section 56(6) to be entered in a register of directors as the usual residential address and the correspondence address of a director within a period of 5 years specified in that section, an application must not be made for the purposes of subsection (1) in relation to the address during the period.
- (6) If an address is not prohibited by section 56(7) from being entered in a register of directors as the correspondence address of a director, or from being stated in a notice or return as the changed correspondence address of a director, during a period of 5 years specified in that section, an application must not be made for the purposes of subsection (1) in relation to the address during the period.
- (7) An application for the purposes of subsection (1) must—
- (a) contain the information required by regulations made under subsection (8)(a);
 - (b) be accompanied by the documents required by regulations made under subsection (8)(b); and
 - (c) be accompanied by a fee prescribed by regulations made under subsection (8)(c).
- (8) The Financial Secretary may make regulations—
- (a) providing for the information to be contained in an application made for the purposes of subsection (1), including—
 - (i) the correspondence address required for the purposes of subsection (3); and
 - (ii) any other information specified by the Registrar for such an application;
 - (b) providing for the documents to accompany such an application, including any document specified by the Registrar for such an application;

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第 50 條

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50. 對使用或披露不提供的資料的限制
(尚未實施)

除非 ——

- (a) 屬第 51 條所准許者；或
- (b) 按照第 52 條的規定，

否則處長不得使用或披露不提供的資料。

51. 處長獲准許使用或披露不提供的資料的情況
(尚未實施)

(1) 處長可 ——

- (a) 為與有關董事、備任董事或公司秘書進行通訊而使用不提供的地址；或

- (c) prescribing the fees to accompany such an application; and
 - (d) providing for the powers of the Registrar to require additional documents and information to be provided to the Registrar for the purposes of determining such an application.
- (9) The regulations may provide that the correspondence address required for the purposes of subsection (3) must not be a post office box number.
- (10) In this section—
relevant address (有關地址), in relation to an applicant who makes an application for the purposes of subsection (1), means an address specified by the applicant in the application as a usual residential address of the applicant as at the date of the document in which the address is contained.

50. Restriction on use or disclosure of withheld information
(Not yet in operation)

The Registrar must not use or disclose withheld information except—

- (a) as permitted by section 51; or
- (b) in accordance with section 52.

51. Permitted use or disclosure of withheld information by Registrar
(Not yet in operation)

(1) The Registrar may use—

- (a) a withheld address for communicating with the director, reserve director or company secretary in question; or

- (b) 為與有關的人進行通訊而使用不提供的身分識別號碼。
- (2) 處長可為執行其職能的目的，或在與執行其職能有關連的情況下，使用不提供的資料。
- (3) 處長可應為本款的目的而提出的申請，向根據第 (5)(e) 款訂立的規例所指明的人，披露不提供的資料。上述披露只可按照根據第 (5) 款訂立的規例作出。
- (4) 為第 (3) 款的目的而提出的申請須 ——
- (a) 載有根據第 (5)(a) 款訂立的規例所規定的資料；
- (b) 隨附根據第 (5)(b) 款訂立的規例所規定的文件；及
- (c) 隨附根據第 (5)(c) 款訂立的規例所訂明的費用。
- (5) 財政司司長可訂立規例 ——
- (a) 訂定為第 (3) 款的目的而提出的申請須載有的資料，包括處長就上述申請指明的資料；
- (b) 訂定上述申請須隨附的文件，包括處長就上述申請指明的文件；
- (c) 訂明須為第 (3) 款的目的而繳付、並須隨附於上述申請的費用；
- (d) 就處長為決定上述申請而要求向其提供額外文件和資料的權力，訂定條文；
- (e) 指明可獲披露不提供的資料的人士；及
- (f) 訂定可按照甚麼條件向該等人士披露不提供的資料，包括可向該等人士披露該等資料的範圍。

- (b) a withheld identification number for communicating with the person in question.
- (2) The Registrar may use withheld information for the purpose of or in connection with the performance of the Registrar's functions.
- (3) The Registrar may, on application made for the purposes of this subsection, disclose withheld information to a person specified by regulations made under subsection (5)(e). A disclosure may only be made in accordance with regulations made under subsection (5).
- (4) An application for the purposes of subsection (3) must—
- (a) contain the information required by regulations made under subsection (5)(a);
- (b) be accompanied by the documents required by regulations made under subsection (5)(b); and
- (c) be accompanied by a fee prescribed by regulations made under subsection (5)(c).
- (5) The Financial Secretary may make regulations—
- (a) providing for the information to be contained in an application made for the purposes of subsection (3), including any information specified by the Registrar for such an application;
- (b) providing for the documents to accompany such an application, including any document specified by the Registrar for such an application;
- (c) prescribing the fees payable for the purposes of subsection (3) to accompany such an application;
- (d) providing for the powers of the Registrar to require additional documents and information to be provided to the Registrar for the purposes of determining such an application;

