

**第 4 部****股本***(格式變更——2013 年第 1 號編輯修訂紀錄)***第 1 分部 —— 股份的性質****134. 股份的性質及可轉讓性**

- (1) 成員所持的公司股份或在公司中的其他權益，屬非土地財產。
- (2) 成員所持的公司股份或在公司中的其他權益，均可按照該公司的章程細則轉讓。

**135. 股份沒有面值**

- (1) 公司的股份沒有面值。
- (2) 本條適用於在本條的生效日期<sup>#</sup>前發行的股份，亦適用於在該日期當日或之後發行的股份。

**附註——**

附表 11 第 4 部第 2 分部載有關乎廢止面值的過渡性條文。

編輯附註：

<sup>#</sup> 生效日期：2014 年 3 月 3 日。**136. 股份的編號**

- (1) 除第 (2) 或 (3) 款另有規定外，公司的每一股份，均須以一個適當的號碼作識別。
- (2) 如在任何時間——

**Part 4****Share Capital***(Format changes—E.R. 1 of 2013)***Division 1—Nature of Shares****134. Nature and transferability of shares**

- (1) A share or other interest of a member in a company is personal property.
- (2) A share or other interest of a member in a company is transferable in accordance with the company's articles.

**135. No nominal value**

- (1) Shares in a company have no nominal value.
- (2) This section applies to shares issued before the commencement date<sup>#</sup> of this section as well as shares issued on or after that date.

**Note—**

Division 2 of Part 4 of Schedule 11 contains transitional provisions relating to the abolition of nominal value.

Editorial Note:

<sup>#</sup> Commencement date: 3 March 2014.**136. Numbering of shares**

- (1) Each share in a company must be distinguished by an appropriate number, except as provided by subsection (2) or (3).
- (2) If, at any time—

- (a) 公司的所有已發行股份，均屬已繳足股款股份，並就所有目的而言，其位階屬相等；或
- (b) 公司某一類別的所有已發行股份，均屬已繳足股款股份，並就所有目的而言，其位階屬相等，
- 則該等股份只要保持屬已繳足股款股份，以及就所有目的而言，其位階與當其時所有已發行並屬已繳足股款的相同類別股份相等，即無需識別號碼。
- (3) 如公司發行新股份，而發行條款為該等新股份在一段不超過 12 個月的期間內，就所有目的而言，其位階與該公司的所有現有股份相等，或與該公司的所有某一類別的現有股份相等，則該等新股份及相應的現有股份只要屬已繳足股款股份，並就所有目的而言，其位階屬相等，則兩者均無需識別號碼。
- (4) 如第 (3) 款適用而有關股份未予編號，在新股份的任何股份證明書上，均須加上適當的文字，或適當地印明。

**137. 在沒有相反證據下股份證明書是所有權的證明**

在沒有相反證據的情況下，指明成員所持有的公司股份並由該公司發行的股份證明書，即屬該成員對該等股份的所有權的證明。

**138. 廢除發行股額的權力**

公司沒有將其股份轉換為股額的權力。

附註——

第 174 及 175 條載有關於將股額再轉換為股份的條文。

**139. 廢除發行股份權證的權力**

- (a) all the issued shares in a company are fully paid up and rank equally for all purposes; or
- (b) all the issued shares of a particular class in a company are fully paid up and rank equally for all purposes,
- none of those shares is required to have a distinguishing number as long as it remains fully paid up and ranks equally for all purposes with all shares of the same class for the time being issued and fully paid up.
- (3) If new shares are issued by a company on the terms that, within a period not exceeding 12 months, they will rank equally for all purposes with all the existing shares, or with all the existing shares of a particular class, in the company, neither the new shares nor the corresponding existing shares are required to have distinguishing numbers as long as all of them are fully paid up and rank equally for all purposes.
- (4) If subsection (3) applies and the shares are not numbered, any share certificates for the new shares must be appropriately worded or en faced.

**137. Share certificate to be proof of title in the absence of contrary evidence**

In the absence of evidence to the contrary, a certificate issued by a company specifying any shares held by a member in the company is proof of the member's title to the shares.

**138. Repeal of power to issue stock**

A company does not have power to convert its shares into stock.

Note—

Sections 174 and 175 contain provisions relating to the reconversion of stock into shares.

**139. Repeal of power to issue share warrants**

- (1) 公司沒有發行股份權證的權力。
- (2) 在本條的生效日期<sup>#</sup>前發行的股份權證的持有人，有權在交出該證註銷時，將其姓名或名稱記入公司的成員登記冊內。
- (3) 如公司在有關股份權證沒有交出及註銷的情況下，將其持有人的姓名或名稱記入該公司的成員登記冊內，則該公司須對因該姓名或名稱如此記入該登記冊內而導致任何人蒙受的損失，負上法律責任。
- (4) 公司須在其成員登記冊內，記入股份權證的交出日期。
- (5) 如公司的章程細則有所訂定，則股份權證的持有人在十足程度上或就該章程細則所指明的任何目的而言，可視為該公司的成員。

編輯附註：

<sup>#</sup> 生效日期：2014 年 3 月 3 日。

## 第 2 分部 —— 股份的配發及發行

### 140. 董事行使權力配發股份或授予權利

- (1) 除按照第 141 條的規定外，公司董事不得行使任何以下權力 ——
  - (a) 配發公司股份的權力；或
  - (b) 授予認購公司股份的權利的權力，或授予將任何證券轉換為公司股份的權利的權力。
- (2) 第 (1) 款不適用於 ——
  - (a) 在一項按公司成員持股比例而向他們作出的要約之下配發股份或授予權利；

- (1) A company does not have power to issue a share warrant.
- (2) The bearer of a share warrant issued before the commencement date<sup>#</sup> of this section is entitled, on surrendering it for cancellation, to have the bearer's name entered in the register of members of the company.
- (3) If the company enters the bearer's name in the register of its members without the share warrant being surrendered and cancelled, the company is liable for any loss suffered by a person as a result of the bearer's name being entered in the register.
- (4) The company must enter the date of surrender of a share warrant in the register of its members.
- (5) If a company's articles so provide, the bearer of a share warrant may be regarded as a member of the company, either to the full extent or for any purposes specified in the articles.

Editorial Note:

<sup>#</sup> Commencement date: 3 March 2014.

## Division 2—Allotment and Issue of Shares

### 140. Exercise by directors of power to allot shares or grant rights

- (1) Except in accordance with section 141, the directors of a company must not exercise any power—
  - (a) to allot shares in the company; or
  - (b) to grant rights to subscribe for, or to convert any security into, shares in the company.
- (2) Subsection (1) does not apply to—
  - (a) an allotment of shares, or grant of rights, under an offer made to the members of the company in proportion to their shareholdings;

- (b) 在按公司成員持股比例而向他們派發紅股時配發股份或授予權利；
- (c) 向公司的創辦成員配發該成員藉簽署該公司的章程細則而同意承購的股份；或
- (d) 按照一項授予認購股份的權利或一項授予將任何證券轉換為股份的權利進行的股份配發，前提是該項權利是按照第 141 條所指的批准而授予的。
- (3) 為施行第 (2)(a) 款，如任何成員的地址所在地的法律不准許作出有關要約，則該要約無需向該成員作出。
- (4) 任何董事明知而違反本條，或授權或准許違反本條，即屬犯罪。
- (5) 任何董事犯第 (4) 款所訂罪行，可處第 5 級罰款及監禁 6 個月。
- (6) 本條或第 141 條不影響配發或其他交易的有效性。

**141. 經公司批准的股份配發或權利授予**

- (1) 如公司藉其決議事先給予批准，則該公司的董事可行使以下權力——
  - (a) 配發公司股份的權力；或
  - (b) 授予認購公司股份的權利的權力，或授予將任何證券轉換為公司股份的權利的權力。
- (2) 公司可對上述權力的行使給予一次性的批准或給予一般性的批准，批准可不附帶條件，亦可受條件規限。
- (3) 在第 (4) 及 (5) 款的規限下——

- (b) an allotment of shares, or grant of rights, on a bonus issue of shares to the members of the company in proportion to their shareholdings;
- (c) an allotment to a founder member of a company of shares that the member, by signing the company's articles, has agreed to take; or
- (d) an allotment of shares made in accordance with a grant of a right to subscribe for, or to convert any security into, shares if the right was granted in accordance with an approval under section 141.
- (3) For the purposes of subsection (2)(a), the offer is not required to be made to any member whose address is in a place where the offer is not permitted under the law of that place.
- (4) A director commits an offence if the director knowingly contravenes, or authorizes or permits a contravention of, this section.
- (5) A director who commits an offence under subsection (4) is liable to a fine at level 5 and to imprisonment for 6 months.
- (6) Nothing in this section or section 141 affects the validity of an allotment or other transaction.

**141. Allotment of shares or grant of rights with company approval**

- (1) The directors of a company may exercise a power—
  - (a) to allot shares in the company; or
  - (b) to grant rights to subscribe for, or to convert any security into, shares in the company,
 if the company gives approval in advance by resolution of the company.
- (2) Approval may be given for a particular exercise of the power or for its exercise generally, and may be unconditional or subject to conditions.

