

第 3 部**公司組成及相關事宜，以及公司的重新註冊***(格式變更——2013 年第 1 號編輯修訂紀錄)***第 1 分部 —— 公司組成****第 1 次分部 —— 關於組成的一般規定****66. 公司類別**

只有以下公司可根據本條例組成 ——

- (a) 公眾股份有限公司；
- (b) 私人股份有限公司；
- (c) 有股本的公眾無限公司；
- (d) 有股本的私人無限公司；
- (e) 無股本的擔保有限公司。

67. 公司的組成

- (1) 任何一人或多於一人可藉 ——
 - (a) 在擬組成的公司的章程細則上簽署；及
 - (b) 將以下文件交付處長登記 ——
 - (i) 符合指明格式的法團成立表格；及
 - (ii) 有關章程細則的文本，組成公司。
- (2) 公司只可為合法目的而組成。

Part 3**Company Formation and Related Matters, and Re-registration of Company***(Format changes—E.R. 1 of 2013)***Division 1—Company Formation****Subdivision 1—General Requirements for Formation****66. Types of companies**

Only the following companies may be formed under this Ordinance—

- (a) a public company limited by shares;
- (b) a private company limited by shares;
- (c) a public unlimited company with a share capital;
- (d) a private unlimited company with a share capital;
- (e) a company limited by guarantee without a share capital.

67. Formation of company

- (1) Any one or more persons may form a company by—
 - (a) signing the articles of the company intended to be formed; and
 - (b) delivering to the Registrar for registration—
 - (i) an incorporation form in the specified form; and
 - (ii) a copy of the articles.
- (2) A company may only be formed for a lawful purpose.

68. 法團成立表格的內容**(1) 法團成立表格 ——**

- (a) 就擬組成的公司而言，須載有附表 2 第 1 條指明的詳情及陳述；
 - (b) 就每名該公司的創辦成員而言，須載有附表 2 第 2 條指明的詳情；
 - (c) 就每名將在該公司組成時擔任該公司的董事的人而言，須載有 ——
 - (i) 附表 2 第 3 條指明的詳情；及
 - (ii) 附表 2 第 4 條指明的陳述；
 - (d) 就每名將在該公司組成時擔任該公司的公司秘書的人而言，或就其中一名將在該公司組成時擔任該公司的聯名公司秘書的人而言，須載有附表 2 第 5 條指明的詳情；
 - (e) 須載有附表 2 第 7 條指明的陳述；及
 - (f) 須載有第 70(1) 條指明的述明有關規定已獲遵守的陳述。
- (2) 如擬組成的公司屬股份有限公司或無限公司，法團成立表格亦須載有附表 2 第 8 條指明的陳述。

69. 法團成立表格的簽署

法團成立表格須由在該表格內列名的創辦成員簽署，或 (如有 2 名或多於 2 名創辦成員在該表格內列名) 由任何一名該等成員簽署。

68. Content of incorporation form**(1) An incorporation form must—**

- (a) in relation to the company intended to be formed, contain the particulars and statements specified in section 1 of Schedule 2;
- (b) in relation to each founder member of the company, contain the particulars specified in section 2 of Schedule 2;
- (c) in relation to each person who is to be a director of the company on the company's formation, contain—
 - (i) the particulars specified in section 3 of Schedule 2; and
 - (ii) the statement specified in section 4 of Schedule 2;
- (d) in relation to each person who is to be the company secretary, or one of the joint company secretaries, of the company on that formation, contain the particulars specified in section 5 of Schedule 2;
- (e) contain the statements specified in section 7 of Schedule 2; and
- (f) contain the statement of compliance specified in section 70(1).

- (2) If the company intended to be formed is a company limited by shares or an unlimited company, the incorporation form must also contain the statement specified in section 8 of Schedule 2.

69. Signing of incorporation form

An incorporation form must be signed by the founder member named in the form or, if 2 or more founder members are named, by any one of those members.

70. 法團成立表格須載有的述明有關規定已獲遵守的陳述

- (1) 為施行第 68(1)(f) 條而指明的陳述，是核證以下事項的陳述——
 - (a) 本條例中就有關擬組成的公司註冊的所有規定，已獲遵守；及
 - (b) 有關法團成立表格所載有的資料、陳述及詳情均屬準確，並與該公司的章程細則內的資料、陳述及詳情相符。
- (2) 處長可接受述明有關規定已獲遵守的陳述，作為本條例中就有關公司註冊的所有規定已獲遵守的充分證據。

第 2 次分部 —— 公司成立為法團**71. 註冊時發出公司註冊證明書**

- (1) 在註冊法團成立表格及根據第 67(1)(b) 條交付的章程細則的文本時，處長須發出公司註冊證明書，核證有關公司——
 - (a) 已根據本條例成立為法團；及
 - (b) 屬有限公司或無限公司。
- (2) 公司註冊證明書須由處長簽署。

72. 公司註冊證明書屬確證

公司註冊證明書屬以下事項的確證——

- (a) 本條例中就有關公司註冊的所有規定，已獲遵守；及
- (b) 該公司已根據本條例註冊。

70. Statement of compliance to be contained in incorporation form

- (1) The statement specified for the purposes of section 68(1)(f) is a statement certifying that—
 - (a) all the requirements of this Ordinance in respect of the registration of the company intended to be formed have been complied with; and
 - (b) the information, statements and particulars contained in the incorporation form are accurate and consistent with those in the company's articles.
- (2) The Registrar may accept the statement of compliance as sufficient evidence that all the requirements of this Ordinance in respect of the registration of the company have been complied with.

Subdivision 2—Incorporation of Company**71. Issue of certificate of incorporation on registration**

- (1) On registering an incorporation form and a copy of the articles delivered under section 67(1)(b), the Registrar must issue a certificate of incorporation certifying that the company—
 - (a) is incorporated under this Ordinance; and
 - (b) is a limited company or an unlimited company.
- (2) A certificate of incorporation must be signed by the Registrar.

72. Conclusiveness of certificate of incorporation

A certificate of incorporation is conclusive evidence that—

- (a) all the requirements of this Ordinance in respect of the registration of the company have been complied with; and

73. 成立為法團的效果

- (1) 在公司註冊證明書所述明的法團成立日期當日及之後，有關創辦成員以及不時成為該公司的成員的任何其他人，即屬一個法人團體，該法人團體以該證明書所述明的名稱為名，如有名稱的更改根據第 107、110、770 或 772 條生效，則以新名稱為名。
- (2) 在有關法團成立日期當日及之後，該法人團體有能力行使具法團地位的公司所有職能，並永久延續。
- (3) 在有關法團成立日期當日及之後，有關創辦成員以及不時成為該公司的成員的任何其他人，負有《公司（清盤及雜項條文）條例》（第 32 章）所述的法律責任，在該公司清盤時作出付款作為該公司的資產。

74. 董事書面同意的交付

- (1) 為附表 2 第 4(b)(ii) 條的目的而就擬組成的公司給予的每份同意，須符合指明格式，並須在該公司成立為法團後的 15 日內，交付處長登記。
- (2) 如第 (1) 款遭違反，公司、其每名責任人及為第 69 條的目的而簽署法團成立表格的創辦成員均屬犯罪，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。
- (3) 在為本條所訂的罪行而向某創辦成員提起的法律程序中，如確立該成員已採取一切合理步驟，以確保第 (1) 款獲遵守，即屬免責辯護。

(b) the company is registered under this Ordinance.

73. Effect of incorporation

- (1) On and after the date of incorporation stated in the certificate of incorporation, the founder members, and any other persons who may from time to time become the company's members, are a body corporate with the name stated in the certificate or, if a change of name has effect under section 107, 110, 770 or 772, with the new name.
- (2) On and after the date of incorporation, the body corporate is capable of exercising all the functions of an incorporated company, and has perpetual succession.
- (3) On and after the date of incorporation, the founder members, and any other persons who may from time to time become the company's members, are liable to contribute to the assets of the company in the event of the company being wound up as is mentioned in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).

74. Delivery of director's written consent

- (1) Each consent given for the purposes of section 4(b)(ii) of Schedule 2 in relation to a company intended to be formed must be delivered in the specified form to the Registrar for registration not later than 15 days after the date of incorporation of the company.
- (2) If subsection (1) is contravened, the company, every responsible person of the company, and the founder member who signs the incorporation form for the purposes of section 69, 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.

3-9
第 622 章

第 3 部 —— 第 2 分部
第 75 條

Part 3—Division 2
Section 75

3-10
Cap. 622

第 2 分部 —— 公司章程細則

第 1 次分部 —— 一般條文

- 75. 訂明公司規例的章程細則**
公司須有章程細則，訂明該公司的規例。
- 76. 章程細則所用的語文**
公司的章程細則須採用中文或英文。
(由 2018 年第 35 號第 7 條修訂)
- 77. 章程細則的格式**
公司的章程細則須分成段落，而該等段落須順序編號。

第 2 次分部 —— 章程細則範本

- 78. 財政司司長可訂明章程細則範本**
- (1) 財政司司長可藉於憲報刊登的公告，為公司訂明章程細則範本。
 - (2) 本條所指的章程細則範本的任何修訂，並不影響在該修訂生效前成立為法團的公司。
- 79. 採納章程細則範本**
屬某公司類別的公司，可採納為該公司類別而訂明的章程細

- (3) In any proceedings against a founder member for an offence under this section, it is a defence to establish that the founder member took all reasonable steps to secure compliance with subsection (1).

Division 2—Company Articles

Subdivision 1—General

- 75. Articles prescribing regulations for company**
A company must have articles prescribing regulations for the company.
- 76. Language of articles**
A company's articles must be in English or Chinese.
(Amended 35 of 2018 s. 7)
- 77. Form of articles**
A company's articles must be divided into paragraphs and the paragraphs must be numbered consecutively.

Subdivision 2—Model Articles

- 78. Financial Secretary may prescribe model articles**
- (1) The Financial Secretary may, by notice published in the Gazette, prescribe model articles for companies.
 - (2) Any amendment of model articles under this section does not affect a company incorporated before the amendment takes effect.
- 79. Adoption of model articles**
A company may adopt as its articles any or all of the provisions of

則範本的任何條文，或採納該範本的全部條文，作為該公司的章程細則。

80. 章程細則範本適用於有限公司

- (1) 在有限公司成立為法團時，為該公司所屬的公司類別而訂明並在當其時有效的章程細則範本，在適用範圍內，即構成該公司的章程細則的部分，適用的方式及範圍猶如該範本已註冊成為該公司的章程細則一樣。
- (2) 如公司的經註冊的章程細則沒有訂明該公司的任何規例，第 (1) 款適用。
- (3) 如公司的經註冊的章程細則訂明該公司的任何規例，只要該公司的章程細則並無將上述章程細則範本排除或變通，第 (1) 款適用。

第 3 次分部 —— 章程細則的內容及效力

81. 公司名稱

- (1) 如公司兼有中文名稱及英文名稱，其章程細則須兼述明該中文名稱及該英文名稱。
- (2) 如公司只有中文名稱或英文名稱，其章程細則須述明該中文名稱或該英文名稱。

(由 2018 年第 35 號第 8 條代替)

82. 公司的宗旨

- (1) 如處長根據第 103(2) 條，向擬組成為有限公司的組織批出特許證，或根據第 103(4) 條，向有限公司批出特許證，則在該特許證有效期間，該公司的章程細則須述明該公司的宗旨。
- (2) 任何其他公司的章程細則可述明該公司的宗旨。

the model articles prescribed for the type of company to which it belongs.

80. Application of model articles to limited company

- (1) On the incorporation of a limited company, the model articles that are prescribed for the type of company to which the company belongs and that are for the time being in force, so far as applicable, form part of the company's articles in the same manner, and to the same extent, as if those model articles had been registered as the company's articles.
- (2) Subsection (1) applies if the company's registered articles do not prescribe any regulations for the company.
- (3) If the company's registered articles prescribe any regulations for the company, subsection (1) applies in so far as the articles do not exclude or modify the model articles.

Subdivision 3—Content and Effect of Articles

81. Company name

- (1) If a company has both an English name and a Chinese name, its articles must state both the English name and the Chinese name.
- (2) If a company has only an English name or a Chinese name, its articles must state the English name or the Chinese name.

(Replaced 35 of 2018 s. 8)

82. Company's objects

- (1) If a licence is granted under section 103(2) to an association intended to be formed as a limited company or under section 103(4) to a limited company, then during the period when the licence is in force, the articles of the company must state the company's objects.

- (3) 第 (1) 及 (2) 款並不影響關乎公司的章程細則的、任何其他條例指明的任何規定。

83. 成員的法律責任

- (1) 有限公司的章程細則須述明，該公司的成員的法律責任是有限的。
- (2) 根據本條例組成及註冊的無限公司的章程細則須述明，該公司的成員的法律責任是無限的。

84. 有限公司的成員的法律責任或分擔

- (1) 股份有限公司的章程細則須述明，該公司的成員的法律責任，是以該等成員所持有的股份的未繳款額為限的。
- (2) 擔保有限公司的章程細則須述明，每名屬該公司的成員的人均承諾，若該公司在該人是該公司的成員期間清盤，或在該人不再是該公司的成員之後一年內清盤，該人會分擔支付該人須付的一筆不超逾指明款額的款額，作為該公司的資產，以 ——
- (a) 支付該公司在該人不再是該公司的成員之前招致的債項及債務；
- (b) 支付該公司清盤的費用、收費及開支；及
- (c) 調整分擔人之間的權利。
- (3) 凡任何原有公司根據《前身條例》第 4(3) 條，被當作一間股份有限公司，第 (1) 款不適用於該公司的章程細則。

- (2) The articles of any other company may state the company's objects.
- (3) Subsections (1) and (2) do not affect any requirement relating to the articles of a company specified in any other Ordinance.

83. Members' liabilities

- (1) The articles of a limited company must state that the liability of its members is limited.
- (2) The articles of an unlimited company formed and registered under this Ordinance must state that the liability of its members is unlimited.

84. Liabilities or contributions of members of limited company

- (1) The articles of a company limited by shares must state that the liability of its members is limited to any amount unpaid on the shares held by the members.
- (2) The articles of a company limited by guarantee must state that each person who is a member of the company undertakes that if the company is wound up while the person is a member of the company, or within one year after the person ceases to be such a member, the person will contribute an amount required of the person, not exceeding a specified amount, to the company's assets—
- (a) for the payment of the company's debts and liabilities contracted before the person ceases to be such a member;
- (b) for the payment of the costs, charges and expenses of winding up the company; and
- (c) for the adjustment, among the contributories, of their rights.

85. 股本及最初的股份持有情況

- (1) 有股本的公司的章程細則須述明附表 2 第 8 條 (第 (1)(d)(iv)、(v)、(vi) 及 (vii) 款除外) 規定須載於該公司的法團成立表格內的資料。
- (2) 有股本的公司的章程細則可述明，該公司可發行的股份數目的上限。

86. 章程細則的效力

- (1) 在符合本條例的規定下，公司的章程細則一經根據本條例或某《舊有公司條例》註冊，即 ——
 - (a) 在 ——
 - (i) 該公司與每名成員之間；及
 - (ii) 任何成員與每名其他成員之間，作為蓋上印章的合約而具有效力；及
 - (b) 須視為載有該公司及每名成員均會遵守該等章程細則的所有條文的契諾。
- (2) 在不局限第 (1) 款的原則下，章程細則 ——
 - (a) 可由有關公司針對每名成員強制執行；
 - (b) 可由任何成員針對該公司強制執行；及
 - (c) 可由任何成員針對每名其他成員強制執行。
- (3) 根據章程細則須由任何成員支付予有關公司的款項，均 ——
 - (a) 屬該成員拖欠該公司的債項；及
 - (b) 具有蓋印文據債項的性質。

- (3) Subsection (1) does not apply to the articles of an existing company that is deemed to be a company limited by shares under section 4(3) of the predecessor Ordinance.