52. 根據原訟法庭命令作出披露

(尚未實施)

- (1) 如有以下情況，原訟法庭可作出命令，飭令處長披露不提供的地址——
 - (a) 以下情況——
 - (i) 有證據顯示，將文件送達第 49(1) 條所指的申請所載的作為通訊地址的地址，起不到使有關董事、備任董事或公司秘書知悉該文件的作用；或
 - (ii) 在與強制執行法院命令或判令有關連的情況下披露該不提供的地址，是必要的或合宜的；及
 - (b) 原訟法庭信納作出該命令是適當的。
- (2) 如有以下情況，原訟法庭可作出命令，飭令處長披露不提供的身分識別號碼——
 - (a) 在與強制執行法院命令或判令有關連的情況下披露該號碼，是必要的或合宜的；及
 - (b) 原訟法庭信納作出該命令是適當的。
- (3) 第 (1) 或 (2) 款所指的命令，可應以下人士的申請作出——
 - (a) 根據本條例、《公司 (清盤及雜項條文) 條例》(第 32 章) 或《前身條例》交付處長登記的，載有不提供的資料的文件所關乎的公司的債權人；或
 - (b) 原訟法庭覺得具有充分利害關係的任何其他人。

- (e) specifying the persons to whom withheld information may be disclosed; and
- (f) providing for the conditions in accordance with which withheld information may be disclosed to such persons, including the extent to which such information may be disclosed to them.

52. Disclosure under order of Court

(Not yet in operation)

- (1) The Court may make an order for the disclosure by the Registrar of a withheld address—
 - (a) if—
 - (i) there is evidence that the service of documents at an address contained in an application under section 49(1) as the correspondence address is not effective to bring them to the notice of the director, reserve director or company secretary in question; or
 - (ii) it is necessary or expedient for the withheld address to be disclosed in connection with the enforcement of an order or decree of a court; and
 - (b) if the Court is satisfied that it is appropriate to make the order.
- (2) The Court may make an order for the disclosure by the Registrar of a withheld identification number—
 - (a) if it is necessary or expedient for the number to be disclosed in connection with the enforcement of an order or decree of a court; and
 - (b) if the Court is satisfied that it is appropriate to make the order.

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- (4) 第 (1) 或 (2) 款所指的命令，須指明授權作出的披露，可向何人作出及可為甚麼目的作出。

第 2 次分部 —— 對載於某些文件的住址及身分識別號碼的保護 (尚未實施)

53. 釋義

(尚未實施)

- (1) 在本次分部中 ——

有關通訊地址 (relevant correspondence address) 就公司的董事而言，指載於以下文件之中較後交付處長登記的一份內作為該董事的通訊地址的地址 ——

- (a) 如該公司不屬第 20(1) 條**公司**的定義 (a) 或 (b) 段所指的公司 ——
- (i) 根據第 67(1)(b) 條就該公司的組成而交付處長登記的法團成立表格；
 - (ii) 根據第 645(1) 或 (2) 條就該公司的董事的委任或備任董事的提名而交付處長登記的通知；

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- (3) An order under subsection (1) or (2) may be made on the application of—
- (a) a creditor of the company in respect of which the document containing the withheld information is delivered to the Registrar for registration under this Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or the predecessor Ordinance; or
 - (b) any other person appearing to the Court to have a sufficient interest.
- (4) An order under subsection (1) or (2) must specify the persons to whom, and purposes for which, the disclosure is authorized.

Subdivision 2—Protection of Residential Address and Identification Number Contained in Certain Documents

(Not yet in operation)

53. Interpretation

(Not yet in operation)

- (1) In this Subdivision—

director (董事) includes a person nominated as a reserve director under section 455(1);

protected address (受保護地址) means, subject to subsection (2)(a), an address that falls within section 54(2)(a);

protected identification number (受保護身分識別號碼) means a number that falls within section 54(2)(b);

protected information (受保護資料) means a protected address or a protected identification number;