- (a) 如公司須舉行周年成員大會，在以下兩項情況中較早出現者出現時，上述批准即告期滿失效——
  - (i) 緊接給予該批准後舉行的周年成員大會結束；
  - (ii) 於給予該批准後按規定須舉行下一次周年成員大會的限期屆滿；
- (b) 如公司因第 612(1) 條而無須舉行周年成員大會，上述批准在該條的規定獲符合的日期期滿失效；或
- (c) 如公司因任何其他理由而無須舉行周年成員大會，上述批准在該批准所指明的日期（該日期不得超逾給予批准後的 12 個月）期滿失效。
- (4) 公司可隨時藉其決議，撤銷或更改有關批准。
- (5) 如符合以下兩項條件，董事可在批准期滿失效後，配發股份或授予權利——
  - (a) 該項配發或授予，是根據一項由有關公司在該項批准期滿失效前作出或批出的要約、協議或選擇權而進行的；及
  - (b) 該批准容許公司作出或批出將會或可能具有以下效力的要約、協議或選擇權：規定在該批准期滿失效後配發股份或授予權利。

**142. 配發申報書**

- (1) 有限公司須在股份配發後的一個月內，將符合第 (2) 款的配發申報書交付處長登記。
- (2) 申報書——

- (3) Subject to subsections (4) and (5), an approval expires—
  - (a) if the company is required to hold an annual general meeting, on the earlier of—
    - (i) the conclusion of the annual general meeting held next after the approval was given;
    - (ii) the expiry of the period within which the next annual general meeting after the approval was given is required to be held;
  - (b) if the company is not required to hold an annual general meeting because of section 612(1), on the date on which the requirements of that section are satisfied; or
  - (c) if the company is not required to hold an annual general meeting for any other reason, on the date specified in the approval, which must not be more than 12 months after the approval was given.
- (4) An approval may be revoked or varied at any time by resolution of the company.
- (5) The directors may allot shares or grant rights after an approval has expired if—
  - (a) the shares are allotted, or the rights are granted, under an offer, agreement or option made or granted by the company before the approval expired; and
  - (b) the approval allowed the company to make or grant an offer, agreement or option that would or might require shares to be allotted, or rights to be granted, after the approval had expired.

**142. Return of allotment**

- (1) Within one month after an allotment of shares, a limited company must deliver to the Registrar for registration a return of the allotment that complies with subsection (2).



- (a) 須符合指明格式；
- (b) 須載有一項以緊接配發之後當時的狀況為準的股本說明，該項說明須符合第 201 條；(由 2018 年第 35 號第 11 條修訂)
- (c) 須述明 ——
  - (i) 所配發的股份的數目；
  - (ii) 每名獲配發者的姓名或名稱及地址；及
  - (iii) (如公司的已發行股本因該項配發而增加) 增加的款額；
- (d) 須就在有代價下 (不論全部或部分屬金錢代價或非金錢代價) 配發的任何股份 ——
  - (i) 述明已為或視作已為每一股份繳付的款額，以及 (如有的話) 尚未為或視作尚未為每一股份繳付的款額；
  - (ii) (如屬全部或部分為非金錢代價而按根據第 13 部第 2 分部作出的安排進行的配發) 載有認許該安排的原訟法庭的命令的詳情；及
  - (iii) (如屬在任何其他情況下全部或部分為非金錢代價而進行的配發) 載有該等股份配發所關乎的售賣合約的詳情，或為服務或其他代價而訂立的合約的詳情；及
- (e) 須就入帳列為已繳足股款 (不論有否經過資本化) 的所配發股份 ——
  - (i) 述明視作已為每一股份繳付的款額；及
  - (ii) 載有授權進行該項資本化或配發的決議的詳情。
- (3) 如有限公司違反第 (1) 款，該公司及其每名責任人均屬犯罪，可各處第 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。
- (4) 如有限公司沒有在股份配發後的一個月內，交付符合第 (2) 款的申報書，原訟法庭可應有關公司或其責任人的申

- (2) A return—
  - (a) must be in the specified form;
  - (b) must include a statement of capital, as at the time immediately after the allotment, that complies with section 201; (*Amended 35 of 2018 s. 11*)
  - (c) must state—
    - (i) the number of shares allotted;
    - (ii) the name and address of each allottee; and
    - (iii) if the company's issued share capital is increased as a result of the allotment, the amount of the increase;
  - (d) for any shares allotted for consideration (whether wholly or partly cash consideration or non-cash consideration)—
    - (i) must state the amount paid or regarded as paid on each share and the amount (if any) remaining unpaid or regarded as remaining unpaid on each share;
    - (ii) in the case of an allotment wholly or partly for non-cash consideration under an arrangement made under Division 2 of Part 13, must contain particulars of the order of the Court sanctioning the arrangement; and
    - (iii) in any other case of an allotment wholly or partly for non-cash consideration, must contain particulars of the contract for sale, or for services or other consideration in respect of which the shares were allotted; and
  - (e) for any shares allotted credited as fully paid up (whether on or without a capitalization)—

請，將交付該申報書的限期延長一段由原訟法庭決定的期間。

- (5) 原訟法庭須信納以下事項，方可根據第 (4) 款延長限期——
- (a) 有關公司沒有交付有關申報書，屬意外或無心之失；或
  - (b) 延長限期是公正公平的。
- (6) 如原訟法庭延長交付申報書的限期，有關公司或其責任人已就第 (3) 款所指的罪行招致的法律責任，即告終絕，而第 (1) 款在猶如提述一個月是提述該延長的限期的情況下，具有效力。

#### 143. 配發的登記

- (1) 公司須在切實可行的範圍內，盡快登記股份的配發，而無論如何須在配發日期後的 2 個月內作出登記，登記方式為在其成員登記冊內，記入第 627(2) 及 (3) 條所述的資料。

- (i) must state the amount regarded as paid on each share; and
  - (ii) must contain particulars of the resolution authorizing the capitalization or allotment.
- (3) If a limited 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 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.
- (4) If a limited company fails to deliver a return that complies with subsection (2) within one month after an allotment of shares, the Court may, on application by the company or a responsible person of the company, extend the period for delivery of the return by a period determined by the Court.
- (5) The Court may extend a period under subsection (4) only if it is satisfied—
- (a) that failure to deliver the return was accidental or due to inadvertence; or
  - (b) that it is just and equitable to extend the period.
- (6) If the Court extends the period for delivery of a return, any liability already incurred by the company or a responsible person of the company for an offence under subsection (3) is extinguished and subsection (1) has effect as if the reference to one month were a reference to the extended period.

#### 143. Registration of allotment

- (1) A company must register an allotment of shares as soon as practicable and in any event within 2 months after the date of the allotment, by entering in the register of its members the information referred to in section 627(2) and (3).

- (2) 如公司沒有在股份配發日期後的 2 個月內，登記該項配發，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

**144. 在配發後發出股份證明書**

- (1) 公司須在股份配發後的 2 個月內，製成該等股份的股份證明書，以及備妥該等股份證明書以供交付。
- (2) 如股份的發行條件另有規定，則第 (1) 款不適用。
- (3) 如公司違反本條，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

**145. 關於交付股份證明書的原訟法庭命令**

- (1) 如公司就股份的配發違反第 144 條，有權獲得該等股份的股份證明書的人，可向該公司送達通知，要求該公司在 10 日內，將該等股份證明書交付該人。
- (2) 如有第 (1) 款所指的通知於某日送達公司，而該公司沒有在該日後的 10 日內交付有關股份證明書，則有關人士可向原訟法庭申請第 (3) 款所指的命令。
- (3) 原訟法庭可應第 (2) 款所指的申請，作出一項命令，指示有關公司及其任何高級人員，在該命令指明的限期內，將有關股份證明書交付有關人士。
- (4) 上述命令可規定有關申請的所有訟費及附帶費用，均須由有關公司或對有關違反行為負有責任的高級人員承擔。

- (2) If a company fails to register an allotment of shares within 2 months after the date of the allotment, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

**144. Issue of share certificate on allotment**

- (1) Within 2 months after an allotment of shares, a company must complete the certificates for the shares and have the certificates ready for delivery.
- (2) Subsection (1) does not apply if the conditions of issue of the shares provide otherwise.
- (3) If a company contravenes this section, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

**145. Order of Court for delivery of share certificate**

- (1) If a company contravenes section 144 in relation to an allotment of shares, a person entitled to the certificates for the shares may serve a notice on the company requiring it to deliver the certificates to the person within 10 days.
- (2) If a company on which a notice has been served under subsection (1) does not deliver the certificates within 10 days after service of the notice, the person may apply to the Court for an order under subsection (3).
- (3) On an application under subsection (2), the Court may make an order directing the company and any officer of the company to deliver the certificates to the person within the period specified in the order.



**146. 原訟法庭使發行或配發有效**

- (1) 如公司本意是發行股份或配發股份，而 ——
  - (a) 該項發行或配發因任何理由而屬無效，或可能因任何理由而屬無效；或
  - (b) 該項發行或配發的條款 ——
    - (i) 抵觸本條例或任何其他條例，或不獲本條例或任何其他條例批准；或
    - (ii) 抵觸公司的章程細則，或不獲公司的章程細則批准，
 則本條適用。
- (2) 有關公司、該公司的債權人或任何有關股份的持有人或承按人，均可向原訟法庭申請一項命令，使有關發行或配發有效，或確認有關發行或配發的條款。
- (3) 原訟法庭如信納作出第 (2) 款所指的命令是公正公平的，可作出該命令。
- (4) 在上述命令的正式文本交付處長時，該命令自本意進行的發行或配發之時起具有效力。

**第 3 分部 —— 佣金及費用****147. 對佣金、折扣以及津貼的一般禁止**

- (1) 除第 148 條所准許的情況外，公司不得運用其任何股份或股本，用作直接或間接支付予某人的任何佣金、折扣或津貼，作為代價以交換該人 ——
  - (a) 無條件或有條件地認購該公司的股份，或同意如此認購該等股份；或

- (4) The order may provide that all costs of and incidental to the application are to be borne by the company or by an officer of the company responsible for the contravention.

**146. Validation by Court of issue or allotment**

- (1) This section applies if a company purports to issue or allot shares and—
  - (a) the issue or allotment is or may be invalid for any reason; or
  - (b) the terms of the issue or allotment are inconsistent with or not authorized by—
    - (i) this Ordinance or any other Ordinance; or
    - (ii) the company's articles.
- (2) The company, a creditor of the company or a holder or mortgagee of any of the shares may apply to the Court for an order validating, or confirming the terms of, the issue or allotment.
- (3) The Court may make an order under subsection (2) if the Court is satisfied that it is just and equitable to do so.
- (4) On delivery of an office copy of the order to the Registrar, the order has effect from the time of the purported issue or allotment.