85. Capital and initial shareholdings

- (1) The articles of a company with a share capital must state the information required under section 8 (except subsection (1)(d)(iv), (v), (vi) and (vii)) of Schedule 2 to be contained in the company's incorporation form.
- (2) The articles of a company with a share capital may state the maximum number of shares that the company may issue.

86. Effect of articles

- (1) Subject to this Ordinance, a company's articles, once registered under this Ordinance or a former Companies Ordinance—
 - (a) have effect as a contract under seal—
 - (i) between the company and each member; and
 - (ii) between a member and each other member; and
 - (b) are to be regarded as containing covenants on the part of the company and of each member to observe all the provisions of the articles.
- (2) Without limiting subsection (1), the articles are enforceable—
 - (a) by the company against each member;
 - (b) by a member against the company; and
 - (c) by a member against each other member.
- (3) Money payable by a member to the company under the articles—
 - (a) is a debt due from the member to the company; and
 - (b) is of the nature of a specialty debt.

第 4 次分部 —— 章程細則的修改**87. 公司可修改章程細則**

- (1) 在符合本條例的規定下，公司可修改其章程細則。
- (2) 除按第 8 分部規定外，公司不得在其章程細則中修改第 83 或 84(1) 條所述的任何陳述。
- (3) 除第 180 條另有規定外，如對有股本的公司的章程細則的修改，會與附於該公司某類別股份的股份的任何權利不相符，則該公司不得作出該項修改。
- (4) 除第 188 條另有規定外，如對無股本的公司的章程細則的修改，會與該公司某類別成員的任何權利不相符，則該公司不得作出該項修改。
- (5) 擔保有限公司不得在其章程細則中修改第 84(2) 條所規定的資料，但該公司可增加有關指明款額。

88. 藉特別決議或普通決議作出修改

- (1) 在符合本條例的規定下，本條適用於對公司的章程細則的修改。
- (2) 除第 (3) 款及本條例任何其他條文另有規定外，公司只可藉特別決議，修改其章程細則。
- (3) 對章程細則中公司可發行的股份數目上限的修改，可藉普通決議作出。
- (4) 在符合本條例的規定下，按照本條作出的修改屬有效，猶如該項修改原本已載於有關章程細則內一樣。
- (5) 在修改的生效日期後的 15 日內，公司須將以下文件交付處長登記 ——
 - (a) 符合指明格式的修改通知；及

Subdivision 4—Alteration of Articles**87. Company may alter articles**

- (1) Subject to this Ordinance, a company may alter its articles.
- (2) Except as provided in Division 8, a company must not alter in its articles any statement mentioned in section 83 or 84(1).
- (3) Subject to section 180, a company with a share capital must not make any alteration to its articles that is inconsistent with any rights attached to shares in a class of shares in the company.
- (4) Subject to section 188, a company without a share capital must not make any alteration to its articles that is inconsistent with any rights of a class of members of the company.
- (5) A company limited by guarantee must not alter in its articles the information required under section 84(2) other than to increase the specified amount.

88. Alteration by special resolution or ordinary resolution

- (1) Subject to this Ordinance, this section applies to the alteration of a company's articles.
- (2) Subject to subsection (3) and any other provisions of this Ordinance, a company may only alter its articles by special resolution.
- (3) An alteration in articles to the maximum number of shares that the company may issue may be made by ordinary resolution.
- (4) Subject to this Ordinance, an alteration made in accordance with this section is as valid as if the alteration were originally contained in the articles.

- (b) 經修改的章程細則的文本，該文本須由該公司的一名高級人員核證為正確。
- (5A) 第 (5) 款不適用於藉以下特別決議作出的修改：根據第 107 或 770 條通過的更改公司名稱的特別決議。(由 2018 年第 35 號第 9 條增補)
- (6) 如公司違反第 (5) 款，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$300。

89. 公司宗旨的修改

- (1) 本條適用於對公司的章程細則中述明的公司宗旨的修改。
- (2) 公司可藉 ——
- (a) 放棄或限制任何宗旨；或
- (b) 採納本可在 ——
- (i) (如屬根據本條例組成及註冊的公司) 有關章程細則註冊時，合法地載於該公司的章程細則內的任何新宗旨；或
- (ii) (如屬原有公司) 有關組織章程大綱註冊時，合法地載於該公司的組織章程大綱內的任何新宗旨，

修改有關宗旨，而該項修改須藉特別決議作出，該決議的通知須已向該公司的所有成員(包括根據該公司的章程細則無權接收該通知的成員)發出。

- (5) Within 15 days after the date on which an alteration takes effect, the company must deliver to the Registrar for registration—
- (a) a notice of the alteration in the specified form; and
- (b) a copy, certified by an officer of the company as correct, of the articles as altered.
- (5A) Subsection (5) does not apply to an alteration by a special resolution to change the name of a company passed under section 107 or 770. (*Added 35 of 2018 s. 9*)
- (6) If a company contravenes subsection (5), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3 and, in the case of a continuing offence, to a further fine of \$300 for each day during which the offence continues.

89. Alteration of company's objects

- (1) This section applies to an alteration of the objects of a company as stated in the company's articles.
- (2) The company may, by special resolution of which notice has been given to all the members of the company (including members who are not entitled to such notice under the company's articles), alter the objects by—
- (a) abandoning or restricting any of the objects; or
- (b) adopting any new object that could lawfully have been contained—
- (i) in the case of a company formed and registered under this Ordinance, in the company's articles when the articles were registered; or
- (ii) in the case of an existing company, in the company's memorandum of association when the memorandum was registered.

3-21
第 622 章

第 3 部 —— 第 2 分部
第 89 條

- (3) 如上述決議是由有關公司通過，該決議的通知亦須向該公司的所有有關債權證持有人發出，而該通知須與第 (2) 款所述的通知相同。
- (4) 為施行第 (3) 款，如沒有條文規管向有關債權證持有人發出通知的方式，則該公司的章程細則中規管向成員發出通知的方式的條文即適用。
- (5) 如有關公司通過特別決議修改其宗旨，則取消該項修改的申請，可按照第 91 條向原訟法庭提出；而如有人提出申請，該項修改只在原訟法庭確認下具有效力。
- (6) 在通過特別決議修改其宗旨後 ——
 - (a) (如屬有關公司) 如無人根據第 (5) 款提出申請，該公司須在提出該申請的限期屆滿後的 15 日內，將第 (7) 款指明的文件交付處長登記；
 - (b) (如屬有關公司) 如有人根據第 (5) 款提出申請，該公司須 ——
 - (i) 立即將此事通知處長；及
 - (ii) 在取消或確認有關修改的原訟法庭命令的日期後的 15 日內，或 (如根據第 (8) 款獲准延長限期) 在經延長的限期內，將該命令的正式文本，以及 (如屬確認該項修改的命令) 第 (7) 款指明的文件交付處長登記；或
 - (c) (如屬並非有關公司的公司) 該公司須在該決議通過的日期後的 15 日內，將第 (7) 款指明的文件交付處長登記。
- (7) 上述文件為 ——
 - (a) 符合指明格式的修改通知；及
 - (b) 經修改的公司章程細則的文本，該文本須由該公司的一名高級人員核證為正確。
- (8) 原訟法庭可藉命令，隨時延長須根據第 (6)(b) 款將文件交付處長的限期。

Part 3—Division 2
Section 89

3-22
Cap. 622

- (3) If a relevant company passes such a resolution, a notice of the resolution must also be given to all holders of the relevant debentures of the company, and the notice must be the same as the notice mentioned in subsection (2).
- (4) For the purposes of subsection (3), if there is no provision regulating the giving of notice to the holders of the relevant debentures, the provisions of the company's articles regulating the giving of notice to members are to apply.
- (5) If a relevant company passes a special resolution altering its objects, an application to cancel the alteration may be made to the Court in accordance with section 91, and if an application is made, the alteration does not have effect except in so far as it is confirmed by the Court.
- (6) After passing a special resolution altering its objects—
 - (a) in the case of a relevant company, if no application is made under subsection (5), the company must, within 15 days after the end of the application period, deliver to the Registrar for registration the documents specified in subsection (7);
 - (b) in the case of a relevant company, if an application is made under subsection (5), the company—
 - (i) must immediately give notice of that fact to the Registrar; and
 - (ii) within 15 days after the date of any Court order cancelling or confirming the alteration or, if an extension of time is granted under subsection (8), within the extended period, must deliver to the Registrar for registration an office copy of the order and, in the case of an order confirming the alteration, the documents specified in subsection (7); or

- (9) 如公司違反第 (6) 款，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$300。
- (10) 在本條中 ——
- 有關公司** (relevant company) 指 ——
- (a) 私人公司；或
- (b) 在緊接本分部生效日期[#]前，屬私人公司 (即當時有效的《前身條例》第 2(1) 條所界定者) 的擔保有限公司；

有關債權證 (relevant debentures) 指任何符合以下說明的債權證：以浮動押記作保證，並於 1963 年 2 月 15 日之前發行或首次發行，或屬如此發行的債權證同一系列的部分。

編輯附註：

[#] 生效日期：2014 年 3 月 3 日。

90. 原有公司對某些章程細則的修改

- (c) in the case of a company other than a relevant company, the company must, within 15 days after the date of passing the resolution, deliver to the Registrar for registration the documents specified in subsection (7).
- (7) The documents are—
- (a) a notice of the alteration in the specified form; and
- (b) a copy, certified by an officer of the company as correct, of the company's articles as altered.
- (8) The Court may at any time by order extend the period for delivery of any documents under subsection (6)(b).
- (9) If a company contravenes subsection (6), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3 and, in the case of a continuing offence, to a further fine of \$300 for each day during which the offence continues.
- (10) In this section—
- relevant company** (有關公司) means—
- (a) a private company; or
- (b) a company limited by guarantee that, immediately before the commencement date[#] of this Division, was a private company as defined by section 2(1) of the predecessor Ordinance in force at that time;

relevant debentures (有關債權證) means any debentures, secured by a floating charge, that were issued or first issued before 15 February 1963 or that form part of the same series as any debentures so issued.

Editorial Note:

[#] Commencement date: 3 March 2014.

90. Alteration of certain articles by existing company

- (1) 除第 (2) 款另有規定外，如原有公司的章程細則的任何條文 ——
 - (a) 是在緊接本分部生效日期[#]前，載於該公司的組織章程大綱內（不論該組織章程大綱是在 1984 年 8 月 31 日之前、當日或之後註冊的）；及
 - (b) 在該組織章程大綱註冊時，是原可合法地載於該公司的章程細則內，而非載於該組織章程大綱內，則本條適用於對該條文的修改。
- (2) 如有以下情況，本條不適用 ——
 - (a) 原有公司的章程細則的任何條文，是在緊接本部生效日期[#]前，載於該公司的組織章程大綱內（不論該組織章程大綱是在 1984 年 8 月 31 日之前、當日或之後註冊的）；且
 - (b) 該條文訂定可修改或禁止修改第 (1) 款所述的任何條文。
- (3) 原有公司可藉特別決議修改第 (1) 款所述的任何條文。
- (4) 如有關公司通過特別決議修改有關條文，則取消該項修改的申請，可按照第 91 條向原訟法庭提出；而如有人提出申請，該項修改只在原訟法庭確認下具有效力。
- (5) 在根據第 (3) 款通過決議後 ——
 - (a) （如屬有關公司）如無人根據第 (4) 款提出申請，該公司須在提出該申請的限期屆滿後的 15 日內，將第 (6) 款指明的文件交付處長登記；
 - (b) （如屬有關公司）如有人根據第 (4) 款提出申請，該公司須 ——
 - (i) 立即將此事通知處長；及
 - (ii) 在取消或確認有關修改的原訟法庭命令的日期後的 15 日內，或（如根據第 (7) 款獲准延長限期）在經延長的限期內，將該命令的正式文本，以

- (1) Subject to subsection (2), this section applies to an alteration of any provision of the articles of an existing company if the provision—
 - (a) was, immediately before the commencement date[#] of this Division, contained in the company's memorandum of association (whether registered before, on or after 31 August 1984); and
 - (b) could lawfully have been contained in the company's articles instead of in the memorandum of association when the memorandum was registered.
- (2) This section does not apply if any provision of the articles of an existing company—
 - (a) was, immediately before the commencement date[#] of this Part, contained in the company's memorandum of association (whether registered before, on or after 31 August 1984); and
 - (b) provides for or prohibits the alteration of any provision mentioned in subsection (1).
- (3) An existing company may by special resolution alter any provision mentioned in subsection (1).
- (4) If a relevant company passes such a resolution, an application to cancel the alteration may be made to the Court in accordance with section 91, and if an application is made, the alteration does not have effect except in so far as it is confirmed by the Court.
- (5) After passing a resolution under subsection (3)—
 - (a) in the case of a relevant company, if no application is made under subsection (4), the company must, within 15 days after the end of the application period, deliver to the Registrar for registration the documents specified in subsection (6);

及 (如屬確認該項修改的命令) 第 (6) 款指明的文件交付處長登記；或

- (c) (如屬並非有關公司的公司) 該公司須在該決議通過的日期後的 15 日內，將第 (6) 款指明的文件交付處長登記。
- (6) 上述文件為 ——
- (a) 符合指明格式的修改通知；及
- (b) 經修改的公司章程細則的文本，該文本須由該公司的一名高級人員核證為正確。
- (7) 原訟法庭可藉命令，隨時延長須根據第 (5)(b) 款將文件交付處長的限期。
- (8) 如公司違反第 (5) 款，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$300。
- (9) 本條並不授權更改或廢止任何類別成員的特別權利。
- (10) 在本條中 ——
- 有關公司** (relevant company) 指 ——
- (a) 私人公司；或
- (b) 在緊接本分部生效日期[#]前，屬私人公司 (即當時有效的《前身條例》第 2(1) 條所界定者) 的擔保有限公司。

編輯附註：

[#] 生效日期：2014 年 3 月 3 日。

- (b) in the case of a relevant company, if an application is made under subsection (4), the company—

- (i) must immediately give notice of that fact to the Registrar; and
- (ii) within 15 days after the date of any Court order cancelling or confirming the alteration or, if an extension of time is granted under subsection (7), within the extended period, must deliver to the Registrar for registration an office copy of the order and, in the case of an order confirming the alteration, the documents specified in subsection (6); or
- (c) in the case of a company other than a relevant company, the company must, within 15 days after the date of passing the resolution, deliver to the Registrar for registration the documents specified in subsection (6).
- (6) The documents are—
- (a) a notice of the alteration in the specified form; and
- (b) a copy, certified by an officer of the company as correct, of the company's articles as altered.
- (7) The Court may at any time by order extend the period for delivery of any documents under subsection (5)(b).
- (8) If a company contravenes subsection (5), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3 and, in the case of a continuing offence, to a further fine of \$300 for each day during which the offence continues.
- (9) This section does not authorize any variation or abrogation of the special rights of any class of members.
- (10) In this section—
- relevant company** (有關公司) means—

91. 向原訟法庭提出要求取消修改的申請

- (1) 第 89(5) 條所指的要求取消對公司宗旨作出修改的申請，可由以下人士提出 ——
 - (a) 持有該公司已發行股份數目或任何類別的已發行股本總數中最少 5% 的人，或 (如該公司並非股份有限公司) 該公司成員中最少 5% 的成員；或
 - (b) 持有第 89(10) 條有關債權證的定義所述的該公司債權證中價值最少 5% 的人。
- (2) 第 89(5) 條所指的申請，可由第 (1)(a) 或 (b) 款所述的全部有關人士為提出該條所指的申請而以書面委任的他們當中一人或多於一人代表他們提出。
- (3) 第 90(4) 條所指的要求取消對原有公司章程細則條文的修改的申請，可由持有該公司已發行股份數目或任何類別的已發行股本總數中最少 5% 的人提出，或 (如該公司並非股份有限公司) 由該公司成員中最少 5% 的成員提出。
- (4) 第 90(4) 條所指的申請，可由第 (3) 款所述的全部有關人士為提出該條所指的申請而以書面委任的他們當中一人或多於一人代表他們提出。
- (5) 第 89(5) 或 90(4) 條所指的申請，只可在有關特別決議通過的日期後的 28 日內提出。
- (6) 原訟法庭可應第 89(5) 或 90(4) 條所指的申請 ——

- (a) a private company; or
- (b) a company limited by guarantee that, immediately before the commencement date[#] of this Division, was a private company as defined by section 2(1) of the predecessor Ordinance in force at that time.