- (iii) 根據第 645(4) 條就公司的董事登記冊內所載的詳情方面出現的更改而交付處長登記的通知；
 - (iv) 根據第 684(1)(d) 條就委任公司的董事而交付處長登記的通知；或
 - (v) 為第 807(1) 條的目的就公司的註冊而交付的申請；
 - (b) 如該公司屬第 20(1) 條**公司**的定義 (a) 或 (b) 段所指的公司 ——
 - (i) 根據第 776(2) 或 (3) 條就註冊該公司而向處長提出的申請；
 - (ii) 根據第 791(1) 條就該公司的董事方面出現的更改而交付處長登記的申報表；或
 - (iii) 根據第 791(1) 條就已根據第 16 部交付處長的該公司的董事的詳情方面出現的更改而交付處長登記的申報表；
- 受保護地址** (protected address) 在第 (2)(a) 款的規限下，指屬第 54(2)(a) 條所指者的地址；
- 受保護身分識別號碼** (protected identification number) 指屬第 54(2)(b) 條所指者的號碼；
- 受保護資料** (protected information) 指受保護地址或受保護身分識別號碼；
- 董事** (director) 包括根據第 455(1) 條提名為備任董事的人。
- (2) 為施行本次分部 ——
 - (a) 假若某人不再是有關公司的董事，該人的地址不會僅因此而不屬第 54(2)(a) 條所指者的地址；及
 - (b) 提述董事，在該範圍內，包括前董事。
 - (3) 第 (2)(b) 款不適用於在第 55 或 56 條中對董事的提述。

relevant correspondence address (有關通訊地址), in relation to a director of a company, means the address contained, as the correspondence address of the director, in whichever is the most recent of the following—

- (a) in the case of a company other than those falling within paragraph (a) or (b) of the definition of **company** in section 20(1)—
 - (i) an incorporation form delivered to the Registrar for registration under section 67(1)(b) in relation to the formation of the company;
 - (ii) a notice delivered to the Registrar for registration under section 645(1) or (2) in relation to the appointment of a director, or the nomination of a reserve director, of the company;
 - (iii) a notice delivered to the Registrar for registration under section 645(4) in relation to a change in the particulars contained in the register of directors of the company;
 - (iv) a notice delivered to the Registrar for registration under section 684(1)(d) in relation to the appointment of a director of the company; or
 - (v) an application delivered for the purposes of section 807(1) in relation to the registration of the company;
- (b) in the case of a company falling within paragraph (a) or (b) of the definition of **company** in section 20(1)—
 - (i) an application to the Registrar under section 776(2) or (3) for registration of the company;
 - (ii) a return delivered to the Registrar for registration under section 791(1) in relation to a change in the directors of the company; or

54. 處長不得提供住址或身分識別號碼讓公眾查閱

(尚未實施)

(1) 如有以下情況，第 (2) 款適用 ——

(a) 已 ——

- (i) 根據本條例或《公司(清盤及雜項條文)條例》(第 32 章) 就公司將文件交付處長登記，而該文件符合有關條例訂明、根據有關條例訂明或根據有關條例指明的格式；或
- (ii) 按根據附表 11 或憑藉《釋義及通則條例》(第 1 章) 第 23 條具有持續效力的《前身條例》的條文就公司將文件交付處長登記，而該文件符合根據第 914(6)(a) 或 (8)(a) 條指明的格式；

(b) 有關條例規定該文件的某部分須載有以下資料，而該部分載有以下資料 ——

- (i) 該公司的董事的通常住址；或
- (ii) 任何人的身分證或護照的完整號碼；及

(c) 處長為第 27(1) 條的目的，記錄載於該文件的資料。

- (iii) a return delivered to the Registrar for registration under section 791(1) in relation to a change in the particulars of the directors of the company delivered to the Registrar under Part 16.

(2) For the purposes of this Subdivision—

- (a) an address of a person does not cease to fall within section 54(2)(a) just because the person ceases to be a director of the company; and
- (b) a reference to a director includes, to that extent, a former director.

(3) Subsection (2)(b) does not apply to a reference to a director in section 55 or 56.

54. Registrar must not make residential address and identification number available for public inspection

(Not yet in operation)

(1) Subsection (2) applies if—

(a) a document—

- (i) is delivered to the Registrar for registration in respect of a company under this Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) and is in a form prescribed by or under, or specified under, the relevant Ordinance; or
- (ii) is delivered to the Registrar for registration in respect of a company under a provision of the predecessor Ordinance having a continuing effect under Schedule 11 or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1) and is in a form specified under section 914(6)(a) or (8)(a);

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- (2) 處長不得根據第 45(1) 條提供以下資料讓公眾查閱 ——
- (a) (如有關條例規定某文件的某部分須載有有關公司的董事的通常住址) 作為該董事的通常住址而載於該文件該部分內的地址；或
 - (b) (如有關條例規定某文件的某部分須載有某人的身分證或護照的完整號碼) 作為該人的身分證或護照的完整號碼而載於該文件該部分內的號碼。
- (3) 在本條中 ——
- 有關條例** (relevant Ordinance) 就根據某條例交付處長登記的文件或文件的任何部分而言，指該條例。