**Division 3—Commissions and Expenses****147. General prohibition of commissions, discounts and allowances**

- (1) Except as permitted by section 148, a company must not apply any of its shares or share capital, either directly or indirectly, in payment of any commission, discount or allowance to a person in consideration of the person—

- (b) 促致或同意促致無條件或有條件地認購該公司的股份。
- (2) 公司如何運用有關股份或股本，並無關宏旨，無論該等股份或股本是計入該公司所取得的財產的買款內，或是計入將為該公司執行的工作的合約價內，亦不論該等股份或股本是從名義買款或合約價中支付，或是以其他方式運用，均屬運用該等股份或股本。
- (3) 本條不影響公司支付經紀費。

**148. 獲准的佣金**

- (1) 如第 (2) 款所述的條件獲符合，公司可支付佣金予某人作為代價，以交換該人 ——
  - (a) 無條件或有條件地認購該公司的股份，或同意如此認購該等股份；或
  - (b) 促致或同意促致無條件或有條件地認購該公司的股份。
- (2) 上述條件為 ——
  - (a) 有關佣金的支付獲公司的章程細則批准；
  - (b) 所支付或同意支付的佣金，不超過以下兩個款額中的較小者 ——
    - (i) 發行股份價格的 10%；
    - (ii) 章程細則所批准的款額或佣金率；及
  - (c) (如沒有向公眾人士作出認購有關股份的要約) 公司在支付有關款項前 ——
    - (i) 將一份符合指明格式的、披露佣金的款額或佣金率及有關的人為收取佣金而同意無條件地認

- (a) subscribing or agreeing to subscribe (whether absolutely or conditionally) for shares in the company; or
- (b) procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares in the company.
- (2) It is immaterial how the shares or share capital are applied, whether by being added to the purchase money of property acquired by the company or to the contract price of work to be executed for the company, or being paid out of the nominal purchase money or contract price, or otherwise.
- (3) Nothing in this section affects the payment of brokerage by a company.

**148. Permitted commissions**

- (1) If the conditions in subsection (2) are satisfied, a company may pay a commission to a person in consideration of the person—
  - (a) subscribing or agreeing to subscribe (whether absolutely or conditionally) for shares in the company; or
  - (b) procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares in the company.
- (2) The conditions are that—
  - (a) the payment of the commission is authorized by the company's articles;
  - (b) the commission paid or agreed to be paid does not exceed the lesser of—
    - (i) 10% of the price at which the shares are issued;
    - (ii) the amount or rate authorized by the articles; and
  - (c) if the shares are not offered to the public for subscription, the company, before making the payment—

- 購的股份 ( 如有的話 ) 的數目的通知書，交付處長登記；及
- (ii) 在由公司發出的邀請認購股份的任何通告或通知內，披露佣金的款額或佣金率及有關的人為收取佣金而同意無條件地認購的股份 ( 如有的話 ) 的數目。
- (3) 向公司售賣任何東西的人、該公司的發起人或其他收取該公司以款項或股份形式作出的付款的人，均可運用如此收取的款項或股份的任何部分，以支付如由該公司直接支付便會獲本條准許支付的佣金。
- (4) 如公司違反第 (2)(c)(i) 款提述的條件，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款。

**149. 股本可用於沖銷某些費用及佣金**

公司可將其股本用於沖銷 ——

- (a) 其開辦費用；
- (b) 根據第 148 條或《前身條例》第 46 條支付的任何佣金；或
- (c) 發行該公司股份的任何其他開支。

**第 4 分部 —— 股份的轉讓及傳轉****第 1 次分部 —— 股份的轉讓**

- (i) delivers to the Registrar for registration a notice in the specified form disclosing the amount or rate of the commission and the number of shares (if any) that persons have agreed for a commission to subscribe for absolutely; and
- (ii) discloses the amount or rate of the commission and the number of shares (if any) that persons have agreed for a commission to subscribe for absolutely in any circular or notice issued by the company inviting subscriptions for the shares.
- (3) A vendor to, promoter of, or other person who receives payment in money or shares from, a company may apply any part of the money or shares so received in payment of any commission the payment of which directly by the company would be permitted by this section.
- (4) If a company contravenes the condition referred to in subsection (2)(c)(i), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4.

**149. Capital may be applied in writing off certain expenses and commission**

A company may apply its share capital in writing off—

- (a) the preliminary expenses of the company;
- (b) any commission paid under section 148 or under section 46 of the predecessor Ordinance; or
- (c) any other expenses of any issue of shares in the company.

**Division 4—Transfer and Transmission of Shares****Subdivision 1—Transfer of Shares**

**150. 關於轉讓文書的規定**

- (1) 除非一份妥善的轉讓文書已交付公司，否則該公司不得登記該公司股份的轉讓。
- (2) 如一項獲得股份的權利已藉法律的施行而傳轉予某人，公司將該人登記為成員的權力，不受第 (1) 款影響。

**151. 登記轉讓或拒絕登記**

- (1) 公司股份的受讓人或出讓人，均可向該公司提交有關轉讓書。
- (2) 在有關轉讓書提交後的 2 個月內，有關公司須 ——
  - (a) 登記有關轉讓；或
  - (b) 將拒絕登記有關轉讓的通知，送交有關受讓人及出讓人。
- (3) 如公司拒絕辦理登記，有關受讓人或出讓人均可要求得到一份述明拒絕理由的陳述書。
- (4) 如有人根據第 (3) 款提出要求，有關公司須在接獲要求後的 28 日內 ——
  - (a) 將一份述明有關理由的陳述書，送交該人；或
  - (b) 登記有關轉讓。
- (5) 如公司違反第 (2) 或 (4) 款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

**152. 原訟法庭就登記作出的命令****150. Requirement for instrument of transfer**

- (1) A company must not register a transfer of shares in the company unless a proper instrument of transfer has been delivered to the company.
- (2) Subsection (1) does not affect any power of a company to register as a member a person to whom the right to shares has been transmitted by operation of law.

**151. Registration of transfer or refusal of registration**

- (1) The transferee or transferor of shares in a company may lodge the transfer with the company.
- (2) Within 2 months after the transfer is lodged, the company must either—
  - (a) register the transfer; or
  - (b) send the transferee and the transferor notice of refusal to register the transfer.
- (3) If a company refuses registration, the transferee or transferor may request a statement of the reasons for the refusal.
- (4) If a request is made under subsection (3), the company must, within 28 days after receiving the request—
  - (a) send the person who made the request a statement of the reasons; or
  - (b) register the transfer.
- (5) If a company contravenes subsection (2) or (4), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

**152. Order of Court for registration**

- (1) 如公司拒絕登記一項轉讓，有關受讓人或有關出讓人均可根據本條，向原訟法庭申請一項命令。
- (2) 凡有人根據第 (1) 款提出申請，原訟法庭如信納該申請具備充分理據，可應有關申請而命令有關公司登記有關轉讓。

### 153. 由遺產代理人作出轉讓

公司任何已故成員的股份或其他權益，如由該成員的遺產代理人轉讓，則該項轉讓的有效性，與猶如該遺產代理人在轉讓文書簽立時是該股份或權益的登記持有人一樣。

### 154. 轉讓的證明

- (1) 公司對其股份的轉讓文書作出的證明 ——
  - (a) 是由該公司向基於信賴該證明而行事的人作出的一項陳述，其內容為該公司已獲出示文件，而該等文件證明該等股份的所有權屬於在該轉讓文書內列名的出讓人；及
  - (b) 並非一項內容為該出讓人對該等股份有所有權的陳述。
- (2) 如某人基於對某公司疏忽地作出的虛假證明的信賴而行事，該公司對該人的法律責任，與猶如該項證明是欺詐地作出該公司便須負上的法律責任一樣。
- (3) 就本條而言，如轉讓文書載有 ——
  - (a) “certificate lodged” 字樣，或具有相同意思的英文或中文文字；及
  - (b) 由具有實際或表面權限代表公司證明轉讓的人，在該等文字下方或旁邊作出的簽署或簡簽，則該轉讓文書即屬經該公司證明。
- (4) 除非相反證明成立，否則 ——

- (1) If a company refuses to register a transfer, the transferee or the transferor may apply to the Court for an order under this section.
- (2) On an application under subsection (1), the Court may order the company to register the transfer, if the Court is satisfied that the application is well-founded.

### 153. Transfer by personal representative

A transfer of a share or other interest of a deceased member of a company by his or her personal representative is as valid as if the personal representative had been the registered holder of that share or interest at the time of execution of the instrument of transfer.

### 154. Certification of transfer

- (1) The certification by a company of an instrument of transfer of shares in the company—
  - (a) is a representation by the company to any person acting on the faith of the certification that documents have been produced to the company that evidence title to the shares in the transferor named in the instrument; and
  - (b) is not a representation that the transferor has any title to the shares.
- (2) If a person acts on the faith of a false certification by a company made negligently, the company is under the same liability to the person as if the certification had been made fraudulently.
- (3) For the purposes of this section, an instrument of transfer is certified by a company if it bears—
  - (a) the words “certificate lodged”, or words to the same effect, in English or Chinese; and



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- (a) 如第 (3)(b) 款提述的轉讓文書所載的簽署或簡簽，看來是某人的簽署或簡簽，該簽署或簡簽須視為該人的簽署或簡簽；而
- (b) 該簽署或簡簽須視為由該人加於該轉讓文書上，或由具有實際或表面權限為代表有關公司證明轉讓而使用該簽署或簡簽的另一人，加於該轉讓文書上。

#### 155. 在轉讓後發出股份證明書

- (1) 公司須在第 (2) 款指明的限期內，製成被轉讓的該公司任何股份的股份證明書，以及備妥該等股份證明書以供交付。
- (2) 就 ——
  - (a) 私人公司而言，上述限期是向該公司提交有關轉讓書的日期後的 2 個月；
  - (b) 任何其他公司而言，上述限期是向該公司提交有關轉讓書的日期後的 10 個營業日。
- (3) 如 ——
  - (a) 有關股份的發行條件另有規定；
  - (b) 沒有就轉讓繳付印花稅；
  - (c) 轉讓屬無效；或
  - (d) 有關公司有權拒絕登記並拒絕登記轉讓，第 (1) 款不適用於該轉讓。

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- (b) under or adjacent to those words, the signature or initials of a person having the actual or apparent authority to certify transfers on behalf of the company.
- (4) Unless the contrary is proved, a signature or initials appearing on an instrument of transfer as referred to in subsection (3)(b) must be regarded—
  - (a) as the signature or initials of the person whose signature or initials they purport to be; and
  - (b) as having been placed on the instrument by that person or by another person who has the actual or apparent authority to use the signature or initials for the purpose of certifying transfers on behalf of the company.