Editorial Note:

[#] Commencement date: 3 March 2014.

91. Application to Court to cancel alteration

- (1) An application under section 89(5) to cancel an alteration of the objects of a company may be made—
 - (a) by the holders of at least 5% in aggregate of the number of the issued shares in the company or any class of the company's issued share capital or, if the company is not limited by shares, by at least 5% of the company's members; or
 - (b) by the holders of at least 5% in value of the company's debentures that are mentioned in the definition of **relevant debentures** in section 89(10).
- (2) An application under section 89(5) may be made on behalf of the persons mentioned in subsection (1)(a) or (b) by any one or more of them appointed in writing by all of them for the purpose.
- (3) An application under section 90(4) to cancel an alteration of a provision of the articles of an existing company may be made by the holders of at least 5% in aggregate of the number of the issued shares in the company or any class of the company's issued share capital or, if the company is not limited by shares, by at least 5% of the company's members.

3-31
第 622 章

第 3 部 —— 第 2 分部
第 92 條

- (a) 按它認為合適的條款及條件，全盤或局部取消有關修改，或全盤或局部確認有關修改；
- (b) 將法律程序押後，以作出令它滿意的安排，購買持異議的成員的權益；及
- (c) 作出它認為合宜的任何指示及命令，以執行或利便作出任何該等安排。

92. 某些修改對成員不具約束力

- (1) 儘管公司章程細則的任何條文另有規定，如在屬該公司的成員的人成為成員的日期後，有任何對該章程細則的修改生效，則在該項修改具有以下效力的範圍內，該成員不受該項修改約束 ——
 - (a) 該人須承購或認購多於該人在該項修改生效當日所持有的股份數目的股份；
 - (b) 以任何方式，增加該人在該日期就分擔該公司的股本所承擔的法律責任；或
 - (c) 以任何方式，增加該人向該公司支付款項所承擔的法律責任。
- (2) 如有關人士在有關修改生效之前、當日或之後，以書面同意受該項修改約束，則第 (1) 款不適用。

Part 3—Division 2
Section 92

3-32
Cap. 622

- (4) An application under section 90(4) may be made on behalf of the persons mentioned in subsection (3) by any one or more of them appointed in writing by all of them for the purpose.
- (5) An application under section 89(5) or 90(4) may only be made within 28 days after the date of passing the relevant special resolution.
- (6) On an application under section 89(5) or 90(4), the Court—
 - (a) may cancel or confirm the alteration (either wholly or in part), on any terms and conditions it thinks fit;
 - (b) may adjourn the proceedings so that an arrangement may be made to its satisfaction for the purchase of the interests of dissentient members; and
 - (c) may give any directions and make any order that it thinks expedient for facilitating or carrying into effect any such arrangement.

92. Certain alterations not binding on members

- (1) Despite any provision in a company's articles, a person who is a member of the company is not bound by any alteration of the articles that takes effect after the date on which the person became a member, if and so far as the alteration—
 - (a) requires the person to take or subscribe for more shares than the number of shares held by the person on the date on which the alteration takes effect;
 - (b) in any way increases the person's liability as at that date to contribute to the company's share capital; or
 - (c) in any way increases the person's liability as at that date to pay money to the company.
- (2) Subsection (1) does not apply if the person agrees in writing before, on or after the alteration taking effect to be bound by the alteration.

93. 公司須將修改納入章程細則內

- (1) 如公司的章程細則有任何修改，該公司須將該項修改，納入在該項修改生效的日期當日或之後發出的每份章程細則的文本內。
- (2) 如公司違反第 (1) 款，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款。

94. 影響私人公司的地位的修改

- (1) 如私人公司修改其章程細則，以致該章程細則不再符合第 11(1)(a) 條，則在該項修改生效的日期當日，該公司即不再是私人公司。
- (2) 除第 88(5) 條所規定的文件外，有關公司須於有關修改生效的日期後的 15 日內，將以下文件交付處長登記——
 - (a) 關於更改該公司的地位並符合指明格式的通知；及
 - (b) 該公司的符合以下說明的周年財務報表文本（經該公司的一名高級人員核證為真實者）——
 - (i) 按照第 379 條擬備；及
 - (ii) 為緊接該項修改生效的財政年度前的財政年度擬備。
- (3) 如公司違反第 (2)(a) 款，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$300。
- (4) 如公司違反第 (2)(b) 款，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。

93. Company must incorporate alteration into articles

- (1) If an alteration is made to a company's articles, the company must incorporate the alteration in every copy of the articles issued on or after the date on which the alteration takes effect.
- (2) If a company contravenes subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3.

94. Alteration affecting status of private company

- (1) If a private company alters its articles so that the articles no longer comply with section 11(1)(a), the company ceases to be a private company on the date on which the alteration takes effect.
- (2) In addition to the documents required under section 88(5), the company must, within 15 days after the date on which the alteration takes effect, deliver to the Registrar for registration—
 - (a) a notice of the change of the company's status in the specified form; and
 - (b) a copy (certified by an officer of the company to be true) of the company's annual financial statements that are—
 - (i) prepared in accordance with section 379; and
 - (ii) prepared for the financial year immediately before the financial year in which the alteration takes effect.
- (3) If a company contravenes subsection (2)(a), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3 and, in the case

95. 影響公眾公司的地位的修改

- (1) 如公眾公司修改其章程細則，以致該章程細則符合第 11(1)(a) 條，則在該項修改生效的日期當日，該公司即不再是公眾公司。
- (2) 除第 88(5) 條所規定的文件外，有關公司須於有關修改生效的日期後的 15 日內，將關於更改該公司的地位的通知交付處長登記，該通知須符合指明格式。
- (3) 如公司違反第 (2) 款，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$300。

96. 將由原訟法庭命令作出的修改通知處長

- (1) 如公司的章程細則的任何條文或公司的章程細則的任何條文的效力，被原訟法庭命令修改，該公司須在該項修改生效的日期後的 15 日內，將關於該項修改的通知交付處長登記，該通知須符合指明格式。
- (2) 修改通知須隨附 ——
 - (a) 有關命令的正式文本；及
 - (b) 經該命令修改的章程細則的文本。

of a continuing offence, to a further fine of \$300 for each day during which the offence continues.

- (4) If a company contravenes subsection (2)(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.

95. Alteration affecting status of public company

- (1) If a public company alters its articles so that the articles comply with section 11(1)(a), the company ceases to be a public company on the date on which the alteration takes effect.
- (2) In addition to the documents required under section 88(5), the company must, within 15 days after the date on which the alteration takes effect, deliver to the Registrar for registration a notice of the change of the company's status in the specified form.
- (3) If a company contravenes subsection (2), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3 and, in the case of a continuing offence, to a further fine of \$300 for each day during which the offence continues.

96. Notifying Registrar of alteration by order of Court

- (1) If any provision of a company's articles, or the effect of any provision of a company's articles, is altered by an order of the Court, the company must, within 15 days after the date on which the alteration takes effect, deliver to the Registrar for registration a notice of the alteration in the specified form.
- (2) A notice of alteration must be accompanied by—
 - (a) an office copy of the order; and

- (3) 如根據本條例的另一條文，有關公司須將有關命令的正式文本交付處長，則第 (2)(a) 款不適用。
- (4) 如公司違反第 (1) 或 (2) 款，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$300。

97. 向成員提供章程細則的文本

- (1) 公司須應其成員提出的要求，在收到要求後的 7 日內，向該成員提供其章程細則的最新文本。
- (2) 如公司違反第 (1) 款，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款。

第 5 次分部 —— 雜項條文**98. 原有公司的組織章程大綱的條件須視為章程細則的條文**

- (1) 在緊接本分部生效日期[#]前，載於原有公司的組織章程大綱並在當其時有效的條件就所有目的而言，均須視為該公司的章程細則的條文。
- (2) 如組織章程大綱是在本分部生效日期[#]當日或之後，按根據附表 11 具有持續效力的條文而註冊，載於該章程大綱的條件就所有目的而言，均須視為根據《前身條例》註冊的該公司的章程細則的條文。
- (3) 如在本分部生效日期[#]前，修改某原有公司的組織章程大綱的條件的特別決議，根據《前身條例》第 8(1) 或 25A(1) 條獲得通過，而該項修改於該日期當日或之後生效，則

(b) a copy of the articles as altered by the order.

- (3) Subsection (2)(a) does not apply if the company is required to deliver an office copy of the order to the Registrar under another provision of this Ordinance.
- (4) If a company contravenes subsection (1) or (2), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3 and, in the case of a continuing offence, to a further fine of \$300 for each day during which the offence continues.

97. Copies of articles to be provided to members

- (1) A company must, on request of a member of the company, provide, without charge, the member with an up-to-date copy of the company articles within 7 days after it receives the request.
- (2) If a company contravenes subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3.

Subdivision 5—Miscellaneous**98. Conditions of memorandum of association of existing company to be regarded as provisions of articles**

- (1) A condition that immediately before the commencement date[#] of this Division was contained in the memorandum of association of an existing company and was in force is, for all purposes, to be regarded as a provision of the company's articles.
- (2) If a memorandum of association is registered on or after the commencement date[#] of this Division under the provisions having a continuing effect under Schedule 11, a condition contained in that memorandum is, for all purposes, to be

經修改的條件就所有目的而言，均須視為根據《前身條例》註冊的該公司的章程細則的條文。

- (4) 儘管第 (1)、(2) 及 (3) 款另有規定，如第 (1) 或 (2) 款所述的條件述明以下事項，或第 (3) 款所述的經修改的條件述明以下事項，則在該條件關乎 (a) 或 (b) 段所述的事項的範圍內，該條件就所有目的而言，均須視為已被刪除，且不得視為該公司的章程細則的條文 ——
- (a) 有關原有公司建議登記或已登記的股本款額；或
- (b) 將該公司的股本分為款額固定的股份。
- (5) 在緊接本分部生效日期[#]前有效的任何條例中，或在該日期前製備的任何其他文件中 ——
- (a) 提述原有公司的組織章程大綱，即提述該公司的章程細則；及
- (b) 提述原有公司的組織章程大綱的條件，即提述該公司的章程細則的條文。

編輯附註：

[#] 生效日期：2014 年 3 月 3 日。

regarded as a provision of the company's articles registered under the predecessor Ordinance.

- (3) If, before the commencement date[#] of this Division, a special resolution altering a condition of the memorandum of association of an existing company was passed under section 8(1) or 25A(1) of the predecessor Ordinance and the alteration takes effect on or after that date, then the altered condition is, for all purposes, to be regarded as a provision of the company's articles registered under the predecessor Ordinance.
- (4) Despite subsections (1), (2) and (3), if a condition mentioned in subsection (1) or (2), or an altered condition mentioned in subsection (3), states—
- (a) the amount of share capital with which the existing company proposes to be registered or is registered; or
- (b) the division of the share capital of the company into shares of a fixed amount,
- the condition is, to the extent that it relates to the matter mentioned in paragraph (a) or (b), for all purposes, to be regarded as deleted and not to be regarded as a provision of the company's articles.
- (5) In any Ordinance in force immediately before the commencement date[#] of this Division, or in any other document made before that date—
- (a) a reference to the memorandum of association of an existing company is a reference to the company's articles; and
- (b) a reference to a condition of the memorandum of association of an existing company is a reference to a provision of the company's articles.

Editorial Note:

Commencement date: 3 March 2014.

99. 擔保有限公司的章程細則

- (1) 本條適用於 ——
- (a) 在 1912 年 1 月 1 日當日或之後根據某《舊有公司條例》註冊的無股本擔保有限公司；及
 - (b) 根據本條例註冊為擔保有限公司的公司。
- (2) 如公司的章程細則的任何條文，或該公司的任何決議的任何條文，看來是給予任何人權利，以非成員身分分享該公司的可分攤利潤，該條文即屬無效。
- (3) 就本條例中關乎擔保有限公司的章程細則的條文而言，如該公司的章程細則的任何條文，或該公司的任何決議的任何條文，看來是將該公司的業務分成股份或權益，該條文須視為關於股本的條文。

第 3 分部 —— 公司名稱**第 1 次分部 —— 公司名稱的限制****100. 公司不得以某些名稱註冊**

- (1) 公司不得以下述名稱註冊 ——
- (a) 與出現於《公司名稱索引》內的名稱相同的名稱；
 - (b) 與根據某條例成立為法人團體或設立的法人團體的名稱相同的名稱；
 - (c) 處長認為由該公司使用即會構成刑事罪行的名稱；或

99. Articles of company limited by guarantee

- (1) This section applies to—
- (a) a company limited by guarantee registered under a former Companies Ordinance on or after 1 January 1912 that does not have a share capital; and
 - (b) a company registered as a company limited by guarantee under this Ordinance.
- (2) A provision in the company's articles, or in any resolution of the company, purporting to give a person a right to participate in the company's divisible profits otherwise than as a member is void.
- (3) For the purposes of a provision of this Ordinance relating to the articles of a company limited by guarantee, a provision in the company's articles, or in any resolution of the company, purporting to divide the company's undertaking into shares or interests, is to be regarded as a provision for a share capital.