55. 處長可提供受保護地址讓人查閱
(尚未實施)

- (1) 儘管有第 54(2)(a) 條的規定，如符合以下條件，則處長可按照第 56 條提供受保護地址讓公眾查閱 ——
- (a) 處長已向有關董事發出通訊，並要求在指明限期內作出回應，但尚未收到回覆；或

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- (b) any part of the document is required by the relevant Ordinance to contain, and contains—
 - (i) the usual residential address of a director of the company; or
 - (ii) the full number of the identity card or passport of any person; and
 - (c) the Registrar records the information contained in the document for the purposes of section 27(1).
- (2) The Registrar must not make available for public inspection under section 45(1)—
- (a) an address contained, as the usual residential address of a director of the company, in any part of the document that is required by the relevant Ordinance to contain that usual residential address; or
 - (b) a number contained, as the full number of the identity card or passport of any person, in any part of the document that is required by the relevant Ordinance to contain that full number.
- (3) In this section—
- relevant Ordinance** (有關條例), in relation to a document or any part of a document, means the Ordinance under which the document is delivered to the Registrar for registration.

55. Registrar may make protected address available for inspection
(Not yet in operation)

- (1) Despite section 54(2)(a), the Registrar may make a protected address available for public inspection in accordance with section 56 if—

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- (b) 有證據顯示，處長將文件送達有關董事的有關通訊地址，起不到使該董事知悉該文件的作用。
- (2) 除非符合以下條件，否則處長不得作出第 (1) 款所指的決定——
- (a) 處長已通知有關董事及有關公司，指處長建議根據第 (1) 款提供有關的受保護地址讓公眾查閱；及
- (b) 處長已考慮在根據第 (3)(b) 款指明的限期內提出的申述。
- (3) 第 (2)(a) 款所指的通知——
- (a) 須述明作出有關建議的理由；及
- (b) 須指明在提供受保護地址根據第 (1) 款讓公眾查閱之前提出申述的限期。
- (4) 第 (2)(a) 款所指的通知，須按以下地址送交有關董事——
- (a) 有關受保護地址；或
- (b) (如處長覺得將通知送達該受保護地址，也許起不到使該董事知悉該通知的作用) 該董事的有關通訊地址。

56. 補充第 55 條的條文 (尚未實施)

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- (a) communications sent by the Registrar to the director, and requiring a response within a specified period, remain unanswered; or
- (b) there is evidence that the service of documents by the Registrar at the relevant correspondence address of the director is not effective to bring them to the notice of the director.
- (2) The Registrar must not make a decision under subsection (1) unless the Registrar—
- (a) has notified the director and the company that he or she proposes to make the protected address available for public inspection under subsection (1); and
- (b) has considered any representation made within the period specified under subsection (3)(b).
- (3) A notice under subsection (2)(a)—
- (a) must state the grounds for the proposal; and
- (b) must specify a period within which representations may be made before the protected address is made available for public inspection under subsection (1).
- (4) A notice under subsection (2)(a) must be sent to the director—
- (a) at the protected address; or
- (b) if it appears to the Registrar that service at the protected address may not be effective to bring it to the notice of the director, at the relevant correspondence address of the director.

56. Provision supplementary to section 55 (Not yet in operation)

- (1) 如處長根據第 55(1) 條提供受保護地址讓公眾查閱，則處長須猶如有以下情況發生般進行此事 ——
 - (a) 有通知根據第 645(4) 條交付處長登記，述明有關董事的通訊地址，已改為該受保護地址；或
 - (b) 有申報表根據第 791 條交付處長登記，述明有關董事的通訊地址，已改為該受保護地址。
- (2) 處長在如上述般行事後，須發出關於此事的書面通知予 ——
 - (a) 有關董事；及
 - (b) 有關公司。
- (3) 書面通知亦須就有關受保護地址述明決定日期。
- (4) 第 (2)(a) 款所指的書面通知，須按以下地址送交有關董事 ——
 - (a) 有關受保護地址；或
 - (b) (如處長覺得將通知送達該受保護地址，也許起不到使該董事知悉該通知的作用) 該董事的有關通訊地址。
- (5) 公司如收到書面通知，須在其董事登記冊內記入有關受保護地址，作為有關董事的通訊地址。
- (6) 如在關於某受保護地址的決定日期後的 5 年內，有關董事通知公司該董事以另一地址作為其通常住址，則 ——
 - (a) 該公司須在其董事登記冊內記入該另一地址，作為該董事的通常住址及通訊地址；及
 - (b) 該公司須在猶如該董事的通訊地址亦已改為該另一地址的情況下處理第 645(4) 或 791 條所指的通知或申報表。
- (7) 在關於某受保護地址的決定日期後的 5 年的期間內 ——
 - (a) 公司不可在其董事登記冊內記入以下地址以外的地址作為董事的通訊地址 ——