#### 155. Issue of share certificate on transfer

- (1) Within the period specified in subsection (2), a company must complete the certificates for any of its shares that are transferred and have the certificates ready for delivery.
- (2) The period is—
  - (a) for a private company, 2 months after the day on which the transfer is lodged with the company;
  - (b) for any other company, 10 business days after the day on which the transfer is lodged with the company.
- (3) Subsection (1) does not apply to a transfer if—
  - (a) the conditions of issue of the shares provide otherwise;
  - (b) stamp duty has not been paid in respect of the transfer;
  - (c) the transfer is invalid; or
  - (d) the company, being entitled to do so, refuses to register the transfer.
- (4) If a company contravenes this section, the company, and every responsible person of the company, commit an offence,

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(4) 如公司違反本條，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

(5) 在本條中 ——

**營業日** (business day) 指認可證券市場進行證券交易業務的日子。

#### 156. 關於交付股份證明書的原訟法庭命令

- (1) 如公司就股份的轉讓違反第 155 條，有權獲得該等股份的股份證明書的人，可向該公司送達通知，要求該公司在 10 日內，將該等股份證明書交付該人。
- (2) 如有第 (1) 款所指的通知於某日送達公司，而該公司沒有在該日後的 10 日內交付有關股份證明書，則有關人士可向原訟法庭申請第 (3) 款所指的命令。
- (3) 原訟法庭可應第 (2) 款所指的申請，作出一項命令，指示有關公司及其任何高級人員，在該命令指明的限期內，將有關股份證明書交付有關人士。
- (4) 上述命令可規定有關申請的所有訟費及附帶費用，均須由有關公司或對有關違反行為負有責任的高級人員承擔。

#### 157. 關於偽造股份轉讓書的賠償

(1) 公司 ——

- (a) 在公司股份根據一份偽造轉讓書或偽造授權書而轉讓的情況下，可就該項轉讓造成的損失，向某人支付賠償；
- (b) 可藉保險、資本儲備或累積收入而提供一項基金，以應付賠償申索；

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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.

(5) In this section—

**business day** (營業日) means a day on which a recognized stock market is open for the business of dealing in securities.

#### 156. Order of Court for delivery of share certificate

- (1) If a company contravenes section 155 in relation to a transfer of shares, a person entitled to the certificates for the shares may serve a notice on the company requiring it to deliver the certificates to the person within 10 days.
- (2) If a company on which a notice has been served under subsection (1) does not deliver the certificates within 10 days after service of the notice, the person may apply to the Court for an order under subsection (3).
- (3) On an application under subsection (2), the Court may make an order directing the company and any officer of the company to deliver the certificates to the person within the period specified in the order.
- (4) The order may provide that all costs of and incidental to the application are to be borne by the company or by an officer of the company responsible for the contravention.

#### 157. Compensation regarding forged share transfers

(1) A company may—

- (a) pay compensation to a person for loss arising from a transfer of shares in the company under a forged transfer or a transfer under a forged power of attorney;

- (c) 可為支付賠償，以其財產作保證而借款；及
- (d) 可對其股份的轉讓，或關於其股份的轉讓的授權書，施加該公司認為必需的任何合理限制，以防止因偽造文件而造成損失。
- (2) 如公司根據本條向某人支付賠償，該公司針對須為有關損失負法律責任的人所具有的權利及補救，等同於該名已獲賠償的人會具有的權利及補救。
- (3) 如因合併或其他原因，公司的股份已成為另一間公司的股份，則該另一間公司根據本條具有的權力，等同於假使首述公司繼續存在便會具有的權力。

## 第 2 次分部 —— 藉法律的施行而傳轉的股份

### 158. 登記或拒絕登記

- (1) 如某人藉法律的施行而獲傳轉獲得股份的權利，而該人以書面通知公司，表明該人欲就有關股份登記為該公司的成員，則本條適用。
- (2) 在接獲上述通知後的 2 個月內，有關公司須 ——
  - (a) 將有關的人就有關股份登記為該公司的成員；或
  - (b) 將拒絕登記的通知，送交該人。
- (3) 如公司拒絕辦理登記，有關的人可要求得到一份述明拒絕理由的陳述書。
- (4) 如有人根據第 (3) 款提出要求，有關公司須在接獲要求後的 28 日內 ——
  - (a) 將一份述明有關理由的陳述書，送交該人；或

- (b) provide, by insurance, reservation of capital or accumulation of income, a fund to meet claims for compensation;
- (c) borrow on the security of its property for the purpose of paying compensation; and
- (d) impose any reasonable restrictions on the transfer of its shares or with respect to powers of attorney for the transfer of its shares that the company considers necessary to guard against losses arising from forgery.
- (2) A company that pays compensation to a person under this section has the same rights and remedies against the person liable for the loss as the person compensated would have had.
- (3) If the shares in a company have, by amalgamation or otherwise, become shares in another company, the other company has the same powers under this section as the first company would have had if it had continued.

## Subdivision 2—Transmission of Shares by Operation of Law

### 158. Registration or refusal of registration

- (1) This section applies if the right to shares is transmitted to a person by operation of law and the person notifies the company in writing that the person wishes to be registered as a member of the company in respect of the shares.
- (2) Within 2 months after receiving the notification, the company must either—
  - (a) register the person as a member of the company in respect of the shares; or
  - (b) send the person notice of refusal of registration.
- (3) If a company refuses registration, the person may request a statement of the reasons for the refusal.

- (b) 將該人就有關股份登記為該公司的成員。
- (5) 如公司違反第 (2) 或 (4) 款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

**159. 原訟法庭就登記作出的命令**

- (1) 如公司根據第 158 條拒絕登記，屬有關股份權利的傳轉對象的人可根據本條，向原訟法庭申請一項命令。
- (2) 凡有人根據第 (1) 款提出申請，原訟法庭如信納該申請具備充分理據，可應有關申請而命令有關公司將該人就有關股份登記為該公司的成員。

**160. 關於藉法律傳轉的優先認購權**

- (1) 如公司的章程細則向其成員或某類別成員給予權利，使其可在有任何構成股份的權利藉法律的施行而傳轉的事件發生的情況下，優先認購公司股份或購買公司股份，則本條適用。
- (2) 如本條適用，把屬獲得股份的權利的傳轉對象的人登記為公司成員一事，受載於章程細則的優先認購股份或購買股份的權利所規限，而該項權利可針對該人強制執行。

- (4) If a person makes a request under subsection (3), the company must, within 28 days after receiving the request—
- (a) send the person a statement of the reasons; or
- (b) register the person as a member of the company in respect of the shares.
- (5) If a company contravenes subsection (2) or (4), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

**159. Order of Court for registration**

- (1) If a company refuses registration under section 158, the person to whom the right to the shares was transmitted may apply to the Court for an order under this section.
- (2) On an application under subsection (1), the Court may order the company to register the person as a member of the company in respect of the shares, if the Court is satisfied that the application is well-founded.

**160. Pre-emption rights in relation to transmission by law**

- (1) This section applies if a company's articles give a member or class of members of the company a right of pre-emption or right to purchase shares in the company on the occurrence of an event that constitutes a transmission of the right to the shares by operation of law.
- (2) If this section applies, the registration as a member of the company of the person to whom the right to the shares is transmitted is subject to the right of pre-emption or right to purchase shares contained in the articles and that right may be enforced against the person.

**第 3 次分部 —— 一般事宜****Subdivision 3—General****161. 遺囑認證書批給等的證據**

就股份的轉讓或獲得股份的權利的傳轉而言，如有文件向公司出示，而在法律上，該文件是某死者的遺囑認證書或某死者的遺產管理書的批給的充分證明，則該公司須接受該文件為該項批給的充分證據。

**161. Evidence of grant of probate etc.**

For the purposes of a transfer of shares or transmission of the right to shares, a company must accept as sufficient evidence of the grant of probate of the will or letters of administration of a deceased person the production to the company of a document that is by law sufficient evidence of that grant.

**第 5 分部 —— 補發已遺失的上市公司股份證明書****Division 5—Replacement of Listed Companies' Lost Share Certificates****162. 釋義**

在本分部中 ——

**合資格人士** (eligible person) 就上市公司的股份而言，指 ——

- (a) 該等股份的登記持有人；或
- (b) 聲稱有權就該等股份將其姓名或名稱記入公司的成員登記冊內的人；

**原有股份證明書** (original certificate) 指已遺失的股份證明書；

**真正購買者** (genuine purchaser) 就股份而言，指 ——

- (a) 在不知悉售賣人的所有權欠妥的情況下，真誠地付出價值購買該等股份的人（但屬該等股份的新股份證明書根據本分部發出的對象的人除外）；或
- (b) 在 (a) 段提述的人購買該等股份後任何時間成為對該等股份享有權利的人；

**登記持有人** (registered holder) 就上市公司的股份而言，指其姓名或名稱已就該等股份記入該公司的成員登記冊內的人；

**新股份證明書** (new certificate) 指代替已遺失的股份證明書的股份證明書；

**162. Interpretation**

In this Division—

**eligible person** (合資格人士), in relation to shares in a listed company, means—

- (a) a registered holder of the shares; or
- (b) a person who claims to be entitled to have the person's name entered in the register of members of the company in respect of the shares;

**genuine purchaser** (真正購買者), in relation to shares, means—

- (a) a person (other than a person to whom a new certificate for the shares is issued under this Division) who purchases the shares in good faith for value and without notice of any defect in the title of the seller; or
- (b) a person who becomes entitled to the shares at any time after the purchase of them by a person referred to in paragraph (a);

**new certificate** (新股份證明書) means a share certificate that replaces a share certificate that has been lost;



**網站** (website) 就認可交易所以外的公司而言，指按適用於有關認可證券市場的《上市規則》規定該公司須用以公布宣告、公告或其他文件的網站。

(編輯修訂——2013 年第 1 號編輯修訂紀錄)

### 163. 申請新股份證明書

- (1) 如上市公司股份的**股份證明書**已遺失，合資格人士可向該公司申請新**股份證明書**。
- (2) 上述申請——
  - (a) 須符合指明格式；及
  - (b) 須隨附由合資格人士作出的述明以下事宜的法定聲明——
    - (i) 原有**股份證明書**已遺失；
    - (ii) 該人最後在何時管有原有**股份證明書**，以及該人如何不再管有該**股份證明書**；
    - (iii) 該人曾否就有關股份簽立任何轉讓書（不論是否留空待填）；
    - (iv) 並無其他人有權將其姓名或名稱就有關股份記入有關公司的成員登記冊內；及
    - (v) 對核實提出該申請所據的理由屬必需的任何其他事宜。

**original certificate** (原有**股份證明書**) means a share certificate that has been lost;

**registered holder** (登記持有人), in relation to shares in a listed company, means a person whose name is entered in the register of members of the company in respect of the shares;

**website** (網站), in relation to a company (other than a recognized exchange company), means the website on which the company is required, by the listing rules applicable to the recognized stock market concerned, to publish announcements, notices or other documents.