Division 3—Company Name**Subdivision 1—Restriction on Company Name****100. Company must not be registered by certain names**

- (1) A company must not be registered by—
- (a) a name that is the same as a name appearing in the Index of Company Names;
 - (b) a name that is the same as a name of a body corporate incorporated or established under an Ordinance;
 - (c) a name the use of which by the company would, in the Registrar's opinion, constitute a criminal offence; or

- (d) 處長認為屬令人反感或因其他原因屬違反公眾利益的名稱。
- (2) 除非獲得處長的事先批准，否則公司不得以下述名稱註冊——
- (a) 處長認為會令人產生以下印象的名稱：該公司與——
- (i) 中央人民政府；
 - (ii) 政府；或
 - (iii) 中央人民政府的任何部門或機關，或政府的任何部門或機關，有任何方面的聯繫；
- (b) 載有當其時根據第 101 條作出的命令指明的任何字或詞的名稱；或
- (c) 與就以下指示為之作出的名稱相同的名稱——
- (i) 根據第 108、109 或 771 條作出的指示；或
 - (ii) 在 2010 年 12 月 10 日或之後根據《前身條例》第 22 或 22A 條作出的指示。

101. 財政司司長可為第 100(2)(b) 條指明字或詞

財政司司長可藉於憲報刊登的命令，為施行第 100(2)(b) 條而指明任何字或詞。

第 2 次分部 —— 有限公司名稱以 “Limited” 等作為最後一個字

- 102. 有限公司不得以沒有 “Limited” 等作為名稱最後一個字註冊**
有限公司不得以下述名稱註冊——

- (d) a name that, in the Registrar’s opinion, is offensive or otherwise contrary to the public interest.
- (2) Except with the Registrar’s prior approval, a company must not be registered by—
- (a) a name that, in the Registrar’s opinion, would be likely to give the impression that the company is connected in any way with—
- (i) the Central People’s Government;
 - (ii) the Government; or
 - (iii) any department or agency of the Central People’s Government or the Government;
- (b) a name that contains any word or expression for the time being specified in an order under section 101; or
- (c) a name that is the same as a name for which a direction has been given under—
- (i) section 108, 109 or 771; or
 - (ii) section 22 or 22A of the predecessor Ordinance on or after 10 December 2010.

101. Financial Secretary may specify word or expression for section 100(2)(b)

The Financial Secretary may, by order published in the Gazette, specify any word or expression for the purposes of section 100(2)(b).

Subdivision 2—Limited Company Name with “Limited” as Last Word etc.

- 102. Limited company must not be registered without “Limited” as last word of name etc.**
A limited company must not be registered by—

3-45
第 622 章

第 3 部 —— 第 3 分部
第 103 條

- (a) (如該公司只有英文名稱)沒有以“Limited”作為最後一個字的名稱；
- (b) (如該公司只有中文名稱)沒有以“有限公司”作為最後 4 個字的名稱；或
- (c) (如該公司兼有中文名稱及英文名稱)——
 - (i) 沒有以“Limited”作為最後一個字的英文名稱；及
 - (ii) 沒有以“有限公司”作為最後 4 個字的中文名稱。

103. 略去“Limited”等的處長特許證

- (1) 如有證明提出致使處長信納以下事宜，則處長可就擬組成為有限公司的組織，行使第 (2) 款所指的權力——
 - (a) 該公司是為促進商業、藝術、科學、宗教或慈善或任何其他有用的宗旨而組成；
 - (b) 該組織擬將該公司的利潤或其他收入用於促進其宗旨；及
 - (c) 該組織擬禁止向該公司的成員支付股息。
- (2) 處長可藉特許證，准許有關組織以下述名稱註冊為有限公司——
 - (a) (如該公司只有英文名稱)沒有以“Limited”作為最後一個字的名稱；
 - (b) (如該公司只有中文名稱)沒有以“有限公司”作為最後 4 個字的名稱；或
 - (c) (如該公司兼有中文名稱及英文名稱)——
 - (i) 沒有以“Limited”作為最後一個字的英文名稱；及
 - (ii) 沒有以“有限公司”作為最後 4 個字的中文名稱。

Part 3—Division 3
Section 103

3-46
Cap. 622

- (a) if the company has an English name only, a name without “Limited” as the last word of the name;
- (b) if the company has a Chinese name only, a name without “有限公司” as the last 4 characters of the name; or
- (c) if the company has both an English name and a Chinese name—
 - (i) an English name without “Limited” as the last word of the name; and
 - (ii) a Chinese name without “有限公司” as the last 4 characters of the name.

103. Registrar’s licence to dispense with “Limited” etc.

- (1) The Registrar may exercise the power under subsection (2) in respect of an association intended to be formed as a limited company, if it is proved to the Registrar’s satisfaction that—
 - (a) the company is to be formed for promoting commerce, art, science, religion or charity or any other useful objects;
 - (b) the association intends to apply the company’s profits or other income in promoting its objects; and
 - (c) the association intends to prohibit the payment of dividends to the company’s members.
- (2) The Registrar may, by licence, permit the association to be registered as a limited company by—
 - (a) if the company has an English name only, a name without “Limited” as the last word of the name;
 - (b) if the company has a Chinese name only, a name without “有限公司” as the last 4 characters of the name; or

- (3) 如有證明提出致使處長信納以下事宜，則處長可就有限公司行使第 (4) 款所指的權力 ——
- (a) 該公司的宗旨限於 ——
- (i) 促進商業、藝術、科學、宗教或慈善或任何其他有用的宗旨；及
- (ii) 第 (i) 節所述的宗旨所附帶的宗旨，或對第 (i) 節所述的宗旨有助的宗旨；
- (b) 該公司的章程細則規定，該公司須將其利潤或其他收入用於促進其宗旨；及
- (c) 該公司的章程細則禁止該公司向其成員支付股息。
- (4) 處長可藉特許證，准許有關有限公司 ——
- (a) (如該公司只有英文名稱) 更改該公司的名稱，以將“Limited”一字從該名稱中刪除；
- (b) (如該公司只有中文名稱) 更改該公司的名稱，以將“有限公司”字樣從該名稱中刪除；或
- (c) (如該公司兼有中文名稱及英文名稱) ——
- (i) 更改該公司的英文名稱，以將“Limited”一字從該名稱中刪除；及
- (ii) 更改該公司的中文名稱，以將“有限公司”字樣從該名稱中刪除。
- (5) 根據第 (4) 款所述的特許證作出的公司名稱更改，只可藉特別決議作出；而第 107(2)、(3)、(4)、(5) 及 (6) 條適用於該項更改，猶如該條適用於根據第 107 條作出的公司名稱更改一樣。
- (6) 為免生疑問，以根據本條批予的特許證所指的名稱註冊的公司 ——
- (a) 享有有限公司的特權；及
- (b) 在符合第 105(1) 條的規定下，負有有限公司的責任。

- (c) if the company has both an English name and a Chinese name—
- (i) an English name without “Limited” as the last word of the name; and
- (ii) a Chinese name without “有限公司” as the last 4 characters of the name.
- (3) The Registrar may exercise the power under subsection (4) in respect of a limited company, if it is proved to the Registrar’s satisfaction that—
- (a) the objects of the company are restricted to—
- (i) promoting commerce, art, science, religion or charity or any other useful objects; and
- (ii) objects incidental or conducive to the objects mentioned in subparagraph (i);
- (b) the company is required by its articles to apply its profits or other income in promoting its objects; and
- (c) the company is prohibited by its articles from paying dividends to its members.
- (4) The Registrar may, by licence, permit the limited company to—
- (a) if the company has an English name only, change the name to delete from it the word “Limited”;
- (b) if the company has a Chinese name only, change the name to delete from it the characters “有限公司”; or
- (c) if the company has both an English name and a Chinese name—
- (i) change the English name to delete from it the word “Limited”; and
- (ii) change the Chinese name to delete from it the characters “有限公司”.

104. 特許證的條款及條件

- (1) 處長可在其認為合適的條款及條件的規限下，批予第 103 條所指的特許證。
- (2) 上述條款及條件 ——
 - (a) 對有關公司具約束力；及
 - (b) (如處長指示須將該等條款及條件納入該公司的章程細則內) 須納入該章程細則內。

105. 特許證的效力

- (1) 第 103 條所指的特許證所關乎的公司，獲豁免而無需遵守 ——
 - (a) 第 102 條；
 - (b) 根據第 659 條訂立的、關乎使用“Limited”一字作為其英文名稱的一部分或使用“有限公司”字樣作為其中文名稱的一部分的規例；及
 - (c) (就將關於成員的詳情交付處長而言) 第 662 條。
- (2) 在第 103 條所指的特許證仍然有效期間，除非修改是根據在本條或第 104(2)(b) 條之下發出的指示作出，或獲處長事先書面批准，否則有關公司不得修改其章程細則。

- (5) A change of company name under a licence mentioned in subsection (4) may only be made by special resolution, and section 107(2), (3), (4), (5) and (6) applies to such a change as it applies to a change of company name under section 107.
- (6) To avoid doubt, a company registered by a name under a licence granted under this section—
 - (a) has the privileges of a limited company; and
 - (b) subject to section 105(1), has the obligations of a limited company.

104. Terms and conditions of licence

- (1) A licence under section 103 may be granted on any terms and conditions the Registrar thinks fit.
- (2) The terms and conditions—
 - (a) are binding on the company; and
 - (b) are to be incorporated in the articles of the company if the Registrar so directs.

105. Effect of licence

- (1) The company to which a licence under section 103 relates is exempt from—
 - (a) section 102;
 - (b) regulations made under section 659 in relation to the use of the word “Limited” as part of its English name or use of the characters “有限公司” as part of its Chinese name; and
 - (c) section 662 in relation to the delivery of particulars relating to members to the Registrar.
- (2) While a licence under section 103 remains in force, the company must not alter its articles except under a direction

- (3) 在根據第 (2) 款給予批准時，處長可更改有關特許證，使該特許證受處長認為合適的條款及條件所規限，以增補或代替在緊接該項更改前規限該特許證的條款或條件。
- (4) 根據第 (3) 款施加的條款及條件 ——
 - (a) 對有關公司具約束力；及
 - (b) (如處長指示須將該等條款及條件納入該公司的章程細則內) 須納入該章程細則內。

106. 特許證的撤銷

- (1) 處長如信納 ——
 - (a) 有關公司沒有遵守規限根據第 103 條批予的特許證的任何條款或條件；或
 - (b) 第 103(1) 或 (3) 條 (視屬何情況而定) 指明的任何一項或多於一項的規定不再獲符合，
 可隨時撤銷該特許證。
- (2) 在撤銷特許證之前，處長須 ——
 - (a) 將處長撤銷該特許證的意向，以書面通知有關公司；及
 - (b) 給予該公司陳詞的機會。
- (3) 處長如撤銷特許證，須向有關公司發出關於撤銷的書面通知。
- (4) 特許證一經撤銷，有關公司即不再有權獲第 105(1) 條所述的豁免。
- (5) 有關公司須在撤銷通知所指明的限期內，藉特別決議，對其名稱作出以下更改 ——

given under this section or section 104(2)(b) or with the Registrar's prior written approval.

- (3) On granting an approval under subsection (2), the Registrar may vary the licence by making it subject to any terms and conditions he or she thinks fit, in addition to or in place of the terms or conditions to which the licence was subject immediately before the variation.
- (4) The terms and conditions imposed under subsection (3)—
 - (a) are binding on the company; and
 - (b) are to be incorporated in the articles of the company if the Registrar so directs.

106. Revocation of licence

- (1) The Registrar may at any time revoke a licence granted under section 103 on being satisfied that—
 - (a) the company has failed to comply with any of the terms or conditions to which the licence is subject; or
 - (b) any one or more of the requirements specified in section 103(1) or (3) (as the case may be) are no longer met.
- (2) Before revoking a licence, the Registrar—
 - (a) must notify the company in writing of the Registrar's intention to do so; and
 - (b) must give the company an opportunity to be heard.
- (3) If a licence is revoked, the Registrar must give the company a notice in writing of the revocation.
- (4) On the revocation of a licence, the company ceases to be entitled to the exemptions mentioned in section 105(1).
- (5) Within the period specified in the notice of revocation, the company must change its name by special resolution to—

- (a) (如該公司只有英文名稱)加入“Limited”作為該名稱的最後一個字；
- (b) (如該公司只有中文名稱)加入“有限公司”作為該名稱的最後 4 個字；及
- (c) (如該公司兼有中文名稱及英文名稱)——
 - (i) 加入“Limited”作為該英文名稱的最後一個字；及
 - (ii) 加入“有限公司”作為該中文名稱的最後 4 個字。
- (6) 第 107(2)、(3)、(4)、(5) 及 (6) 條適用於根據第 (5) 款作出的公司名稱更改，猶如該條適用於根據第 107 條作出的公司名稱更改一樣。
- (7) 如有關公司沒有遵守第 (5) 款，處長須在公司登記冊內——
 - (a) (如該公司只有英文名稱)加入“Limited”作為該名稱的最後一個字；
 - (b) (如該公司只有中文名稱)加入“有限公司”作為該名稱的最後 4 個字；及
 - (c) (如該公司兼有中文名稱及英文名稱)——
 - (i) 加入“Limited”作為該英文名稱的最後一個字；及
 - (ii) 加入“有限公司”作為該中文名稱的最後 4 個字。

第 3 次分部 —— 公司名稱更改

107. 公司可藉特別決議更改名稱

- (1) 公司可藉特別決議更改公司名稱。

- (a) if the company has an English name only, add “Limited” as the last word of the name;
- (b) if the company has a Chinese name only, add “有限公司” as the last 4 characters of the name; and
- (c) if the company has both an English name and a Chinese name——
 - (i) add “Limited” as the last word of the English name; and
 - (ii) add “有限公司” as the last 4 characters of the Chinese name.
- (6) Section 107(2), (3), (4), (5) and (6) applies to a change of company name under subsection (5) as it applies to a change of company name under section 107.
- (7) If the company fails to comply with subsection (5), the Registrar must in the Companies Register——
 - (a) if the company has an English name only, add “Limited” as the last word of the name;
 - (b) if the company has a Chinese name only, add “有限公司” as the last 4 characters of the name; and
 - (c) if the company has both an English name and a Chinese name——
 - (i) add “Limited” as the last word of the English name; and
 - (ii) add “有限公司” as the last 4 characters of the Chinese name.

Subdivision 3—Change of Company Name

107. Company may change name by special resolution

- (1) A company may change a company name by special

- (2) 公司須在有關特別決議通過的日期後的 15 日內，將符合指明格式的更改公司名稱通知交付處長登記。
- (3) 在收到第 (2) 款所指的通知後，除非有關新名稱根據第 100 條不得註冊為有關公司的名稱，否則處長須 ——
 - (a) 將新名稱記入公司登記冊，以取代前有名稱；及
 - (b) 向該公司發出更改名稱證明書。
- (4) 名稱的更改，在有關更改名稱證明書發出的日期生效。
- (5) 根據本條作出的名稱更改，不影響有關公司的任何權利或義務，亦不會使由該公司所提起或針對該公司而提起的法律程序欠妥。本來可由該公司以其前有名稱展開或繼續的法律程序，均可由該公司以其新名稱展開或繼續，而可用該公司的前有名稱針對該公司展開或繼續的法律程序，均可用該公司的新名稱針對該公司展開或繼續。
- (6) 如公司違反第 (2) 款，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$300。

108. 處長可指示公司更改相同或類似的名稱等

- (1) 如有以下情況，處長可藉書面通知，指示公司在該通知所指明的限期內，更改該公司根據本條例或《前身條例》註冊的名稱 ——
 - (a) 該名稱在註冊時，與出現於或應出現於根據《前身條例》第 22C 條備存的名稱索引或《公司名稱索引》內

resolution.