- (1) If the Registrar is to make a protected address available for public inspection under section 55(1), he or she must proceed as if—
 - (a) a notice had been delivered to the Registrar for registration under section 645(4) stating that the correspondence address of the director is changed to the protected address; or
 - (b) a return had been delivered to the Registrar for registration under section 791 stating that the correspondence address of the director is changed to the protected address.
- (2) The Registrar must give written notice of having done so—
 - (a) to the director; and
 - (b) to the company.
- (3) A written notice must also state the decision date in relation to the protected address.
- (4) A written notice under subsection (2)(a) must be sent to the director—
 - (a) at the protected address; or
 - (b) if it appears to the Registrar that service at the protected address may not be effective to bring it to the notice of the director, at the relevant correspondence address of the director.
- (5) On receipt of a written notice, the company must enter the protected address in its register of directors as the correspondence address of the director.
- (6) If, within 5 years after the decision date for a protected address, the director notifies the company of another address as his or her usual residential address—

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- (i) 該受保護地址；或
- (ii) (如在根據第 55(1) 條提供該受保護地址讓公眾查閱後，該董事將其作為通常住址的地址通知該公司) 如此通知該公司的地址；及
- (b) 公司不得在第 645(4) 或 791 條所指的通知或申報表內，述明有關董事的通訊地址已改為以下地址以外的地址 ——
 - (i) 該受保護地址；或
 - (ii) (如在根據第 55(1) 條提供該受保護地址讓公眾查閱後，該董事將其作為通常住址的地址通知該公司) 如此通知該公司的地址。
- (8) 第 (5)、(6)(a) 及 (7)(a) 款不適用於 ——
 - (a) 根據第 777(1) 條註冊的非香港公司；或
 - (b) 在第 16 部的生效日期前的任何時間，在根據《前身條例》第 333AA 條備存的登記冊內註冊的公司。
- (9) 如公司違反第 (5)、(6) 或 (7) 款，該公司及其每名責任人均屬犯罪，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。
- (10) 在本條中 ——
決定日期 (decision date) 就受保護地址而言，指處長決定根據第 55(1) 條提供該受保護地址讓公眾查閱的日期。

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- (a) the company must enter that other address in its register of directors as the usual residential address and the correspondence address of the director; and
- (b) the company must proceed with the notice or return under section 645(4) or 791 as if the correspondence address of the director was also changed to that other address.
- (7) During the period of 5 years after the decision date for a protected address—
 - (a) the company must not enter in its register of directors as the correspondence address of the director any address other than—
 - (i) the protected address; or
 - (ii) if, after the protected address is made available for public inspection under section 55(1), an address is notified by the director to the company as his or her usual residential address, the address so notified; and
 - (b) the company must not state in the notice or return under section 645(4) or 791 that the correspondence address of the director is changed to any address other than—
 - (i) the protected address; or
 - (ii) if, after the protected address is made available for public inspection under section 55(1), an address is notified by the director to the company as his or her usual residential address, the address so notified.
- (8) Subsections (5), (6)(a) and (7)(a) do not apply to—
 - (a) a non-Hong Kong company registered under section 777(1); or

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57. 對使用或披露受保護資料的限制
(尚未實施)

除非 ——

- (a) 屬第 58 條所准許者；或
- (b) 按照第 59 條的規定，

否則處長不得使用或披露受保護資料。

58. 處長獲准許使用或披露受保護資料的情況
(尚未實施)

(1) 處長可 ——

- (a) 為與有關董事進行通訊而使用受保護地址；或
- (b) 為與有關的人進行通訊而使用受保護身分識別號碼。

(2) 處長可為執行其職能的目的，或在與執行其職能有關連的情況下，使用受保護資料。

(b) a company that was, at any time before the commencement date of Part 16, registered in the register kept under section 333AA of the predecessor Ordinance.

(9) If a company contravenes subsection (5), (6) or (7), the company, and every responsible person of the company, 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.

(10) In this section—

decision date (決定日期), in relation to a protected address, means the date on which the Registrar decides to make the protected address available for public inspection under section 55(1).

57. Restriction on use or disclosure of protected information
(Not yet in operation)

The Registrar must not use or disclose protected information except—

- (a) as permitted by section 58; or
- (b) in accordance with section 59.