### 163. Application for new certificate

- (1) If a share certificate for shares in a listed company has been lost, an eligible person may apply to the company for a new certificate.
- (2) The application—
  - (a) must be in the specified form; and
  - (b) must be accompanied by a statutory declaration by the eligible person stating the following—
    - (i) that the original certificate has been lost;
    - (ii) when the original certificate was last in the person's possession and how the person ceased to have possession of it;
    - (iii) whether the person has executed any transfer in respect of the shares, in blank or otherwise;
    - (iv) that no other person is entitled to have their name entered in the register of members of the company in respect of the shares; and
    - (v) any other matters that are necessary to verify the grounds on which the application is made.

**164. 公布規定**

- (1) 上市公司如擬應第 163 條所指的申請發出新股份證明書，須按照本條刊登符合指明格式的公告。
- (2) 上述公告 ——
  - (a) 須在有關公司的網站公布；及
  - (b) 在以下情況下，須於憲報刊登 ——
    - (i) 提出有關申請的合資格人士，既不是有關股份的登記持有人，亦沒有獲該持有人同意提出該申請；或
    - (ii) 該等股份的最新價值超過 \$200,000。
- (3) 有關公告須在它首次根據第 (2)(a) 款在有關公司的網站公布後的一個月內，根據第 (2)(b) 款於憲報刊登。
- (4) 在公布或刊登本條所指的公告前 ——
  - (a) 如有關股份是在某證券市場上市的，有關公司須將該公告的文本交付營辦該證券市場的認可交易所；及
  - (b) 有關公司須從該交易所的獲授權人員處取得一份證明書，證明該文本正按照第 (5) 款展示。
- (5) 認可交易所須在有關證券市場營運所在的處所的顯眼地方，展示根據第 (4)(a) 款接獲的公告的文本，或在其正式網站上提供該公告，而 ——
  - (a) 不須根據第 (2)(b) 款刊登的公告須最少展示或公布一個月；或
  - (b) 須根據第 (2)(b) 款刊登的公告須最少展示或公布 3 個月。
- (6) 就第 (5) 款而言，在以下情況下，沒有在該款所述的期間內無間斷地在交易所的正式網站上提供某公告的文本，須不予理會 ——

**164. Publication requirements**

- (1) A listed company that intends to issue a new certificate on an application under section 163 must publish a notice in the specified form in accordance with this section.
- (2) The notice must be published—
  - (a) on the company's website; and
  - (b) in the Gazette if—
    - (i) the eligible person making the application is not the registered holder of the shares or does not have the registered holder's consent to make the application; or
    - (ii) the latest value of the shares exceeds \$200,000.
- (3) The notice must be published in the Gazette under subsection (2)(b) within one month after it is first published on the company's website under subsection (2)(a).
- (4) Before publishing a notice under this section, the company must—
  - (a) deliver a copy of the notice to the recognized exchange company that operates the stock market on which the shares concerned are listed; and
  - (b) obtain a certificate from an authorized officer of that exchange company that the copy is being exhibited in accordance with subsection (5).
- (5) A recognized exchange company must exhibit a copy of a notice received under subsection (4)(a) in a conspicuous place on the premises on which the stock market operates or make the notice available on its official website for a period of at least—

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- (a) 於該期間的部分時間，該公告在該網站上提供；而
- (b) 沒有在該期間內無間斷地提供該公告，是完全歸因於按理不能期望該交易所防止或避免的情況。
- (7) 如提出有關申請的合資格人士，既不是有關股份的登記持有人，亦沒有獲該持有人同意提出該申請，有關上市公司 ——
  - (a) 須將本條所指的公告的文本，以掛號郵遞寄往在公司的成員登記冊所載的該持有人的最後地址的方式，送達該持有人；及
  - (b) 在送達該文本之日後的最少 3 個月內，不得公布或刊登本條所指的公告。
- (8) 在本條中 ——  
**最新價值** (latest value) 就股份而言，指公司同一類別的股份於提出新股份證明書的申請前在認可證券市場最後錄得的成交價計算的價值。

## 165. 發出新股份證明書

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- (a) one month, for a notice that is not required to be published under subsection (2)(b); or
- (b) 3 months, for a notice that is required to be published under subsection (2)(b).
- (6) For the purposes of subsection (5), a failure to make a copy of a notice available on an exchange company's official website throughout a period mentioned in that subsection is to be disregarded if—
  - (a) the notice is made available on the website for part of that period; and
  - (b) the failure is wholly attributable to circumstances that it would not be reasonable to have expected that exchange company to prevent or avoid.
- (7) If the application was made by an eligible person who is not the registered holder of the shares and does not have the registered holder's consent to make the application, the listed company—
  - (a) must serve a copy of the notice under this section on the registered holder by sending it by registered post to the registered holder's last address appearing in the register of members of the company; and
  - (b) must not publish the notice under this section until at least 3 months after the day on which the copy was served.
- (8) In this section—  
**latest value** (最新價值) of shares means the value of the shares calculated at the last recorded price paid for shares of the same class in the company at the recognized stock market prior to the making of the application for the new certificate.

## 165. Issue of new certificate

- (1) 如以下條件獲符合，上市公司可應第 163 條所指的申請，發出新股份證明書 ——
- (a) 該公司已公布或刊登第 164 條所指的公告，而 ——
- (i) (如該公告根據第 164(2)(a) 條公布) 該公告已在一段為期最少一個月的期間內，無間斷地在該公司的網站上提供；或
- (ii) (如該公告根據第 164(2)(b) 條刊登) 該公告已在一段為期最少 3 個月的期間內，無間斷地在該公司的網站上提供，並按照第 164(3) 條於憲報刊登；
- (b) 該公司沒有接獲就有關股份而提出的任何其他申索的通知；及
- (c) 如該申請由並非有關股份的登記持有人的合資格人士提出 ——
- (i) 關於該等股份的轉讓文書已根據第 150 條交付該公司；或
- (ii) (如提出該申請是未經該持有人同意) 該公司已安排一份轉讓文書由該公司委任的人代表該持有人簽立，及由該申請人代表本身簽立。
- (2) 第 (1)(c)(ii) 款提述的轉讓文書，須視為根據第 150 條妥為交付有關公司的轉讓文書。
- (3) 發出新股份證明書的上市公司須不作延擱而 ——
- (a) 取消原有股份證明書；及
- (b) 在其成員的登記冊內，記錄新股份證明書的發出，並記錄原有股份證明書的取消。
- (4) 就第 (1)(a) 款而言，在以下情況下，沒有在該款所述的期間內無間斷地在公司的網站提供某公告，須不予理會 ——
- (a) 於該期間的部分時間，該公告在該網站上提供；而

- (1) A listed company may issue a new certificate on an application under section 163 if—
- (a) the company has published a notice under section 164 and—
- (i) if the notice is published under section 164(2)(a), the notice has been made available on the company's website throughout a period of at least one month; or
- (ii) if the notice is published under section 164(2)(b), the notice has been made available on the company's website throughout a period of at least 3 months and published in the Gazette in accordance with section 164(3);
- (b) the company has not received notice of any other claim in respect of the shares; and
- (c) in the case of an application by an eligible person who is not the registered holder of the shares—
- (i) an instrument of transfer in respect of the shares has been delivered to the company under section 150; or
- (ii) if the application was made without the registered holder's consent, the company has caused an instrument of transfer to be executed on behalf of the registered holder by a person appointed by the company and executed by the applicant on the applicant's own behalf.
- (2) An instrument of transfer referred to in subsection (1)(c)(ii) is to be regarded as an instrument of transfer duly delivered to the company under section 150.
- (3) A listed company that issues a new certificate must without delay—

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- (b) 沒有在該期間內無間斷地提供該公告，是完全歸因於按理不能期望該公司防止或避免的情況。

#### 166. 發出新股份證明書的公告

- (1) 凡上市公司發出新股份證明書 ——
  - (a) 該公司須按照本條的規定，以指明格式公布及刊登公告；及
  - (b) 如有關股份是在某證券市場上市的，該公司須在該證明書發出日期後的 14 日內，將該公告的文本交付營辦該證券市場的認可交易所。
- (2) 有關公告須藉以下方式公布：在一段為期最少 7 日的期間內，無間斷地在有關上市公司的網站上提供該公告，而該段期間須在有關證明書發出日期後的 14 日內開始。
- (3) 如第 164(2)(b) 條規定有關上市公司於憲報刊登公告，公布其擬發出新股份證明書的意向，則在該證明書發出日期後的 14 日內，本條所指的公告亦須於憲報刊登。
- (4) 就第 (2) 款而言，在以下情況下，沒有在該款所述的期間內無間斷地在上市公司的網站上提供某公告，須不予理會 ——
  - (a) 於該期間的部分時間，該公告在該網站上提供；而

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- (a) cancel the original certificate; and
  - (b) record the issue of the new certificate and cancellation of the original certificate in the register of its members.
- (4) For the purposes of subsection (1)(a), a failure to make a notice available on a company's website throughout a period mentioned in that subsection is to be disregarded if—
  - (a) the notice is made available on the website for part of that period; and
  - (b) the failure is wholly attributable to circumstances that it would not be reasonable to have expected the company to prevent or avoid.