- (2) Within 15 days after the date of passing the special resolution, the company must deliver to the Registrar for registration a notice in the specified form of the change of company name.
- (3) After receipt of a notice under subsection (2), the Registrar must, unless the new name is a name by which the company must not be registered under section 100—
 - (a) enter the new name in the Companies Register in place of the former name; and
 - (b) issue to the company a certificate of change of name.
- (4) The change of the name has effect from the date on which the certificate of change of name is issued.
- (5) A change of name under this section does not affect any rights or obligations of the company or render defective any legal proceedings by or against it. Any legal proceedings that could have been commenced or continued by or against it by its former name may be commenced or continued by or against it by its new name.
- (6) If a company contravenes subsection (2), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3 and, in the case of a continuing offence, to a further fine of \$300 for each day during which the offence continues.

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

- (1) The Registrar may by notice in writing direct a company to change, within the period specified in the notice, a name by which the company is registered under this Ordinance or the predecessor Ordinance if—

- 的另一名稱相同，或處長認為該名稱在註冊時，與該另一名稱太過相似；
- (b) 該名稱在註冊時，與根據某條例成立為法人團體或設立的法人團體的名稱相同，或處長認為該名稱在註冊時，與該法人團體的名稱太過相似；
 - (c) 處長覺得有人曾為了該公司以該名稱註冊而提供具誤導性的資料；
 - (d) 處長覺得為了該公司以該名稱註冊而作出的任何承諾或擔保未獲履行；或
 - (e) 該名稱在註冊時，屬因第 100(2)(a) 或 (b) 條該公司不得以之註冊的名稱。
- (2) 在公司根據本條例或任何《舊有公司條例》以某名稱註冊後，如 ——
- (a) 法院作出命令，禁制該公司使用該名稱或該名稱任何部分；及
 - (b) 該命令所惠及的人將該命令的正式文本及符合指明格式的通知，交付處長登記，
- 則處長可藉書面通知，指示該公司在該通知所指明的限期內，更改該名稱。
- (3) 指示只可在以下時間內發出 ——
- (a) (如屬第 (1)(a) 或 (b) 款的情況) 以有關名稱註冊的日期後的 12 個月；
 - (b) (如屬第 (1)(c) 或 (d) 款的情況) 以該名稱註冊的日期後的 5 年；及
 - (c) (如屬第 (1)(e) 款的情況) 以該名稱註冊的日期後的 3 個月。
- (4) 處長可在根據第 (1) 或 (2) 款發出的通知所指明的限期結束前，藉書面通知，延長該限期。
- (5) 如公司沒有在有關通知所指明的限期內遵從指示，亦沒有在根據第 (4) 款延長的限期內遵從指示，該公司及其每

- (a) the name is, as at the time of the registration, the same as or in the Registrar's opinion too like a name that appeared or should have appeared in the index of names kept under section 22C of the predecessor Ordinance or in the Index of Company Names;
 - (b) the name is, as at the time of the registration, the same as or in the Registrar's opinion too like a name of a body corporate incorporated or established under an Ordinance;
 - (c) it appears to the Registrar that misleading information has been given for the company's registration by the name;
 - (d) it appears to the Registrar that any undertaking or assurance given for the registration by the name has not been fulfilled; or
 - (e) the name is a name by which, as at the time of the registration, the company must not be registered because of section 100(2)(a) or (b).
- (2) The Registrar may by notice in writing direct a company to change, within the period specified in the notice, a name by which the company is registered under this Ordinance or any former Companies Ordinance if, after the company is registered by the name—
- (a) a court makes an order restraining the company from using the name or any part of the name; and
 - (b) an office copy of the order, and a notice in the specified form, are delivered to the Registrar for registration by a person in whose favour the order is made.
- (3) A direction may only be given—
- (a) in the case of subsection (1)(a) or (b), within 12 months after the date of registration by the name;

名責任人均屬犯罪，可各處第 6 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$2,000。

109. 處長可指示公司更改具誤導性或令人反感的名稱等

- (1) 如有以下情況，處長可藉書面通知，指示公司更改其根據本條例或任何《舊有公司條例》註冊的名稱——
 - (a) 處長認為該名稱在顯示該公司活動性質方面的誤導性，達到相當可能會對公眾造成損害的程度；或
 - (b) 該名稱在註冊時，屬因第 100(1)(c) 或 (d) 條該公司不得以之註冊的名稱。
- (2) 有關公司須在有關指示的日期後的 6 個星期內，或（如有關限期根據第 (4) 款延長）在經延長的限期內，遵從該指示。
- (3) 公司可在指示的日期後的 3 個星期內，針對該指示向行政上訴委員會提出上訴。
- (4) 處長可在有關指示的日期後的 6 個星期的限期結束前，藉書面通知，延長該限期。

- (b) in the case of subsection (1)(c) or (d), within 5 years after the date of registration by the name; and
- (c) in the case of subsection (1)(e), within 3 months after the date of registration by the name.
- (4) The Registrar may, before the end of the period specified in a notice given under subsection (1) or (2), by notice in writing extend the period.
- (5) If a company fails to comply with a direction within the period specified in the notice or, if the period is extended under subsection (4), within the extended period, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 6 and, in the case of a continuing offence, to a further fine of \$2,000 for each day during which the offence continues.

109. Registrar may direct company to change misleading or offensive name etc.

- (1) The Registrar may by notice in writing direct a company to change a name by which the company is registered under this Ordinance or any former Companies Ordinance if—
 - (a) the Registrar is of the opinion that the name gives so misleading an indication of the nature of the company's activities as to be likely to cause harm to the public; or
 - (b) the name is a name by which, as at the time of the registration, the company must not be registered because of section 100(1)(c) or (d).
- (2) The company must comply with a direction within the period of 6 weeks after the date of the direction or, if the period is extended under subsection (4), within the extended period.
- (3) A company may, within 3 weeks after the date of a direction, appeal to the Administrative Appeals Board against the direction.

- (5) 如公司違反第 (2) 款，該公司及其每名責任人均屬犯罪，可各處第 6 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$2,000。

110. 處長可在公司沒有遵從指示時更改公司名稱

(1) 如有以下情況，本條適用 ——

- (a) 處長根據第 108(1) 或 (2) 或 109(1) 條指示某公司更改名稱，或在 2010 年 12 月 10 日或之後，根據《前身條例》第 22 或 22A 條指示某公司更改名稱；及
- (b) 該公司 ——
 - (i) (如屬第 108(1) 或 (2) 條所指的指示) 沒有在有關通知所指明的限期內，亦 (如該限期根據第 108(4) 條延長) 沒有在經延長的限期內，遵從該指示；
 - (ii) (如屬第 109(1) 條所指的指示) 沒有在第 109(2) 條所指明的有關限期內，遵從該指示；
 - (iii) (如屬《前身條例》第 22(2)、(3A)、(3B) 或 (4) 條所指的指示) 沒有在處長所指明的限期內，亦 (如該限期根據該條例第 22(5) 條延長) 沒有在經延長的限期內，遵從該指示；或
 - (iv) (如屬《前身條例》第 22A(1) 或 (1A) 條所指的指示) 沒有在該條例第 22A(2) 條所指明的限期內，亦 (如法院就該指示根據該條例第 22A(3) 條指明限期) 沒有在法院所指明的限期內，遵從該指示。

- (4) The Registrar may, before the end of the period of 6 weeks after the date of the direction, by notice in writing extend the period.
- (5) If a company contravenes subsection (2), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 6 and, in the case of a continuing offence, to a further fine of \$2,000 for each day during which the offence continues.

110. Registrar may change company name in case of failure to comply with direction

(1) This section applies if—

- (a) the Registrar directs a company to change a name under section 108(1) or (2) or 109(1) or, on or after 10 December 2010 under section 22 or 22A of the predecessor Ordinance; and
- (b) the company fails to comply with the direction—
 - (i) in the case of a direction under section 108(1) or (2), within the period specified in the notice or, if the period is extended under section 108(4), within the extended period;
 - (ii) in the case of a direction under section 109(1), within the relevant period specified in section 109(2);
 - (iii) in the case of a direction under section 22(2), (3A), (3B) or (4) of the predecessor Ordinance, within the period specified by the Registrar or, if the period is extended under section 22(5) of that Ordinance, within the extended period; or
 - (iv) in the case of a direction under section 22A(1) or (1A) of the predecessor Ordinance, within the period specified in section 22A(2) of that

- (2) 在不局限第 108(5) 或 109(5) 條或《前身條例》第 22(6) 或 22A(4) 條 (視屬何情況而定) 的原則下 ——
- (a) 如有關名稱是英文名稱，處長可將該名稱更改為符合以下說明的名稱：該名稱包含“Company Registration Number”的字樣，及在該字樣後加上在該公司的公司註冊證明書述明的註冊編號；
 - (b) 如有關名稱是中文名稱，處長可將該名稱更改為符合以下說明的名稱：該名稱包含“公司註冊編號”的字樣，及在該字樣後加上在該公司的公司註冊證明書述明的註冊編號；或
 - (c) 如有關名稱包含一個英文名稱及一個中文名稱，處長可將該等名稱更改為符合以下說明的名稱 ——
 - (i) 一個新的英文名稱，該新名稱包含“Company Registration Number”的字樣，及在該字樣後加上在該公司的公司註冊證明書述明的註冊編號；及
 - (ii) 一個新的中文名稱，該新名稱包含“公司註冊編號”的字樣，及在該字樣後加上在該公司的公司註冊證明書述明的註冊編號。
- (3) 處長須將新名稱記入公司登記冊，以取代前有名稱。
- (4) 名稱的更改，在新名稱記入公司登記冊的日期生效。
- (5) 在新名稱記入公司登記冊的日期後的 30 日內，處長須 ——
- (a) 以書面通知有關公司 ——
 - (i) 該公司的名稱已更改的事實；
 - (ii) 新名稱；及
 - (iii) 該項更改根據第 (4) 款生效的日期；及
 - (b) 藉在憲報刊登公告，公布該事實、該新名稱及該日期。

- Ordinance or, if a period is specified by the court under section 22A(3) of that Ordinance for the direction, within the period specified by the court.
- (2) Without limiting section 108(5) or 109(5), or section 22(6) or 22A(4) of the predecessor Ordinance (as the case may be), the Registrar may change the name to—
- (a) in the case of an English name, a name that consists of the words “Company Registration Number” as its prefix, followed by the registration number of the company as stated in the certificate of incorporation;
 - (b) in the case of a Chinese name, a name that consists of the characters “公司註冊編號” as its prefix, followed by the registration number of the company as stated in the certificate of incorporation; or
 - (c) in the case of a name consisting of both an English name and a Chinese name—
 - (i) an English name that consists of the words “Company Registration Number” as its prefix, followed by the registration number of the company as stated in the certificate of incorporation; and
 - (ii) a Chinese name that consists of the characters “公司註冊編號” as its prefix, followed by the registration number of the company as stated in the certificate of incorporation.
- (3) The Registrar must enter the new name in the Companies Register in place of the former name.
- (4) The change of name has effect from the date on which the new name is entered in the Companies Register.
- (5) Within 30 days after the date of entering the new name in the Companies Register, the Registrar—

- (6) 根據本條作出的名稱更改，不影響有關公司的任何權利或義務，亦不會使由該公司所提起或針對該公司而提起的法律程序欠妥。本來可由該公司以其前有名稱展開或繼續的法律程序，均可由該公司以其新名稱展開或繼續，而可用該公司的前有名稱針對該公司展開或繼續的法律程序，均可用該公司的新名稱針對該公司展開或繼續。

- (a) must by notice in writing notify the company of—
- (i) the fact that a name of the company has been changed;
 - (ii) the new name; and
 - (iii) the date on which the change takes effect under subsection (4); and
- (b) must by notice in the Gazette notify that fact, the new name and that date.
- (6) A change of name under this section does not affect any rights or obligations of the company or render defective any legal proceedings by or against it. Any legal proceedings that could have been commenced or continued by or against it by its former name may be commenced or continued by or against it by its new name.

第 4 次分部 —— 補充條文

Subdivision 4—Supplementary Provision

111. 斷定某名稱是否與另一名稱相同或類似

111. Determining whether name is same as or similar to another name

- (1) 本條適用於 ——
- (a) 為施行第 100(1)(a) 或 (b) 或 (2)(c) 或 108(1)(a) 或 (b) 條而斷定某名稱是否與另一名稱相同；或
 - (b) 為施行第 108(1)(a) 或 (b) 條而斷定某名稱是否與另一名稱太過相似。
- (2) 如名稱的第一個字是定冠詞，該定冠詞須不予理會。
- (3) 如第 (4) 款指明的任何字、詞或字樣 (或任何該字、詞或字樣的縮寫) 出現在有關名稱的末端，該字、詞、字樣或縮寫須不予理會。
- (4) 上述字、詞或字樣為 ——
- (a) “company”；
 - (b) “and company”；

- (1) This section applies in determining—
- (a) whether a name is the same as another name for the purposes of section 100(1)(a) or (b) or (2)(c) or 108(1)(a) or (b); or
 - (b) whether a name is too like another name for the purposes of section 108(1)(a) or (b).
- (2) If the definite article is the first word of the name, the definite article must be disregarded.
- (3) If any of the words, expressions or characters specified in subsection (4), or an abbreviation of any of them, appears at the end of the name, the word, expression, character or abbreviation must be disregarded.

- (c) “company limited”；
- (d) “and company limited”；
- (e) “limited”；
- (f) “unlimited”；
- (g) “public limited company”；
- (h) “公司”；
- (i) “有限公司”；
- (j) “無限公司”；
- (k) “公眾有限公司”。
- (5) 以下各項須不予理會 ——
 - (a) 字母的字體或字母的大楷或小楷；
 - (b) 字母之間的空位；
 - (c) 重音符號；
 - (d) 標點符號。
- (6) 以下詞句須視為相同 ——
 - (a) “and” 及 “&”；
 - (b) “Hong Kong”、“Hongkong” 及 “HK”；
 - (c) “Far East” 及 “FE”。
- (7) 如處長在顧及某 2 個不同的中文字在香港的使用情況後，信納該 2 個中文字按理可相互交替使用，則該 2 個中文字須視為相同。

- (4) The words, expressions or characters are—
 - (a) “company”；
 - (b) “and company”；
 - (c) “company limited”；
 - (d) “and company limited”；
 - (e) “limited”；
 - (f) “unlimited”；
 - (g) “public limited company”；
 - (h) “公司”；
 - (i) “有限公司”；
 - (j) “無限公司”；
 - (k) “公眾有限公司”。
- (5) The following must be disregarded—
 - (a) type or case of letters；
 - (b) spaces between letters；
 - (c) accent marks；
 - (d) punctuation marks.
- (6) The following expressions are to be regarded as the same—
 - (a) “and” and “&”；
 - (b) “Hong Kong”, “Hongkong” and “HK”；
 - (c) “Far East” and “FE”.
- (7) A Chinese character is to be regarded as the same as another Chinese character if the Registrar is satisfied, having regard to the usage of the 2 characters in Hong Kong, that the 2 characters can reasonably be used interchangeably.