58. Permitted use or disclosure of protected information by Registrar
(Not yet in operation)

(1) The Registrar may use—

- (a) a protected address for communicating with the director in question; or
- (b) a protected identification number for communicating with the person in question.

- (3) 處長可應為本款的目的而提出的申請，向根據第 (5)(e) 款訂立的規例所指明的人，披露受保護資料。上述披露只可按照根據第 (5) 款訂立的規例作出。
- (4) 為第 (3) 款的目的而提出的申請須 ——
- (a) 載有根據第 (5)(a) 款訂立的規例所規定的資料；
 - (b) 隨附根據第 (5)(b) 款訂立的規例所規定的文件；及
 - (c) 隨附根據第 (5)(c) 款訂立的規例所訂明的費用。
- (5) 財政司司長可訂立規例 ——
- (a) 訂定為第 (3) 款的目的而提出的申請須載有的資料，包括處長就上述申請指明的資料；
 - (b) 訂定上述申請須隨附的文件，包括處長就上述申請指明的文件；
 - (c) 訂明須為第 (3) 款的目的而繳付、並須隨附於上述申請的費用；
 - (d) 就處長為決定上述申請而要求向其提供額外文件和資料的權力，訂定條文；
 - (e) 指明可獲披露受保護資料的人士；及
 - (f) 訂定可按照甚麼條件向該等人士披露受保護資料，包括可向該等人士披露該等資料的範圍。

- (2) The Registrar may use protected information for the purpose of or in connection with the performance of the Registrar's functions.
- (3) The Registrar may, on application made for the purposes of this subsection, disclose protected information to a person specified by regulations made under subsection (5)(e). A disclosure may only be made in accordance with regulations made under subsection (5).
- (4) An application for the purposes of subsection (3) must—
- (a) contain the information required by regulations made under subsection (5)(a);
 - (b) be accompanied by the documents required by regulations made under subsection (5)(b); and
 - (c) be accompanied by a fee prescribed by regulations made under subsection (5)(c).
- (5) The Financial Secretary may make regulations—
- (a) providing for the information to be contained in an application made for the purposes of subsection (3), including any information specified by the Registrar for such an application;
 - (b) providing for the documents to accompany such an application, including any document specified by the Registrar for such an application;
 - (c) prescribing the fees payable for the purposes of subsection (3) to accompany such an application;
 - (d) providing for the powers of the Registrar to require additional documents and information to be provided to the Registrar for the purposes of determining such an application;
 - (e) specifying the persons to whom protected information may be disclosed; and

59. 根據原訟法庭命令作出披露

(尚未實施)

- (1) 如有以下情況，原訟法庭可作出命令，飭令處長披露受保護地址——
 - (a) 以下情況——
 - (i) 有證據顯示，將文件送達有關董事的有關通訊地址，起不到使該董事知悉該文件的作用；或
 - (ii) 在與強制執行法院命令或判令有關連的情況下披露該受保護地址，是必要的或合宜的；及
 - (b) 原訟法庭信納作出該命令是適當的。
- (2) 如有以下情況，原訟法庭可作出命令，飭令處長披露受保護身分識別號碼——
 - (a) 在與強制執行法院命令或判令有關連的情況下披露該號碼，是必要的或合宜的；及
 - (b) 原訟法庭信納作出該命令是適當的。
- (3) 第(1)或(2)款所指的命令，可應以下人士的申請作出——
 - (a) 根據本條例或《公司(清盤及雜項條文)條例》(第32章)交付處長登記的，載有受保護資料的文件所關乎的公司的債權人；或
 - (b) 原訟法庭覺得具有充分利害關係的任何其他人。
- (4) 第(1)或(2)款所指的命令，須指明授權作出的披露，可向何人作出及可為甚麼目的作出。

- (f) providing for the conditions in accordance with which protected information may be disclosed to such persons, including the extent to which such information may be disclosed to them.

59. Disclosure under order of Court

(Not yet in operation)

- (1) The Court may make an order for the disclosure by the Registrar of a protected address—
 - (a) if—
 - (i) there is evidence that the service of documents at the relevant correspondence address of the director is not effective to bring them to the notice of the director; or
 - (ii) it is necessary or expedient for the protected address to be disclosed in connection with the enforcement of an order or decree of a court; and
 - (b) if the Court is satisfied that it is appropriate to make the order.
- (2) The Court may make an order for the disclosure by the Registrar of a protected identification number—
 - (a) if it is necessary or expedient for the number to be disclosed in connection with the enforcement of an order or decree of a court; and
 - (b) if the Court is satisfied that it is appropriate to make the order.
- (3) An order under subsection (1) or (2) may be made on the application of—
 - (a) a creditor of the company in respect of which the document containing the protected information is