#### 166. Public notice of issue of new certificate

- (1) A listed company that issues a new certificate must—
  - (a) publish a notice in the specified form in accordance with this section; and
  - (b) deliver a copy of the notice to the recognized exchange company that operates the stock market on which the shares concerned are listed within 14 days after the date of issue.
- (2) The notice must be published by making it available on the listed company's website throughout a period of at least 7 days beginning on a date falling within 14 days after the date of issue.
- (3) If the listed company was required by section 164(2)(b) to publish a notice in the Gazette of its intention to issue the new certificate, the notice under this section must also be published in the Gazette within 14 days after the date of issue.



- (b) 沒有在該期間內無間斷地提供該公告，是完全歸因於按理不能期望該公司防止或避免的情況。
- (5) 如上市公司違反本條，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。

**167. 關於更正登記冊的原訟法庭命令**

- (1) 在符合本條的規定下，如上市公司就股份發出新股份證明書，本分部不影響原訟法庭根據第 633 條具有的權力，以針對以下人士作出有利於任何聲稱對該等股份享有權利的人的命令——
- (a) 獲發給新股份證明書的人；或
- (b) 其後就該等股份而名列公司的成員登記冊的人。
- (2) 如第 (1)(b) 款提述的人是有關股份的真正購買者，原訟法庭不得根據第 633 條針對該人作出命令。
- (3) 原訟法庭如根據第 633 條作出命令，而該命令針對獲發給新股份證明書的人，或針對任何其後就有關股份而名列公司的成員登記冊的人——
- (a) 原訟法庭不得命令該公司支付損害賠償；及
- (b) 該公司亦無需對因按照本分部發出新股份證明書或取消原有股份證明書而引致的任何損害，負上其他法律責任。

附註——

- (4) For the purposes of subsection (2), a failure to make a notice available on a listed company's website throughout a period mentioned in that subsection is to be disregarded if—
- (a) the notice is made available on the website for part of that period; and
- (b) the failure is wholly attributable to circumstances that it would not be reasonable to have expected the company to prevent or avoid.
- (5) If a listed company contravenes this section, 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.

**167. Orders of Court for rectification of the register**

- (1) Subject to this section, if a listed company issues a new certificate in respect of shares, nothing in this Division affects the power of the Court to make an order under section 633 in favour of a person claiming to be entitled to the shares as against—
- (a) the person to whom the new certificate is issued; or
- (b) a person whose name is subsequently entered in the register of members of the company in respect of the shares.
- (2) The Court must not make an order under section 633 as against a person referred to in subsection (1)(b) if that person is a genuine purchaser of the shares.
- (3) If the Court makes an order under section 633 as against the person to whom the new certificate is issued or a person whose name is subsequently entered in the register of members of the company in respect of the shares—

第 633 條賦予原訟法庭權力，以作出更正公司的成員登記冊的命令。

### 168. 在不能命令更正的情況下的法律責任

- (1) 如因為第 167(2) 條，而不能根據第 633 條作出命令，則本條適用。
- (2) 除非公司曾作出具欺騙成分的作為，否則公司無需為申索人因為新股份證明書的發出或原有股份證明書的取消而蒙受的任何損害，而負上法律責任。
- (3) 如有關股份是由真正購買者向獲發給新股份證明書的人購買的，該人須為該等股份在購買當日的價值，對申索人負上法律責任。
- (4) 如有關股份是由真正購買者向任何其後就該等股份而名列公司的成員登記冊的人購買的，則獲發給新股份證明書的人，以及任何其後就該等股份而名列公司的成員登記冊的人（真正購買者除外），均須為該等股份在該真正購買者購買當日的價值，共同及各別對申索人負上法律責任。
- (5) 在本條中——

**申索人** (claimant) 指如無第 167(2) 條，本屬可根據第 633 條作出的命令所惠及的人。

- (a) the Court must not order the payment of damages by the company; and
- (b) the company is not otherwise liable for any damage caused by the issue of the new certificate or cancellation of the original certificate in accordance with this Division.

#### Note—

Section 633 gives the Court power to make an order for rectification of the register of members of a company.

### 168. Liability if rectification cannot be ordered

- (1) This section applies if an order cannot be made under section 633 because of section 167(2).
- (2) The company is not liable for any damage suffered by the claimant because of the issue of the new certificate or cancellation of the original certificate, unless the company has acted deceitfully.
- (3) If the genuine purchaser purchased the shares from the person to whom the new certificate is issued, the person to whom the new certificate is issued is liable to the claimant for the value of the shares as at the date of purchase.
- (4) If the genuine purchaser purchased the shares from a person whose name was subsequently entered in the register of members of the company in respect of the shares, the person to whom the new certificate is issued and any person whose name was subsequently entered in the register in respect of the shares (other than a genuine purchaser) are jointly and severally liable to the claimant for the value of the shares as at the date the shares were purchased by the genuine purchaser.
- (5) In this section—

**169. 申請人須支付開支**

- (1) 新股份證明書的申請人須支付關乎有關申請的所有開支。
- (2) 上市公司可拒絕處理或拒絕進一步處理一項申請，直至該公司信納有關申請人已為支付關乎有關申請的開支撥出合理的準備金為止。

**第 6 分部 —— 股本的更改****170. 獲准許的股本更改**

- (1) 有限公司可藉第 (2) 款列明的任何一種或多於一種方式，更改其股本。
- (2) 公司可 ——
  - (a) 藉按照本部配發及發行新股份，以增加其股本；
  - (b) 在沒有配發及發行新股份的情況下，增加其股本，但前提是增加股本所需的資金或其他資產，是由該公司的成員提供的；
  - (c) 在有或沒有配發及發行新股份的情況下，將其利潤資本化；
  - (d) 在有或沒有增加其股本的情況下，配發及發行紅股；
  - (e) 將其全部或任何股份，轉換為更大或更小數目的股份；
  - (f) 取消以下股份 ——
    - (i) 截至關乎取消股份的決議通過當日，尚未獲任何人承購或同意承購的股份；或

*claimant* (申索人) means the person in whose favour an order could have been made under section 633 but for section 167(2).

**169. Applicant to pay expenses**

- (1) An applicant for a new certificate must pay all expenses relating to the application.
- (2) A listed company may refuse to deal, or to deal further, with an application until it is satisfied that the applicant has made reasonable provision for payment of the expenses relating to the application.

**Division 6—Alteration of Share Capital****170. Permitted alteration of share capital**

- (1) A limited company may alter its share capital in any one or more of the ways set out in subsection (2).
- (2) The company may—
  - (a) increase its share capital by allotting and issuing new shares in accordance with this Part;
  - (b) increase its share capital without allotting and issuing new shares, if the funds or other assets for the increase are provided by the members of the company;
  - (c) capitalize its profits, with or without allotting and issuing new shares;
  - (d) allot and issue bonus shares with or without increasing its share capital;
  - (e) convert all or any of its shares into a larger or smaller number of shares;
  - (f) cancel shares—

(ii) 被沒收的股份。

- (3) 有限公司只可藉其決議進行第 (2)(e) 或 (f) 款提述的股本更改。

**附註 ——**

第 140 及 141 條所載條文要求作出批准股份配發的公司決議。該等條文可能與第 (2)(a)、(c) 或 (d) 款提述的股本更改有關。

- (4) 第 (3) 款提述的決議可授權公司 ——
- (a) 行使有關權力多於一次；
  - (b) 在指明時間或在指明情況下行使有關權力。
- (5) 就根據第 (2)(e) 款轉換的股份而屬尚未繳付的股款，須在替代股份之間平均分配。
- (6) 如有股份根據第 (2)(f) 款被取消，公司須按被取消股份的款額，減少其股本。
- (7) 就第 5 部而言，根據本條取消股份並非減少股本。
- (8) 有限公司的章程細則可禁止或限制行使本條賦予的權力。

**171. 更改股本的通知**

- (1) 公司須在根據第 170 條更改其股本後的一個月內，就更改股本將一份通知交付處長登記。
- (2) 上述通知 ——
- (a) 須符合指明格式；

- (i) that, at the date the resolution for cancellation is passed, have not been taken or agreed to be taken by any person; or

(ii) that have been forfeited.

- (3) A limited company may alter its share capital as referred to in subsection (2)(e) or (f) only by resolution of the company.

**Note—**

Sections 140 and 141 contain provisions requiring a resolution of the company for an allotment of shares. Those sections may be relevant to an alteration of share capital referred to in subsection (2)(a), (c) or (d).

- (4) A resolution referred to in subsection (3) may authorize the company to exercise the power—
- (a) on more than one occasion;
  - (b) at a specified time or in specified circumstances.
- (5) Any amount remaining unpaid on shares being converted under subsection (2)(e) is to be divided equally among the replacement shares.
- (6) If shares are cancelled under subsection (2)(f), the company must reduce its share capital by the amount of the shares cancelled.
- (7) For the purposes of Part 5, a cancellation of shares under this section is not a reduction of share capital.
- (8) A limited company's articles may exclude or restrict the exercise of a power conferred by this section.