第 4 分部 —— 成員資格

Division 4—Membership

112. 公司成員

- (1) 公司的創辦成員須視為已同意成為該公司的成員。
- (2) 在公司註冊時，該公司的創辦成員須作為成員，記入該公司的成員登記冊。
- (3) 如任何其他同意成為公司成員的人的姓名或名稱，已作為成員記入該公司的成員登記冊，該人即為該公司的成員。

113. 控權公司的成員

- (1) 除本條另有規定外 ——
 - (a) 如某法人團體是某公司的附屬公司，該法人團體不得是該公司的成員；及
 - (b) 如將公司的股份配發或轉讓予屬該公司的附屬公司的法人團體，該項配發或轉讓屬無效。
- (2) 如有以下情況，第 (1) 款不適用 ——
 - (a) 有關法人團體是以遺產代理人身份作為有關公司的成員；或
 - (b) 該法人團體是以受託人身份作為該公司的成員，而有關控權公司或其任何附屬公司並無根據有關信託享有實益權益。
- (3) 就第 (2)(b) 款而言，如某公司或附屬公司僅為了在通常業務運作（包括貸款）中達成某項交易，而以保證方式根據有關信託享有權益，則該公司或附屬公司並無根據該信託享有實益權益。
- (4) 凡在 1984 年 8 月 31 日時，法人團體已是其控權公司成員，第 (1) 款並不阻止該法人團體繼續作為該成員。

112. Members of company

- (1) A founder member of a company is to be regarded as having agreed to become a member of the company.
- (2) On the registration of a company, a founder member of the company must be entered, as a member, in the company's register of members.
- (3) Any other person who agrees to become a member of a company and whose name is entered, as a member, in the company's register of members is a member of the company.

113. Members of holding company

- (1) Subject to this section—
 - (a) a body corporate cannot be a member of a company of which the body corporate is a subsidiary; and
 - (b) any allotment or transfer of shares in a company to a body corporate that is a subsidiary of the company is void.
- (2) Subsection (1) does not apply if—
 - (a) the body corporate is a member of the company as a personal representative; or
 - (b) the body corporate is a member of the company as a trustee, and the holding company or any of its subsidiaries is not beneficially interested under the trust.
- (3) For the purposes of subsection (2)(b), a company or subsidiary is not beneficially interested under a trust if it is interested under the trust only by way of security for the purpose of a transaction entered into by it in the ordinary course of a business (including the lending of money).

- (5) 凡公司在成為另一間公司的附屬公司當日，已是該另一間公司的成員，第(1)款並不阻止該公司繼續作為該成員。
- (6) 第(1)款並不阻止法人團體憑藉——
- (a) 行使附於該法人團體在 1984 年 8 月 31 日持有的該法人團體的控權公司的任何股份的任何轉換權利；或
- (b) 行使該法人團體在 1984 年 8 月 31 日持有的該控權公司的任何債權證的任何轉換權利，
- 而成為該控權公司的成員，或獲配發該控權公司的股份。
- (7) 如某法人團體是其控權公司的成員，第(1)款並不阻止該法人團體接受或持有更多該控權公司的股份，但該等股份須屬該控權公司因將儲備或利潤資本化，而作為全部繳足股款的股份向該法人團體配發。
- (8) 如公司向其成員作出股份要約，該公司可——
- (a) 代表其任何附屬公司，出售如非有本條便本可由該附屬公司憑藉其已持有的該公司股份而取得的上述要約股份；及
- (b) 向該附屬公司支付售賣收益。
- (9) 即使某法人團體是其控權公司的成員，該法人團體無權在以下會議上表決——
- (a) 該控權公司的會議；或
- (b) 該控權公司的任何類別成員的會議。
- (10) 如有關法人團體是在第(2)款描述的情況下屬有關控權公司的成員，則第(9)款不適用。
- (11) 在本條中，提述法人團體，包括該法人團體的代名人。
- (12) 在本條中，就屬擔保有限公司或無限公司的控權公司而言，提述股份，包括該公司成員的權益，不論該權益的形式為何，亦不論該公司是否有股本。

- (4) Subsection (1) does not prevent a body corporate that was, on 31 August 1984, already a member of a holding company of the body corporate from continuing to be such a member.
- (5) Subsection (1) does not prevent a company that on the date it becomes a subsidiary of another company is a member of that other company from continuing to be such a member.
- (6) Subsection (1) does not prevent a body corporate from becoming a member of a holding company of the body corporate, or prevent an allotment to a body corporate of shares in a holding company of the body corporate, by virtue of the exercise by the body corporate of any rights of conversion—
- (a) attached to any shares in the holding company held by the body corporate on 31 August 1984; or
- (b) under any debentures of the holding company held by the body corporate on 31 August 1984.
- (7) If a body corporate is a member of a holding company of the body corporate, subsection (1) does not prevent the body corporate from accepting or holding further shares in the holding company if those shares are allotted to the body corporate as fully paid up as a consequence of a capitalization of reserves or profits by the holding company.
- (8) If a company makes an offer of shares to its members, the company—
- (a) may sell, on behalf of any of its subsidiaries, any such shares that the subsidiary could, but for this section, have taken by virtue of shares in the company that are already held by the subsidiary; and
- (b) may pay to the subsidiary the proceeds of the sale.
- (9) Even though a body corporate is a member of a holding company of the body corporate, it has no right to vote at—

114. 將擔保有限公司的成員人數增加通知處長

- (1) 擔保有限公司如將其成員人數增加至超越註冊人數，則須在該公司議決增加成員人數或成員人數增加後的 15 日內（兩個日期中以較早者為準），將關於成員人數增加的通知交付處長登記，該通知須符合指明格式。
- (2) 如公司違反第 (1) 款，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$300。
- (3) 在本條中 ——
註冊人數 (registered number) 指 ——
 - (a) 有關公司建議註冊的成員人數，不論是為附表 2 第 1(e) 條的目的而載於有關法團成立表格內的人數，或是根據《前身條例》第 10(2) 條在有關章程細則內述明的人數；或
 - (b) 處長根據第 (1) 款最後獲通知的該公司經增加的成員人數。

- (a) meetings of the holding company; or
- (b) meetings of any class of members of the holding company.
- (10) Subsection (9) does not apply if the body corporate is such a member in the circumstances described in subsection (2).
- (11) In this section, a reference to a body corporate includes a nominee for the body corporate.
- (12) In this section, a reference to shares, in relation to a holding company that is a company limited by guarantee or an unlimited company, includes the interest of the company's members, whatever the form of the interest and whether or not the company has a share capital.

114. Notifying Registrar of increase in number of members of company limited by guarantee

- (1) If a company limited by guarantee increases the number of its members beyond the registered number, the company must, within 15 days after the increase is resolved by the company or takes place (whichever is the earlier), deliver to the Registrar for registration a notice of the increase in the specified form.
- (2) If a company contravenes subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3 and, in the case of a continuing offence, to a further fine of \$300 for each day during which the offence continues.
- (3) In this section—
registered number (註冊人數) means—
 - (a) the number of members with which the company proposes to register, whether contained in the incorporation form for the purposes of section 1(e) of

第 5 分部 —— 公司的身分及權力

115. 公司的身分等

- (1) 公司具有成年自然人的身分、權利、權力及特權。
- (2) 在不局限第 (1) 款的原則下，公司 ——
 - (a) 可作出其章程細則、任何條例或法律規則准許該公司作出或規定該公司作出的任何作為；及
 - (b) 有權取得、持有及處置土地。
- (3) 在本條中 ——
土地 (land) 包括任何性質或種類的土地、建築物、宅院及物業單位的產業權或權益。

116. 公司行使權力受章程細則限制

- (1) 如公司的章程細則述明其宗旨，該公司不得作出該章程細則沒有授權作出的任何作為。
- (2) 如公司的章程細則明確地將其任何權力變通或排除，該公司不得在違反該項變通或排除的情況下，行使該權力。
- (3) 公司成員可提起法律程序，禁止該公司在違反第 (1) 或 (2) 款的情況下作出任何作為。
- (4) 如有關公司的任何以前的作為，產生某項法律義務，則任何人不得就將會為履行該項義務而作出的作為，根據第 (3) 款提起法律程序。

Schedule 2 or stated in the articles under section 10(2) of the predecessor Ordinance; or

- (b) the increased number of the company's members last notified to the Registrar under subsection (1).

Division 5—Capacity and Powers of Company

115. Company's capacity etc.

- (1) A company has the capacity, rights, powers and privileges of a natural person of full age.
- (2) Without limiting subsection (1), a company—
 - (a) may do any act that it is permitted or required to do by its articles or any Ordinance or rule of law; and
 - (b) has power to acquire, hold and dispose of land.
- (3) In this section—
land (土地) includes any estate or interest in land, buildings, messuages and tenements of any nature or kind.

116. Company's exercise of powers limited by articles

- (1) If the objects of a company are stated in its articles, the company must not do any act that it is not authorized to do by its articles.
- (2) If any power of a company is expressly modified or excluded by its articles, the company must not exercise the power contrary to that modification or exclusion.
- (3) A member of a company may bring proceedings to restrain the company from doing any act in contravention of subsection (1) or (2).
- (4) Proceedings must not be brought under subsection (3) in respect of any act to be done in fulfilment of a legal obligation arising from a previous act of the company.

- (5) 公司的作為 (包括向該公司或由該公司作出的財產轉讓) 不會僅因該公司是在違反第 (1) 或 (2) 款的情況下作出該作為, 而屬無效。

117. 即使章程細則等有限制交易或作為仍對公司具約束力

- (1) 除第 119 條另有規定外, 為惠及真誠地與公司交易的人, 如該公司的董事有權使該公司受約束, 或有權授權其他人使該公司受約束, 該權力須視為不受該公司的任何有關文件下的任何限制所規限。
- (2) 就第 (1) 款而言 ——
- (a) 如某人屬某項交易或任何其他作為的其中一方, 而某公司亦屬該項交易或作為的其中一方, 則該人即屬與該公司交易;
- (b) 除非相反證明成立, 否則與公司交易的人須推定為真誠地行事;
- (c) 與公司交易的人, 不會僅因該人知道有關董事作出有關作為屬超越該等董事在該公司的任何有關文件下的權力, 而被視為不真誠地行事; 及
- (d) 與公司交易的人, 無須查究對該公司董事使該公司受約束的權力的限制, 或對授權其他人使該公司受約束的權力的限制。
- (3) 凡有關公司的成員有權利提起法律程序, 以禁制有關董事作出超越其權力範圍的作為, 本條並不影響該權利。
- (4) 如有關公司的任何以前的作為, 產生某項法律義務, 則任何人不得就將會為履行該項義務而作出的作為, 根據第 (3) 款提起法律程序。
- (5) 有關董事或任何其他人士因該等董事越權行事而招致的任何法律責任, 不受本條影響。
- (6) 在本條中 ——

有關文件 (relevant document) 就公司而言, 指 ——

- (5) An act by a company (including a transfer of property to or by the company) is not invalid only because the company does the act in contravention of subsection (1) or (2).

117. Transaction or act binds company despite limitation in articles etc.

- (1) Subject to section 119, in favour of a person dealing with a company in good faith, the power of the company's directors to bind the company, or authorize others to do so, is to be regarded as free of any limitation under any relevant document of the company.
- (2) For the purposes of subsection (1)—
- (a) a person deals with a company if the person is a party to any transaction or any other act to which the company is a party;
- (b) a person dealing with a company is presumed, unless the contrary is proved, to have acted in good faith;
- (c) a person dealing with a company is not to be regarded as acting in bad faith by reason only of the person's knowing that an act is beyond the directors' powers under any relevant document of the company; and
- (d) a person dealing with a company is not required to inquire as to the limitations on the power of the company's directors to bind the company or authorize others to do so.
- (3) This section does not affect any right of a member of the company to bring proceedings to restrain the doing of an act that is beyond the directors' powers.
- (4) Proceedings must not be brought under subsection (3) in respect of any act to be done in fulfilment of a legal obligation arising from a previous act of the company.

3-79
第 622 章

第 3 部 —— 第 5 分部
第 118 條

- (a) 該公司的章程細則；
- (b) 該公司的任何決議，或該公司的任何成員類別的任何決議；或
- (c) 該公司成員之間的協議，或該公司的任何成員類別的成員之間的協議。

118. 涉及董事或董事的有聯繫者的交易或作為屬可致使無效

- (1) 如有以下情況，本條適用 ——
 - (a) 公司訂立某項交易；而
 - (b) 該項交易因為以下原因而對該公司具約束力：根據第 117 條，有關董事使該公司受約束的權力，或授權其他人使該公司受約束的權力，須視為不受該公司的任何有關文件下的任何限制所規限。
- (2) 如有關交易的各方包括 ——
 - (a) 有關公司的董事，或該公司的控權公司的董事；或
 - (b) 與該董事有關連的實體，
 則該項交易可由該公司提出要求而致使無效。
- (3) 如 ——
 - (a) 復還屬有關交易的標的物的款項或其他資產，已不再可能；
 - (b) 該公司就該項交易所導致的任何損失或損害，獲得彌償；

Part 3—Division 5
Section 118

3-80
Cap. 622

- (5) This section does not affect any liability incurred by the directors, or any other person, by reason of the directors' exceeding their powers.
- (6) In this section—
relevant document (有關文件), in relation to a company, means—
 - (a) the company's articles;
 - (b) any resolutions of the company or of any class of members of the company; or
 - (c) any agreements between the members, or members of any class of members, of the company.