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60. 禁止的範圍

凡本分部下的禁止，是藉提述源自某特定種類的文件的資料而適用的 ——

- (a) 該項禁止不影響透過其他方式提供該資料讓公眾查閱；及
- (b) 如該資料是源自另一種類的文件，而該項禁止並不就該種類的文件而適用，則該項禁止不影響將該資料提供予公眾查閱。

第 8 分部 —— 雜項

61. 處長可用任何方式發出證明書

- (1) 處長可用任何其認為合適的方式，發出本條例所訂的證明書。
- (2) 在不局限第 (1) 款所訂的處長權力的原則下，處長可用電子紀錄形式，發出證明書。

62. 處長無須負責核實資料 處長無須負責核實 ——

delivered to the Registrar for registration under this Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); or

- (b) any other person appearing to the Court to have a sufficient interest.
- (4) An order under subsection (1) or (2) must specify the persons to whom, and purposes for which, the disclosure is authorized.

Subdivision 3—Supplementary

60. Extent of prohibition

If a prohibition under this Division applies by reference to information deriving from a particular description of document, the prohibition does not affect—

- (a) the availability for public inspection of the information through other means; and
- (b) the availability for public inspection of the information deriving from another description of document in relation to which the prohibition does not apply.

Division 8—Miscellaneous

61. Registrar may issue certificates in any manner

- (1) The Registrar may issue a certificate under this Ordinance in any manner the Registrar thinks fit.
- (2) Without limiting the powers of the Registrar under subsection (1), the Registrar may issue a certificate in the form of an electronic record.

62. Registrar not responsible for verifying information The Registrar is not responsible for verifying—

- (a) 交付處長的文件所載的資料的真實性；或
- (b) 文件交付處長所據的權限。

63. 豁免權

- (1) 處長或任何公職人員均不會就其 ——
 - (a) 在執行或其本意是執行本條例所訂的職能的情況下；或
 - (b) 在行使或其本意是行使本條例所訂的權力的情況下，真誠地作出或真誠地不作出的事情，而招致任何民事法律責任；而任何人均不可就該等事情，針對處長或任何公職人員提出任何民事訴訟。
- (2) 凡某受保障人為本條例的目的提供某服務，而有採用電子形式的資料，藉著該服務向公眾提供，或某受保障人為本條例的目的以磁帶或任何電子模式提供資料，如該資料中出現任何錯誤或遺漏，而該錯誤或遺漏 ——
 - (a) 是在履行該受保障人的責任的通常過程中真誠地作出的；或
 - (b) 是因在該服務的任何缺失或故障而出現或產生的，或是因任何用於該服務或用於提供資料的設備的缺失或故障而出現或產生的，則該受保障人無須對該服務或資料的使用者因該錯誤或遺漏而蒙受的損失或損害，承擔個人法律責任。
- (3) 凡某受保障人為本條例的目的提供某服務或設施，而藉著該服務或設施，文件可藉電子方式交付處長，如藉著該服務或設施而交付處長的文件中出現任何錯誤或遺漏，而該錯誤或遺漏 ——
 - (a) 是在履行該受保障人的責任的通常過程中真誠地作出的；或

- (a) the truth of the information contained in a document delivered to the Registrar; or
- (b) the authority under which a document is delivered to the Registrar.

63. Immunity

- (1) Neither the Registrar nor any public officer incurs any civil liability, and no civil action may lie against the Registrar or any public officer, in respect of anything done, or omitted to be done, by him or her in good faith—
 - (a) in the performance, or purported performance, of functions under this Ordinance; or
 - (b) in the exercise, or purported exercise, of powers under this Ordinance.
- (2) Where, for the purposes of this Ordinance, a protected person provides a service by means of which information in electronic form is supplied to the public, or supplies information by means of magnetic tapes or any electronic mode, the protected person is not personally liable for any loss or damage suffered by a user of the service or information by reason of an error or omission appearing in the information if the error or omission—
 - (a) was made in good faith and in the ordinary course of the discharge of the protected person's duties; or
 - (b) has occurred or arisen as a result of any defect or breakdown in the service or any equipment used for the service or for supplying the information.
- (3) Where, for the purposes of this Ordinance, a protected person provides a service or facility by means of which documents may be delivered to the Registrar by electronic means, the protected person is not personally liable for any loss or damage suffered by a user of the service or facility by reason