**171. Notice of alteration of share capital**

- (1) Within one month after altering its share capital under section 170, a company must deliver a notice to the Registrar for registration in relation to the alteration of share capital.
- (2) The notice—

- (b) (如公司的已發行股本因有關更改而增加)須述明增加的款額;及
  - (c) 須載有一項以緊接更改之後當時的狀況為準的股本說明,該項說明須符合第 201 條。(由 2018 年第 35 號第 12 條修訂)
  - (3) 如股本更改涉及股份配發,公司無需就該項更改交付本條所指的通知。
- 附註——**  
第 142 條就股份的配發,規定公司須將配發申報書交付處長登記。
- (4) 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 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。

**172. 股本的幣值重訂**

- (1) 有限公司可藉其決議,將其股本或任何類別的股份,由以某種貨幣計值轉換為以另一種貨幣計值。此程序稱為幣值重訂。
- (2) 本條所指的決議可授權有限公司——
  - (a) 對其股本作幣值重訂多於一次;
  - (b) 在指明時間或在指明情況下對其股本作幣值重訂。
- (3) 公司的章程細則所訂的成員的任何權利或責任,或公司的章程細則所訂的任何影響成員的限制,均不受股本幣值重訂影響。
- (4) 股本幣值重訂尤其不影響任何收取股息的權利(包括收取以某特定貨幣計值的股息的權利)、表決權或關於股份

- (a) must be in the specified form;
  - (b) if the company's issued share capital is increased by the alteration, must state the amount of the increase; and
  - (c) must include a statement of capital, as at the time immediately after the alteration, that complies with section 201. (Amended 35 of 2018 s. 12)
  - (3) A company is not required to deliver a notice under this section in relation to an alteration of share capital involving an allotment of shares.
- Note—**  
For an allotment of shares, section 142 requires a company to deliver a return of the allotment to the Registrar for registration.
- (4) 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 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

**172. Redenomination of share capital**

- (1) A limited company may, by resolution of the company, convert its share capital or any class of shares from one currency to another currency. This is known as a redenomination.
- (2) A resolution under this section may authorize a limited company to redenominate its share capital—
  - (a) on more than one occasion;
  - (b) at a specified time or in specified circumstances.
- (3) A redenomination does not affect any rights or obligations of members under the company's articles, or any restrictions affecting members under the company's articles.



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尚未繳付的股款的任何法律責任(包括以某特定貨幣計值的法律責任)。

- (5) 就本條而言，公司的章程細則包括配發或持有該公司任何股份所依據的條款。
- (6) 有限公司的章程細則可禁止或限制行使本條賦予的權力。

### 173. 股本幣值重訂的通知

- (1) 公司須在根據第 172 條通過決議後的一個月內，就股本幣值重訂將一份通知交付處長登記，該通知須符合指明格式。
- (2) 上述通知須載有一項以緊接股本幣值重訂之後當時的狀況為準的股本說明，該項說明須符合第 201 條。(由 2018 年第 35 號第 13 條修訂)
- (3) 如公司違反本條，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

### 174. 股額再轉換為股份

- (1) 如公司在被本條例廢除將繳足股款的股份轉換為股額的權力前，已將繳足股款的股份轉換為股額，該公司可藉其決議，將該股額再轉換為繳足股款的股份。

**附註——**

第 138 條廢除公司將其股份轉換為股額的權力。

- (2) 本條所指的決議可授權公司——
  - (a) 行使將股額再轉換的權力多於一次；

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- (4) In particular, it does not affect any entitlement to dividends (including entitlement to dividends in a particular currency), voting rights or liability in respect of amounts remaining unpaid on shares (including liability in a particular currency).
- (5) For the purposes of this section, the company's articles include the terms on which any shares in the company are allotted or held.
- (6) A limited company's articles may exclude or restrict the exercise of a power conferred by this section.

### 173. Notice of redenomination

- (1) Within one month after passing a resolution under section 172, a company must deliver a notice in the specified form to the Registrar for registration in relation to the redenomination.
- (2) The notice must include a statement of capital, as at the time immediately after the redenomination, that complies with section 201. (*Amended 35 of 2018 s. 13*)
- (3) If a company contravenes this section, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

### 174. Reconversion of stock into shares

- (1) A company that has converted paid up shares into stock (before the repeal by this Ordinance of the power to do so) may, by resolution of the company, reconvert that stock into paid up shares.

**Note—**

Section 138 repeals the power of a company to convert its shares into stock.

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- (b) 在指明時間或在指明情況下行使將股額再轉換的權力。

### 175. 再轉換的通知

- (1) 公司須在根據第 174 條通過決議後的一個月內，就股額再轉換一事將一份通知交付處長登記，該通知須符合指明格式。
- (2) 上述通知須載有一項以緊接再轉換股額之後當時的狀況為準的股本說明，該項說明須符合第 201 條。*(由 2018 年第 35 號第 14 條修訂)*
- (3) 如公司違反本條，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

## 第 7 分部 —— 股份的類別及類別權利

### 第 1 次分部 —— 有股本的公司

#### 176. 本次分部的適用範圍

本次分部適用於有股本的公司。

#### 177. 股份所附帶的權利

在本條例中，提述屬公司某股份類別的股份所附帶的權利，即提述該股份的持有人作為該公司成員的權利。

#### 178. 股份的類別

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- (2) A resolution under this section may authorize a company to exercise the power to reconvert stock—
  - (a) on more than one occasion;
  - (b) at a specified time or in specified circumstances.

### 175. Notice of reconversion

- (1) Within one month after passing a resolution under section 174, a company must deliver a notice in the specified form to the Registrar for registration in relation to the reconversion of stock.
- (2) The notice must include a statement of capital, as at the time immediately after the reconversion, that complies with section 201. *(Amended 35 of 2018 s. 14)*
- (3) If a company contravenes this section, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

## Division 7—Classes of Shares and Class Rights

### Subdivision 1—Companies having a Share Capital

#### 176. Application of Subdivision

This Subdivision applies to a company that has a share capital.

#### 177. Rights attached to shares

In this Ordinance, a reference to the rights attached to a share in a class of shares in a company is a reference to the rights of the holder of that share as a member of the company.

#### 178. Classes of shares

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- (1) 就本條例而言，如某些股份所附帶的權利，在所有方面均屬劃一，該等股份即屬同一類別。
- (2) 如被配發的股份在緊接配發後的 12 個月內，並不帶有相同的收取股息的權利，有關股份所附帶的權利不會僅因該事宜，而被視為有異於其他股份所附帶的權利。

### 179. 不同類別的股份的說明

- (1) 有不同類別的股份的公司所發出的股份證明書，均須在顯眼位置載有一項陳述 ——
  - (a) 述明該公司的股本被分為不同類別的股份；並
  - (b) 指明每一類別的股份所附帶的表決權。
- (2) 如公司某類別股份的持有人，沒有在該公司的成員大會上表決的權利 ——
  - (a) 該類別股份的說明稱號，須包括“無表決權”中文字樣或“non voting”英文字樣；及
  - (b) 該公司須確保上述字樣在它所發出的任何股份證明書上清晰可閱地顯示。
- (3) 如股份被稱為優先股或具優先權的股份，第 (2) 款不適用於該等股份。
- (4) 如公司違反本條，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

### 180. 更改類別的權利

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- (1) For the purposes of this Ordinance, shares are in one class if the rights attached to them are in all respects uniform.
- (2) The rights attached to shares are not to be regarded as different from those attached to other shares only because they do not carry the same rights to dividends in the 12 months immediately following their allotment.

### 179. Description of shares of different classes

- (1) A share certificate issued by a company that has different classes of shares must contain in a prominent position a statement—
  - (a) stating that the company's share capital is divided into different classes of shares; and
  - (b) specifying the voting rights attached to shares in each class.
- (2) If a company has a class of shares the holders of which are not entitled to vote at general meetings of the company—
  - (a) the descriptive title of shares in the class must include the words “non voting” or the Chinese characters “無表決權”; and
  - (b) the company must ensure that those words appear legibly on any share certificate issued by the company.
- (3) Subsection (2) does not apply to shares that are described as preference shares or preferred shares.
- (4) If a company contravenes this section, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

### 180. Varying class rights

- (1) 如某股份屬公司某類別的股份，該等股份所附帶的權利——
- (a) 只可按照其章程細則中關於更改該等權利的條文而更改；或
- (b) 在沒有該等條文的情況下，只可在該類別股份的持有人按照本條給予的同意下更改。
- (2) 第 (1) 款不損害對更改權利的任何其他限制。
- 例子——**  
公司能與某類別股份的持有人訂立協議，對更改類別的權利施加限制。
- (3) 為第 (1)(b) 款的目的而需有的同意為——(由 2018 年第 35 號第 15 條修訂)
- (a) 持有人的書面同意，而該名或該等持有人持有的表決權佔有關類別股份的持有人的總表決權中最少 75%；或
- (b) 在一個分開舉行的該類別股份的持有人的成員大會上通過的認許有關更改的特別決議。
- (4) 關於更改的同意——
- (a) 如是全體同意——該項更改在第 (4B) 款指明的時間生效；或
- (b) 如不是全體同意——該項更改在第 (4C) 款指明的時間生效。(由 2018 年第 35 號第 15 條代替)
- (4A) 就第 (4) 款而言，關於更改的全體同意，即——
- (a) 所有持有人的書面同意，而該名或該等持有人持有的表決權，是有關類別股份的持有人的總表決權；或
- (b) 在一個分開舉行的該類別股份的所有持有人的成員大會上一致通過的決議，而該名或該等持有人持有的表決權，是該類別股份的持有人的總表決權。(由 2018 年第 35 號第 15 條增補)
- (4B) 就第 (4)(a) 款而指明的時間是——

- (1) Rights attached to shares in a class of shares in a company may be varied only—
- (a) in accordance with provisions in the company's articles for the variation of those rights; or
- (b) if there are no such provisions, with the consent of holders of shares in that class given in accordance with this section.
- (2) Subsection (1) is without prejudice to any other restrictions on the variation of the rights.
- Example—**  
A company could make an agreement with the holders of shares in a class that imposes restrictions on the variation of class rights.
- (3) The consent required for the purposes of subsection (1)(b) is—(Amended 35 of 2018 s. 15)
- (a) written consent of holders representing at least 75% of the total voting rights of holders of shares in the class; or
- (b) a special resolution passed at a separate general meeting of holders of shares in the class sanctioning the variation.
- (4) A variation takes effect—
- (a) if the consent for the variation is full consent—at the time specified in subsection (4B); or
- (b) if the consent for the variation is not full consent—at the time specified in subsection (4C). (Replaced 35 of 2018 s. 15)
- (4A) For the purposes of subsection (4), full consent for a variation is—
- (a) written consent of all holders representing the total voting rights of holders of shares in the class; or