118. Transaction or act involving directors or their associates is voidable

- (1) This section applies if—
 - (a) a company enters into a transaction; and
 - (b) the transaction binds the company because the power of the directors to bind the company, or authorize others to do so, is to be regarded under section 117 as free of any limitation under any relevant document of the company.
- (2) The transaction is voidable at the instance of the company if the parties to the transaction include—
 - (a) a director of the company or of a holding company of the company; or
 - (b) an entity connected with such a director.
- (3) The transaction ceases to be voidable if—
 - (a) restitution of any money or other asset that was the subject matter of the transaction is no longer possible;
 - (b) the company is indemnified for any loss or damage resulting from the transaction;

- (c) 由並非該項交易其中一方的人，在不實際知悉有關董事越權行事的情況下，真誠地付出價值而取得的權利，會因該項交易被致使無效而受影響；或
- (d) 該項交易獲該公司確認，則該項交易不再屬可致使無效。
- (4) 不論有關交易是否根據第 (2) 款被致使無效，屬第 (2)(a) 或 (b) 款所指的交易的任何一方，以及授權該項交易的有關公司的董事，均負有法律責任——
- (a) 就該一方或董事藉該項交易而直接或間接獲得的收益，向該公司作出交代；及
- (b) 就該項交易所導致的任何損失或損害，向該公司作出彌償。
- (5) 如並非有關公司的董事的人證明在訂立有關交易時，該人並不知悉有關董事越權行事，則該人無須根據第 (4) 款負法律責任。
- (6) 除第 (7) 款另有規定外，本條不影響並非屬第 (2)(a) 或 (b) 款所指的交易的任何一方的權利。
- (7) 原訟法庭可應有關公司或第 (6) 款所涵蓋的任何一方提出的申請，並按它認為公正的任何條款，確認或分割有關交易，或將該項交易作廢。
- (8) 凡有關交易可憑藉任何其他條例或法律規則而被質疑，或由有關公司所負有的法律責任可憑藉任何其他條例或法律規則而產生，則本條並不排除該條例或法律規則的實施。
- (9) 在第 (2)(b) 款中，提述與董事有關連的實體，具有第 486 條所給予的涵義。
- (10) 在本條中——
- 交易** (transaction) 包括任何作為。

- (c) a person who is not a party to the transaction has acquired rights in good faith and for value, and without actual notice of the directors' exceeding their powers, and those rights would be affected by the avoidance of the transaction; or
- (d) the transaction is affirmed by the company.
- (4) Whether or not the transaction is avoided under subsection (2), any party to the transaction falling within subsection (2)(a) or (b) is liable, and any director of the company who has authorized the transaction is liable, to—
- (a) account to the company for any gain that the party or director has directly or indirectly made from the transaction; and
- (b) indemnify the company against any loss or damage resulting from the transaction.
- (5) A person who is not a director of the company is not liable under subsection (4) if the person shows that, at the time of the transaction, the person did not know that the directors were exceeding their powers.
- (6) Subject to subsection (7), this section does not affect the rights of any party to the transaction not falling within subsection (2)(a) or (b).
- (7) The Court may, on application by the company or a party covered by subsection (6), affirm, sever or set aside the transaction on any terms it thinks just.
- (8) This section does not exclude the operation of any other Ordinance or rule of law by which the transaction may be called in question or any liability to the company may arise.
- (9) In subsection (2)(b), the reference to an entity connected with a director has the meaning given by section 486.
- (10) In this section—

119. 第 117 條不適用於某些情況

- (1) 第 117 條不適用於獲豁免公司的任何作為，但如該作為是惠及符合以下說明的人，則屬例外 ——
 - (a) 在該作為作出時，並不知悉有關公司屬獲豁免公司；或
 - (b) 為該作為給予十足代價，且並不知悉 ——
 - (i) 該作為並非該公司的任何有關文件所准許的；或
 - (ii) 該作為是超越該等董事的權力的。
- (2) 如獲豁免公司宣稱轉讓任何財產權益或授予任何財產權益 ——
 - (a) 該作為並非該公司的任何有關文件所准許的此一事實；或
 - (b) 有關董事在符合以下說明的情況下行事此一事實：超越該公司的任何有關文件下對該等董事的權力的任何限制，

並不影響符合以下說明的人的所有權：後來以十足代價取得該財產或該財產的任何權益，且並不實際知悉 (a) 或 (b) 段所列的任何情況。
- (3) 在第 (1) 或 (2) 款所引起的任何民事法律程序中，提出以下事實的人，負有證明有關事實的舉證責任 ——
 - (a) 某人知悉有關公司屬獲豁免公司；
 - (b) 某人知悉該作為並非該公司的任何有關文件所准許的；或
 - (c) 某人知悉該作為是超越該等董事的權力的。
- (4) 在本條中 ——

有關文件 (relevant document) 就公司而言，指 ——

transaction (交易) includes any act.

119. Section 117 not to apply to certain cases

- (1) Section 117 does not apply to any act of an exempted company except in favour of a person who—
 - (a) does not know at the time of the act that the company is an exempted company; or
 - (b) gives full consideration for the act and does not know—
 - (i) that the act is not permitted by any relevant document of the company; or
 - (ii) that the act is beyond the powers of the directors.
- (2) If an exempted company purports to transfer or grant an interest in property, the fact that—
 - (a) the act was not permitted by any relevant document of the company; or
 - (b) the directors exceeded any limitation on their powers under any relevant document of the company,

does not affect the title of a person who subsequently acquires the property or any interest in it for full consideration without actual notice of any of the circumstances set out in paragraph (a) or (b).
- (3) In any civil proceedings arising out of subsection (1) or (2), the burden of proving that—
 - (a) a person knew that the company was an exempted company;
 - (b) a person knew that the act was not permitted by any relevant document of the company; or
 - (c) a person knew that the act was beyond the powers of the directors,

lies on the person who asserts that fact.

- (a) 該公司的章程細則；
- (b) 該公司的任何決議，或該公司的任何成員類別的任何決議；或
- (c) 該公司成員之間的協議，或該公司的任何成員類別的成員之間的協議；

獲豁免公司 (exempted company) 指符合以下說明的公司 ——

- (a) 屬第 103 條所指的特許證所關乎的公司；及
- (b) 根據《稅務條例》(第 112 章) 第 88 條獲豁免繳稅。

120. 對章程細則等中披露的事宜並無法律構定的知悉

任何人不得僅因任何事宜是於以下文件中披露，而被視為知悉該事項 ——

- (a) 處長備存的公司章程細則；或
- (b) 處長備存的申報表或決議。

第 6 分部 —— 公司合約

121. 由公司訂立或代表公司訂立的合約

- (1) 本條適用於符合以下說明的合約 ——
 - (a) 如在自然人之間訂立，則法律規定須以書面形式訂立並須蓋上印章者；
 - (b) 如在自然人之間訂立，則法律規定須以書面形式訂立並由合約各方簽署者；或
 - (c) 雖以口頭方式 (而並非以書面形式) 訂立，但如合約是在自然人之間訂立，則會在法律上屬有效者。
- (2) 公司可藉以下方式，訂立第 (1)(a) 款指明的合約 ——

- (4) In this section—

exempted company (獲豁免公司) means a company—

- (a) to which a licence under section 103 relates; and
- (b) that is exempt from tax under section 88 of the Inland Revenue Ordinance (Cap. 112);

relevant document (有關文件), in relation to a company, means—

- (a) the company's articles;
- (b) any resolutions of the company or of any class of members of the company; or
- (c) any agreements between the members, or members of any class of members, of the company.

120. No constructive notice of matters disclosed in articles etc.

A person is not to be regarded as having notice of any matter merely because the matter is disclosed in—

- (a) the articles of a company kept by the Registrar; or
- (b) a return or resolution kept by the Registrar.

Division 6—Contracts of Company

121. Contracts made by or on behalf of company

- (1) This section applies to—
 - (a) a contract that would be required by law to be in writing and under seal if made between natural persons;
 - (b) a contract that would be required by law to be in writing, and to be signed by the parties to the contract, if made between natural persons; and
 - (c) a contract that, though made orally and not in writing, would by law be valid if made between natural persons.

- (a) 以書面形式訂立，並蓋上該公司的法團印章（如有）；或
- (b) 以書面形式訂立和按照第 127(3) 條簽立，並在合約中說明（不論措詞如何）是由該公司簽立。
- (3) 第 (1)(b) 款指明的合約，可藉書面形式代表公司訂立，並由任何獲該公司授權（不論明訂或默示）行事的人簽署。
- (4) 第 (1)(c) 款指明的合約，可由任何獲公司授權（不論明訂或默示）行事的人以口頭方式代表該公司訂立。
- (5) 按照本條訂立的合約 ——
 - (a) 在法律上有效；及
 - (b) 對有關公司及其繼承者以及該合約的所有其他各方均具約束力。
- (6) 按照本條訂立的合約，可按本條批准訂立該合約的相同方式，予以更改或解除。

122. 公司成立為法團前訂立的合約

- (1) 如合約看來是在公司成立為法團前，以該公司的名義訂立或代表該公司訂立的，則本條適用。
- (2) 除任何明訂協議有相反規定外 ——
 - (a) 有關合約一如由本意是代表有關公司或作為該公司代理人的人訂立的合約般，具有效力；及
 - (b) 該人為該合約承擔個人法律責任，並有權強制執行該合約。
- (3) 有關公司可在成立為法團後，追認有關合約，可追認範圍猶如有以下情況一樣 ——

- (2) A contract specified in subsection (1)(a) may be made by a company—
 - (a) in writing under the company's common seal (if any); or
 - (b) in writing executed in accordance with section 127(3) and expressed (in whatever words) to be executed by the company.
- (3) A contract specified in subsection (1)(b) may be made on behalf of a company in writing signed by any person acting with the company's authority (whether express or implied).
- (4) A contract specified in subsection (1)(c) may be made on behalf of a company orally by any person acting with the company's authority (whether express or implied).
- (5) A contract made in accordance with this section—
 - (a) is effective in law; and
 - (b) binds the company and its successors and all other parties to the contract.
- (6) A contract made in accordance with this section may be varied or discharged in the same manner in which it is authorized by this section to be made.

122. Contracts made before company's incorporation

- (1) This section applies if a contract purports to have been made in the name or on behalf of a company before the company was incorporated.
- (2) Subject to any express agreement to the contrary—
 - (a) the contract has effect as a contract entered into by the person purporting to act for the company or as an agent for the company; and
 - (b) the person is personally liable on the contract and is entitled to enforce the contract.

- (a) 該公司在該合約訂立時，已成立為法團；及
- (b) 該合約是由未獲該公司授權的代理人代表該公司訂立。
- (4) 儘管第 (2)(b) 款另有規定，如有關合約獲有關公司追認，則在該項追認之時及之後，該款所述的人所承擔的法律責任，並不大於假若該人是在該公司成立為法團後，未獲該公司授權而以代理人身分代表該公司訂立該合約便須承擔的法律責任。

123. 匯票及承付票

匯票或承付票如由任何獲公司授權行事的人以該公司名義或代表公司或因為該公司而開立、承兌或背書，須視為由該人代表該公司開立、承兌或背書。

第 7 分部 —— 簽立文件**第 1 次分部 —— 公司印章****124. 公司可備有法團印章等**

- (1) 公司可備有法團印章。
- (2) 公司的法團印章須屬一個金屬印章，印章上以可閱字樣按第 (2A) 款所規定刻有該公司名稱。*(由 2018 年第 35 號第 10 條修訂)*
- (2A) 公司的法團印章須 ——

- (3) After incorporation, the company may ratify the contract to the same extent as if—
 - (a) the company had already been incorporated when the contract was entered into; and
 - (b) the contract had been entered into on the company's behalf by an agent acting without the company's authority.
- (4) Despite subsection (2)(b), if the contract is ratified by the company, then on and after the ratification, the liability of the person mentioned in that subsection is not greater than the liability that the person would have incurred if the person had entered into the contract after the company's incorporation as an agent acting without the company's authority.

123. Bills of exchange and promissory notes

If a bill of exchange or promissory note is made, accepted or endorsed in the name of, or by or on behalf or on account of, a company by a person acting with the company's authority, the bill or note is to be regarded as having been made, accepted or endorsed on the company's behalf.

Division 7—Execution of Documents**Subdivision 1—Company Seal****124. Company may have common seal etc.**

- (1) A company may have a common seal.
- (2) A company's common seal must be a metallic seal having the company's name engraved on it in compliance with subsection (2A) in legible form. *(Amended 35 of 2018 s. 10)*
- (2A) A company's common seal must be engraved with—

3-91
第 622 章

第 3 部 —— 第 7 分部
第 125 條

- (a) 如公司兼有中文名稱及英文名稱——刻有該中文名稱或該英文名稱，或兩者兼刻有；或
- (b) 如公司只有中文名稱或英文名稱——刻有該中文名稱或該英文名稱。(由 2018 年第 35 號第 10 條增補)
- (3) 如第 (2) 款遭違反，公司及其每名責任人均屬犯罪，可各處第 3 級罰款。
- (4) 如公司的高級人員或代表公司的人，使用或授權他人使用任何看來是該公司的法團印章的印章，而該印章違反第 (2) 款的規定，該高級人員或代表公司的人即屬犯罪，可處第 3 級罰款。

125. 供在外地使用的正式印章

- (1) 備有法團印章的公司，可備有一個正式印章，以供在香港以外的地方使用。
- (2) 上述正式印章須屬有關公司的法團印章的複製本，但該正式印章須以可閱字樣刻有該印章將被使用所在的每個地方的名稱。
- (3) 備有正式印章供在某地方使用的公司，可藉蓋上其法團印章的書面文件，授權任何為此而獲委派的人，在該地方於該公司屬其中一方的契據或任何其他文件上，蓋上該正式印章。
- (4) 凡某人與公司的簽立代理人交易，在該公司與該人之間而言，該代理人的權限——
 - (a) (如有關授權述明一段期間，並述明該授權在該期間內持續) 在該期間完結前；或
 - (b) (如該授權並無述明該期間) 在該人接獲撤銷或終止該代理人的權限的通知前，

Part 3—Division 7
Section 125

3-92
Cap. 622

- (a) if the company has both an English name and a Chinese name—the English name or the Chinese name or both; or
- (b) if the company has only an English name or a Chinese name—the English name or the Chinese name. (*Added 35 of 2018 s. 10*)
- (3) If subsection (2) is contravened, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3.
- (4) If an officer of a company or a person on behalf of a company uses, or authorizes the use of, a seal that purports to be the company's common seal and that contravenes subsection (2), the officer or person commits an offence and is liable to a fine at level 3.

125. Official seal for use abroad

- (1) A company with a common seal may have an official seal for use outside Hong Kong.
- (2) Such an official seal must be a replica of the company's common seal, but have engraved on it in legible form the name of every place where it is to be used.
- (3) A company with an official seal for use in a place may, by writing under its common seal, authorize any person appointed for the purpose to affix, in that place, the official seal to any deed or any other document to which the company is a party.
- (4) As between a company and any person dealing with an executing agent of the company, the authority of the agent continues—
 - (a) if the authorization mentions a period during which the authority is to continue, until the end of the period; or

持續有效。

- (5) 蓋上正式印章的人，須在蓋有該印章的契據或其他文件上，書面核證如此蓋章的日期及地點。
- (6) 蓋上正式印章的契據或其他文件，對有關公司具約束力，猶如該契據或文件已藉蓋上該公司的法團印章而簽立一樣。
- (7) 在本條中 ——
簽立代理人 (executing agent) 就公司而言，指根據第 (3) 款獲該公司授權的人。

126. 供在股份證明書等上蓋印的正式印章

- (1) 備有法團印章的公司，可備有正式印章 ——
 - (a) 供在該公司發行的證券上蓋印；或
 - (b) 供在設定或證明該公司發行的證券的文件上蓋印。
- (2) 上述正式印章須屬有關公司的法團印章的複製本，但該正式印章須以可閱字樣刻有“securities”一字或“證券”字樣，或同時刻有該字及該等字樣。
- (3) 公司如在 1984 年 8 月 31 日前成立為法團，並且備有上述正式印章，可使用該印章在第 (1) 款所述的證券或文件上蓋印，而不論 ——
 - (a) 在組成或規管該公司的文書中有任何規定；或
 - (b) 在該日期前訂立的、關乎蓋上該印章的證券或文件的文書中有任何規定。

- (b) if the authorization does not mention such a period, until a notice of revocation or termination of the agent's authority has been given to the person.
- (5) The person affixing an official seal must, on the deed or other document to which the seal is affixed, certify in writing the date on which, and the place at which, the seal is so affixed.
- (6) A deed or other document to which an official seal is affixed binds the company as if it had been executed under the company's common seal.
- (7) In this section—
executing agent (簽立代理人), in relation to a company, means a person authorized by the company under subsection (3).

126. Official seal for sealing share certificates etc.

- (1) A company with a common seal may have an official seal—
 - (a) for sealing securities issued by the company; or
 - (b) for sealing documents creating or evidencing securities issued by the company.
- (2) Such an official seal must be a replica of the company's common seal, but have engraved on it in legible form the word “securities” or the characters “證券” or both such word and characters.
- (3) A company that was incorporated before 31 August 1984 and that has such an official seal may use the seal for sealing any securities or documents mentioned in subsection (1), despite anything in—
 - (a) any instrument constituting or regulating the company; or
 - (b) any instrument, made before that date, relating to securities or documents sealed with the seal.