- (b) 是因在該服務或設施的任何缺失或故障而出現或產生的，或是因任何用於該服務或設施的設備的缺失或故障而出現或產生的，
- 則該受保障人無須對該服務或設施的使用者因該錯誤或遺漏而蒙受的損失或損害，承擔個人法律責任。
- (4) 第 (2) 及 (3) 款就錯誤或遺漏賦予受保障人的保障，並不影響政府在侵權法上對該錯誤或遺漏的任何法律責任。
- (5) 在本條中 ——
- 受保障人** (protected person) 指獲處長授權提供有關資料或提供有關服務或設施的人。

64. 文件與經核證譯本出現歧異

- (1) 如有以下情況，本條適用 ——
- (a) 公司為第 31(1)(b) 條的目的，將採用一種既非英文亦非中文的語文的文件的經核證譯本，隨附該文件交付處長；及
- (b) 採用該語文的該文件，與該文件的經核證譯本出現歧異。
- (2) 在上述譯本關乎與上述文件出現歧異的範圍內，上述公司不可針對任何第三者而依賴該譯本。
- (3) 在上述譯本關乎與上述文件出現歧異的範圍內，任何第三者不可針對上述公司而依賴該譯本，但如該第三者 ——
- (a) 不知悉採用上述語文的該文件的內容；及

of an error or omission appearing in a document delivered to the Registrar by means of the service or facility if the error or omission—

- (a) was made in good faith and in the ordinary course of the discharge of the protected person's duties; or
- (b) has occurred or arisen as a result of any defect or breakdown in the service or facility or in any equipment used for the service or facility.
- (4) The protection given to a protected person by subsections (2) and (3) in respect of an error or omission does not affect any liability of the Government in tort for the error or omission.
- (5) In this section—

protected person (受保障人) means a person authorized by the Registrar to supply the information or provide the service or facility.

64. Discrepancy between document and certified translation

- (1) This section applies if—
- (a) a certified translation of a document is delivered by a company to the Registrar for the purposes of section 31(1)(b) to accompany the document in a language other than English or Chinese; and
- (b) there is a discrepancy between the document in that language and the certified translation of the document.
- (2) The company may not rely on that translation, in so far as it relates to the discrepancy, as against a third party.
- (3) A third party may not rely on that translation, in so far as it relates to the discrepancy, as against the company unless the third party—
- (a) had no knowledge of the contents of the document in that language; and

(b) 實際上曾在該譯本關乎與該文件出現歧異的範圍內
依賴該譯本，

則屬例外。

(4) 在本條中 ——

第三者 (third party) 指有關公司以外的人。

65. 對登記冊、簿冊或文件進行銷毀等的罪行

(1) 任何人為了使自己或另一人得益，或意圖引致另一人
蒙受損失，而不誠實地銷毀、刪除、更改、污損或隱
藏 ——

(a) 任何屬於處長辦事處或在處長辦事處存檔或存放的
登記冊、簿冊或文件；或

(b) 任何該等登記冊、簿冊或文件的電子紀錄、微縮軟
片、影像或其他紀錄，

即屬犯罪。

(2) 任何人犯第 (1) 款所訂罪行，一經公訴程序定罪，可處監
禁 7 年。

(3) 任何人故意或惡意銷毀、刪除、更改、污損或隱藏 ——

(a) 任何屬於處長辦事處或在處長辦事處存檔或存放的
登記冊、簿冊或文件；或

(b) 任何該等登記冊、簿冊或文件的電子紀錄、微縮軟
片、影像或其他紀錄，

即屬犯罪。

(4) 任何人犯第 (3) 款所訂罪行 ——

(a) 一經循公訴程序定罪，可處罰款 \$150,000 及監禁 2
年；或

(b) had actually relied on that translation in so far as it
relates to the discrepancy.

(4) In this section—

third party (第三者) means a person other than the company.

65. Offence for destruction etc. of registers, books or documents

(1) A person commits an offence if the person dishonestly, with
a view to gain for the person's own self or another, or with
intent to cause loss to another, destroys, removes, alters,
defaces or conceals—

(a) any register, book or document belonging to, or filed or
deposited in, the office of the Registrar; or

(b) any electronic record, microfilm, image or other record
of such register, book or document.

(2) A person who commits an offence under subsection (1) is
liable on conviction on indictment to imprisonment for 7
years.

(3) A person commits an offence if the person wilfully or
maliciously destroys, removes, alters, defaces or conceals—

(a) any register, book or document belonging to, or filed or
deposited in, the office of the Registrar; or

(b) any electronic record, microfilm, image or other record
of such register, book or document.

(4) A person who commits an offence under subsection (3) is
liable—

(a) on conviction on indictment to a fine of \$150,000 and to
imprisonment for 2 years; or

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(b) 一經循簡易程序定罪，可處第 5 級罰款及監禁 6 個月。

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(b) on summary conviction to a fine at level 5 and to imprisonment for 6 months.