第 2 次分部 —— 簽立規定**Subdivision 2—Execution Requirements****127. 公司簽立文件****127. Execution of documents by company**

- (1) 公司可藉蓋上其法團印章，簽立文件。
- (2) 公司如藉蓋上其法團印章簽立文件，該印章須按照其章程細則的條文蓋上。
- (3) 公司亦可藉以下方式，簽立文件 ——
 - (a) (如屬只有一名董事的公司) 由該董事代表該公司簽署該文件；或
 - (b) (如屬有 2 名或多於 2 名董事的公司) 由以下人士代表該公司簽署該文件 ——
 - (i) 該 2 名董事或任何 2 名該等董事；或
 - (ii) 該公司的任何董事及該公司的公司秘書。
- (4) 就第 (3) 款而言，如某人代表 2 間或多於 2 間公司簽署文件，該人須分別以每個身分簽署該文件。
- (5) 按照第 (3) 款簽署的、在其中說明 (不論措詞如何) 是由有關公司簽立的文件具有效力，猶如該文件已藉蓋上該公司的法團印章而簽立一樣。
- (6) 為惠及第 (7) 款指明的人，文件如看來已按照第 (3) 款簽署，該文件須視為已由某公司簽立。
- (7) 有關人士屬付出有價值代價的真誠購買人，並包括 ——
 - (a) 承租人；
 - (b) 承按人；或
 - (c) 任何其他以有價值代價取得有關財產的人。
- (8) 本條亦適用於符合以下說明的文件：由某公司以另一人的名義或代表另一人簽立的，或看來是由某公司以另一人的名義或代表另一人簽立的，不論該另一人是否亦是公司。

- (1) A company may execute a document under its common seal.
- (2) If a company executes a document under its common seal, the seal must be affixed in accordance with the provisions of its articles.
- (3) A company may also execute a document—
 - (a) in the case of a company with only one director, by having it signed by the director on the company's behalf; or
 - (b) in the case of a company with 2 or more directors, by having it signed on the company's behalf by—
 - (i) the 2 directors or any 2 of the directors; or
 - (ii) any of the directors and the company secretary of the company.
- (4) For the purposes of subsection (3), if a person is to sign a document on behalf of 2 or more companies, the person must sign the document separately in each capacity.
- (5) A document signed in accordance with subsection (3) and expressed (in whatever words) to be executed by the company has effect as if the document had been executed under the company's common seal.
- (6) In favour of a person specified in subsection (7), a document is to be regarded as having been executed by a company if the document purports to have been signed in accordance with subsection (3).
- (7) The person is a purchaser in good faith for valuable consideration and includes—

128. 公司簽立契據

- (1) 公司可藉以下方式，簽立文件作為契據 ——
- (a) 按照第 127 條簽立該文件；
 - (b) 在該文件中說明（不論措詞如何）該文件將由有關公司作為契據而簽立；及
 - (c) 將該文件作為契據而交付。
- (2) 就第 (1)(c) 款而言，除非相反證明成立，否則某文件一經按照第 127 條簽立，須推定為作為契據而交付。
- (3) 如本條與任何其他條例的條文有衝突或有抵觸之處，則在該等衝突或抵觸的範圍內，以本條為準。

129. 公司受權人簽立契據或其他文件

- (1) 公司可藉作為契據簽立的文書，一般地或就任何特定事宜，賦權任何人作為其受權人，以在香港或其他地方代表該公司簽立契據或任何其他文件。
- (2) 由某受權人代表有關公司簽立的契據或任何其他文件，具有效力並對該公司具約束力，猶如該契據或文件是由該公司簽立一樣。

- (a) a lessee;
 - (b) a mortgagee; or
 - (c) any other person who for valuable consideration acquires the property.
- (8) This section also applies to a document that is executed, or purports to be executed, by a company in the name of or on behalf of another person whether or not that other person is also a company.

128. Execution of deeds by company

- (1) A company may execute a document as a deed by—
- (a) executing it in accordance with section 127;
 - (b) having it expressed (in whatever words) to be executed by the company as a deed; and
 - (c) delivering it as a deed.
- (2) For the purposes of subsection (1)(c), a document is presumed, unless the contrary is proved, to be delivered as a deed on its being executed in accordance with section 127.
- (3) If there is any conflict or inconsistency between this section and the provisions of any other Ordinance, this section prevails over those provisions to the extent of the conflict or inconsistency.

129. Execution of deeds or other documents by attorney for company

- (1) A company may, either generally or in respect of any specific matter, by an instrument executed as a deed, empower any person as its attorney to execute a deed or any other document on its behalf in Hong Kong or elsewhere.

- (3) 任何其他條例就簽立授權書的實施，不受本條影響。

第 8 分部 —— 無限公司重新註冊為股份有限公司

130. 無限公司可申請重新註冊為股份有限公司

- (1) 在 1984 年 8 月 31 日或之後註冊為無限公司的公司如 ——
- (a) 通過第 (2) 款指明的特別決議；並
 - (b) 按照第 131 條將申請書交付處長登記，則可將該公司重新註冊為股份有限公司。
- (2) 上述特別決議 ——
- (a) 須議決有關公司將重新註冊為股份有限公司；
 - (b) 須述明在重新註冊時，成員的法律責任將以何種方式加以限制；
 - (c) 須訂定對該公司的章程細則作出的任何符合以下說明的修改：該等修改屬必要，以使該章程細則符合本條例對將根據本條例組成為股份有限公司的公司的章程細則的規定；
 - (d) 須載有第 (3) 款指明的陳述；及
 - (e) 可述明該公司可發行的股份的最高數目。
- (3) 上述陳述須 ——
- (a) 述明有關公司在重新註冊前已發行的股份總數，及該公司建議在重新註冊時發行的股份總數；

- (2) A deed or any other document executed by an attorney on behalf of the company binds the company and has effect as if it were executed by the company.
- (3) This section does not affect the operation of any other Ordinance as to the execution of powers of attorney.

Division 8—Re-registration of Unlimited Company as Company Limited by Shares

130. Unlimited company may apply for re-registration as company limited by shares

- (1) A company registered as an unlimited company on or after 31 August 1984 may be re-registered as a company limited by shares if the company—
- (a) passes a special resolution specified in subsection (2); and
 - (b) delivers to the Registrar for registration an application in accordance with section 131.
- (2) The special resolution—
- (a) must resolve that the company is to be re-registered as a company limited by shares;
 - (b) must state the manner in which the liability of the members is to be limited on the re-registration;
 - (c) must provide for the alterations to the company's articles that are necessary to bring the articles into conformity with the requirements of this Ordinance in respect of the articles of a company to be formed under this Ordinance as a company limited by shares;
 - (d) must contain a statement specified in subsection (3); and
 - (e) may state the maximum number of shares that the company may issue.

- (b) 述明在該公司重新註冊前其成員已認購的股本總額，及其成員將在該公司重新註冊時認購的股本總額；
- (c) 述明將按或視為已按該公司在重新註冊前已發行的股份的總數而繳付的款額，及尚未按或視為尚未按該等股份的總數繳付的款額，以及將按或視為已按該公司建議在重新註冊時發行的股份的總數而繳付的款額，及尚未按或視為尚未按該等股份的總數繳付的款額；
- (d) 如該等股本在重新註冊時，將分為不同類別的股份，亦述明該等類別，及就每個類別而言，述明 ——
 - (i) 第 (5) 款指明的詳情；
 - (ii) 該公司在重新註冊前已發行的該類別的股份總數，及該公司建議在重新註冊時發行的該類別的股份總數；
 - (iii) 在該公司重新註冊前其成員已認購的該類別的股本總額，及其成員將在該公司重新註冊時認購的該類別的股本總額；及
 - (iv) 將按或視為已按該公司在重新註冊前已發行的該類別的股份的總數而繳付的款額，及尚未按或視為尚未按該等股份的總數繳付的款額，以及將按或視為已按該公司建議在重新註冊時發行的該類別的股份的總數而繳付的款額，及尚未按或視為尚未按該等股份的總數繳付的款額；及
- (e) 就每名成員而言，述明 ——
 - (i) 有關公司在重新註冊前已向該成員發行的股份數目，及該公司建議在重新註冊時向該成員發行的股份數目；及
 - (ii) 在該公司重新註冊前該成員已認購的股本總額，及該成員將在該公司重新註冊時認購的股本總額。

- (3) The statement—
 - (a) must state the total number of shares in the company issued before the re-registration, and the total number of shares that the company proposes to issue on the re-registration;
 - (b) must state the total amount of share capital subscribed by its members before the re-registration, and the total amount of share capital to be subscribed by its members on the re-registration;
 - (c) must state the amount to be paid up or to be regarded as paid up, and the amount to remain unpaid or to be regarded as remaining unpaid, on the total number of shares issued before the re-registration, and on the total number of shares that the company proposes to issue on the re-registration;
 - (d) if the share capital is to be divided into different classes of shares on the re-registration, must also state the classes and, for each class—
 - (i) the particulars specified in subsection (5);
 - (ii) the total number of shares in that class issued before the re-registration, and the total number of shares in that class that the company proposes to issue on the re-registration;
 - (iii) the total amount of share capital in that class subscribed by its members before the re-registration, and the total amount of share capital in that class to be subscribed by its members on the re-registration; and
 - (iv) the amount to be paid up or to be regarded as paid up, and the amount to remain unpaid or to be regarded as remaining unpaid, on the total number of shares in that class issued before the re-

3-103
第 622 章

第 3 部 —— 第 8 分部
第 131 條

- (4) 如建議在重新註冊時向某成員發行的股份，屬於 2 個或多於 2 個類別，第 (3)(e) 款規定的資料須就每個類別而述明。
- (5) 就第 (3)(d) 款而言，有關詳情為 ——
- (a) 有關類別股份所附帶的表決權的詳情，包括只在某些情況下產生的權利；
 - (b) 該類別股份所附帶的、在分派股息時參與該項分派的權利的詳情；
 - (c) 該類別股份所附帶的、在分派股本時（包括在進行清盤時）參與該項分派的權利的詳情；及
 - (d) 該類別股份是否屬可贖回股份。

131. 重新註冊的申請

- (1) 第 130(1) 條所指的申請須 ——
- (a) 符合指明格式；及

Part 3—Division 8
Section 131

3-104
Cap. 622

- registration, and on the total number of shares in that class that the company proposes to issue on the re-registration; and
- (e) must state, in respect of each member—
- (i) the number of shares that the company issued to the member before the re-registration, and the number of shares that the company proposes to issue to the member on the re-registration; and
 - (ii) the total amount of share capital subscribed by the member before the re-registration, and the total amount of share capital to be subscribed by the member on the re-registration.
- (4) If the shares proposed to be issued to a member on the re-registration belong to 2 or more classes, the information required under subsection (3)(e) must be stated in respect of each class.
- (5) The particulars for the purposes of subsection (3)(d) are—
- (a) particulars of any voting rights attached to shares in the class, including rights that arise only in certain circumstances;
 - (b) particulars of any rights attached to shares in the class, as respects dividends, to participate in a distribution;
 - (c) particulars of any rights attached to shares in the class, as respects capital, to participate in a distribution (including on a winding up); and
 - (d) whether or not shares in the class are redeemable shares.

131. Application for re-registration

- (1) An application under section 130(1)—
- (a) must be in the specified form; and

- (b) 隨附有關特別決議建議修改的該公司章程細則的文本。
- (2) 上述申請只可在處長已收取根據第 622 條交付處長的特別決議的文本的當日或之後交付處長。

132. 新公司註冊證明書的發出

- (1) 在註冊根據第 131(1) 條交付的申請及章程細則的文本時，處長須發出新的公司註冊證明書，核證該公司屬股份有限公司。
- (2) 上述證明書須由處長簽署。
- (3) 上述證明書一經發出 ——
- (a) 有關公司即成為股份有限公司；及
- (b) 儘管本條例另有規定，根據第 130(2)(c) 條就重新註冊而通過的特別決議所訂的、對該公司的章程細則作出的修改，仍即告生效。
- (4) 根據第 (1) 款發出的公司註冊證明書屬以下事項的確證 ——
- (a) 本條例中就有關公司重新註冊的所有規定，已獲遵守；及
- (b) 該公司已根據本條例獲重新註冊為股份有限公司。

133. 重新註冊為股份有限公司的公司的清盤

- (1) 如有以下情況，則本條適用 ——
- (a) 公司根據本分部或《前身條例》第 19 條重新註冊為股份有限公司；而

- (b) must be accompanied by a copy of the company's articles as proposed to be altered by the special resolution.
- (2) Such an application may only be delivered to the Registrar on or after the date on which the Registrar receives a copy of the special resolution delivered under section 622.

132. Issue of fresh certificate of incorporation

- (1) On registering an application and a copy of the articles delivered under section 131(1), the Registrar must issue a fresh certificate of incorporation certifying that the company is a company limited by shares.
- (2) The certificate must be signed by the Registrar.
- (3) On the issue of the certificate—
- (a) the company becomes a company limited by shares; and
- (b) the alterations to the company's articles as provided for in the special resolution for re-registration under section 130(2)(c) take effect despite anything in this Ordinance.
- (4) A certificate of incorporation issued under subsection (1) is conclusive evidence that—
- (a) all the requirements of this Ordinance in respect of re-registration of the company have been complied with; and
- (b) the company is re-registered as a company limited by shares under this Ordinance.

133. Winding up of company re-registered as company limited by shares

- (1) This section applies if—

- (b) 該公司清盤。
- (2) 儘管有《公司(清盤及雜項條文)條例》(第 32 章)第 170(1)(a) 條的規定，如清盤在重新註冊當日起計的 3 年內展開，當其時並非有關公司成員但在重新註冊時是成員的人，負有法律責任就該公司在重新註冊之前訂立合約承擔的債項及債務，作出付款作為該公司的資產。
- (3) 儘管有《公司(清盤及雜項條文)條例》(第 32 章)第 170(1)(c) 條的規定，如每名在公司重新註冊時是該公司成員的人，均已不再是該公司成員，則在重新註冊時屬該公司成員或過去成員的人，負有法律責任就該公司在重新註冊之前訂立合約承擔的債項及債務，作出付款作為該公司的資產。
- (4) 即使有關公司的現有成員，已支付根據《公司(清盤及雜項條文)條例》(第 32 章)規定該等成員須分擔支付的款項，第 (3) 款仍適用。
- (5) 儘管有《公司(清盤及雜項條文)條例》(第 32 章)第 170(1)(d) 條的規定，某人根據第 (2) 或 (3) 款負有法律責任分擔支付的款額，並無上限。

- (a) a company is re-registered as a company limited by shares under this Division or section 19 of the predecessor Ordinance; and
- (b) the company is wound up.
- (2) Despite section 170(1)(a) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), a person who is not a member of the company but was a member at the time of the re-registration is liable to contribute to the assets of the company in respect of debts and liabilities of the company contracted before the re-registration if the winding up commences within 3 years beginning on the day of the re-registration.
- (3) Despite section 170(1)(c) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), a person who was a member or a past member of the company at the time of the re-registration is liable to contribute to the assets of the company in respect of debts and liabilities of the company contracted before the re-registration if every person who was a member of the company at that time is no longer a member of the company.
- (4) Subsection (3) applies even though the existing members of the company have satisfied the contribution required to be made by them under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).
- (5) Despite section 170(1)(d) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), there is no limit on the amount that a person is liable to contribute under subsection (2) or (3).