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- (a) 有關全體同意的日期；或
- (b) 如在該全體同意內，有就此而指明較後日期 —— 該較後日期。*(由 2018 年第 35 號第 15 條增補)*
- (4C) 就第 (4)(b) 款而指明的時間是 ——
  - (a) 如沒有人根據第 182 條提出申請，要求否決有關更改 —— 根據該條提出申請的限期終結時；或
  - (b) 如有人根據該條提出申請，要求否決該項更改 ——
    - (i) 該項申請被撤回之時，或該項申請獲終局裁定之時；或
    - (ii) (如有多於一項申請) 在該等申請中最後的一項申請被撤回之時，或該項申請獲終局裁定之時。*(由 2018 年第 35 號第 15 條增補)*
- (4D) 如有關更改被否決，則第 (4)(b) 款不適用。*(由 2018 年第 35 號第 15 條增補)*
- (5) 對公司的章程細則中關於更改某類別的股份所附帶的權利的條文的修訂，或將任何該等條文加插於該章程細則內，本身須視為該等權利的更改。
- (6) 本條不影響原訟法庭根據第 673、675 及 725 條具有的權力。

# 181. 將更改通知類別成員

- (1) 如屬公司某類別股份的股份所附帶的權利被更改，該公

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- (b) a resolution passed unanimously by all holders representing the total voting rights of holders of shares in the class at a separate general meeting of those holders. *(Added 35 of 2018 s. 15)*
- (4B) The time specified for the purposes of subsection (4)(a) is—
  - (a) the date of the full consent; or
  - (b) if a later date is specified for the purpose in the full consent—the later date. *(Added 35 of 2018 s. 15)*
- (4C) The time specified for the purposes of subsection (4)(b) is—
  - (a) if no application is made under section 182 for the variation to be disallowed—the end of the period within which applications may be made under that section; or
  - (b) if an application is made under that section for the variation to be disallowed—
    - (i) the time when the application is withdrawn or finally determined; or
    - (ii) (if there is more than one application) the time when the last of the applications is withdrawn or finally determined. *(Added 35 of 2018 s. 15)*
- (4D) Subsection (4)(b) does not apply if the variation is disallowed. *(Added 35 of 2018 s. 15)*
- (5) Any amendment of a provision in a company's articles for the variation of the rights attached to shares in a class, or the insertion of any such provision into the articles, is itself to be regarded as a variation of those rights.
- (6) Nothing in this section affects the Court's powers under sections 673, 675 and 725.

# 181. Notifying class members of variation

- (1) If the rights attached to shares in any class of shares in a



司須在該項更改作出的日期後的 14 日內，向該類別股份的每名持有人發出關於該項更改的書面通知。

- (2) 如公司違反本條，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

### 182. 原訟法庭否決或確認更改事宜

- (1) 如屬公司某類別股份的股份所附帶的權利被更改，所持有的表決權佔該類別股份的持有人的總表決權中至少 10% 的持有人，可向原訟法庭提出申請，要求否決該項更改。
- (1A) 然而，如有關更改在以下書面同意或決議下作出，則有關持有人不得根據第 (1) 款向原訟法庭提出申請，要求否決該項更改——
- (a) 所有持有人的書面同意，而該名或該等持有人持有的表決權，是有關類別股份的持有人的總表決權；或
- (b) 在一個分開舉行的該類別股份的所有持有人的成員大會上一致通過的決議，而該名或該等持有人持有的表決權，是該類別股份的持有人的總表決權。(由 2018 年第 35 號第 16 條增補)
- (2) 上述申請須在有關更改作出的日期後的 28 日內提出。
- (3) 上述申請可由有權提出申請的全部有關成員以書面委任的他們當中的一人或多人代表他們提出。
- (4) 在聆訊申請時，下述的人有權陳詞——
- (a) 有關申請人；
- (b) 原訟法庭覺得在該申請中有利害關係的任何其他人。

company are varied, the company must give written notice of the variation to each holder of shares in that class within 14 days after the date on which the variation is made.

- (2) If a company contravenes this section, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

### 182. Disallowance or confirmation of variation by Court

- (1) If the rights attached to shares in any class of shares in a company are varied, holders representing at least 10% of the total voting rights of holders of shares in the class may apply to the Court to have the variation disallowed.
- (1A) However, the holders may not apply to the Court under subsection (1) to have the variation disallowed if the variation is made with—
- (a) written consent of all holders representing the total voting rights of holders of shares in the class; or
- (b) a resolution passed unanimously by all holders representing the total voting rights of holders of shares in the class at a separate general meeting of those holders. (Added 35 of 2018 s. 16)
- (2) An application must be made within 28 days after the date on which the variation is made.
- (3) An application may be made on behalf of the members entitled to apply by any one or more of them appointed in writing by all of them.
- (4) The following persons are entitled to be heard on an application—
- (a) the applicant;

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- (5) 原訟法庭如信納有關更改會不公平地損害申請人所代表的成員，可藉命令否決該項更改。
- (6) 原訟法庭如並不信納有關更改會不公平地損害申請人所代表的成員，須藉命令確認該項更改。
- (7) 本條不影響 ——
  - (a) 任何成員根據第 724 條向原訟法庭提出呈請的權利；或
  - (b) 原訟法庭根據第 725 條具有的權力。

### 183. 將原訟法庭命令交付處長

- (1) 如原訟法庭根據第 182 條就某公司作出命令，該公司須在該命令作出後的 15 日內，將該命令的正式文本交付處長登記。
- (2) 如公司違反本條，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

### 184. 將更改通知處長

- (1) 如屬公司某類別股份的股份所附帶的權利被更改，該公司須在該項更改的生效日期後的一個月內，將以下文件交付處長登記 ——
  - (a) 批准該項更改的決議或其他文件的文本；及
  - (b) 符合指明格式的通知，該通知須載有以緊接該項更改生效之後當時的狀況為準的股本說明，該項說明須符合第 201 條。(由 2018 年第 35 號第 17 條修訂)

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- (b) any other person who appears to the Court to be interested in the application.
- (5) The Court may, by order, disallow the variation if it is satisfied that the variation would unfairly prejudice the members represented by the applicant.
- (6) If the Court is not so satisfied, it must, by order, confirm the variation.
- (7) Nothing in this section affects—
  - (a) the right of a member to petition the Court under section 724; or
  - (b) the Court's powers under section 725.

### 183. Delivery of order of Court to Registrar

- (1) If the Court makes an order under section 182 in relation to a company, the company must deliver an office copy of the order to the Registrar for registration within 15 days after it is made.
- (2) If a company contravenes this section, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

### 184. Notifying Registrar of variation

- (1) If the rights attached to shares in any class of shares in a company are varied, the company must deliver to the Registrar for registration, within one month after the date on which the variation takes effect—
  - (a) a copy of the resolution or other document that authorized the variation; and

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- (2) 如根據本條例的另一條文，有關公司須將有關決議或其他文件的文本交付處長，則第 (1)(a) 款不適用。
- (3) 如公司違反本條，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

## 第 2 次分部 —— 無股本的公司

### 185. 本次分部的適用範圍

本次分部適用於無股本的公司。

### 186. 成員的權利

在本條例中，提述無股本的公司某類別成員的權利，即提述該成員作為該公司的成員而具有的該類別成員的權利。

### 187. 成員的類別

就本條例而言，如無股本的公司的某些成員的權利，在所有方面均屬劃一，該等成員即屬同一類別。

### 188. 更改類別的權利

- (1) 無股本的公司的某類別成員的權利 ——

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- (b) a notice in the specified form including a statement of capital, as at the time immediately after the variation takes effect, that complies with section 201. (*Amended 35 of 2018 s. 17*)
- (2) Subsection (1)(a) does not apply if the company is required to deliver a copy of the resolution or other document to the Registrar under another provision of this Ordinance.
- (3) If a company contravenes this section, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

## Subdivision 2—Companies without a Share Capital

### 185. Application of Subdivision

This subdivision applies to a company that does not have a share capital.

### 186. Rights of members

In this Ordinance, a reference to the rights of a class of members of a company that does not have a share capital is a reference to the rights of the members in that class in their capacity as members of the company.

### 187. Classes of members

For the purposes of this Ordinance, members of a company that does not have a share capital are in one class if the rights of the members are in all respects uniform.

### 188. Varying class rights

- (1) Rights of a class of members of a company that does not

- (a) 只可按照其章程細則中關於更改該等權利的條文而更改；或
- (b) 在沒有該等條文的情況下，只可在該類別成員按照本條給予的同意下更改。
- (2) 第 (1) 款不損害對更改權利的任何其他限制。
- 例子——**  
公司能與某類別成員訂立協議，對更改類別的權利施加限制。
- (3) 為第 (1)(b) 款的目的而需有的同意為——(由 2018 年第 35 號第 18 條修訂)
- (a) 有關類別成員中最少 75% 的成員的書面同意；或
- (b) 在一個分開舉行的該類別成員的成員大會上通過的認許有關更改的特別決議。
- (4) 關於更改的同意——
- (a) 如是全體同意——該項更改在第 (4B) 款指明的時間生效；或
- (b) 如不是全體同意——該項更改在第 (4C) 款指明的時間生效。(由 2018 年第 35 號第 18 條代替)
- (4A) 就第 (4) 款而言，關於更改的全體同意，即——
- (a) 有關類別所有成員的書面同意；或
- (b) 在一個分開舉行的該類別成員的成員大會上，由所有成員一致通過的決議。(由 2018 年第 35 號第 18 條增補)
- (4B) 就第 (4)(a) 款而指明的時間是——
- (a) 有關全體同意的日期；或
- (b) 如在該全體同意內，有就此而指明較後日期——該較後日期。(由 2018 年第 35 號第 18 條增補)
- (4C) 就第 (4)(b) 款而指明的時間是——
- (a) 如沒有人根據第 190 條提出申請，要求否決有關更改——根據該條提出申請的限期終結時；或

have a share capital may be varied only—

- (a) in accordance with provisions in the company's articles for the variation of those rights; or
- (b) if there are no such provisions, with the consent of the members of that class given in accordance with this section.
- (2) Subsection (1) is without prejudice to any other restrictions on the variation of the rights.
- Example—**  
A company could make an agreement with the members of a class that imposes restrictions on the variation of class rights.
- (3) The consent required for the purposes of subsection (1)(b) is—(Amended 35 of 2018 s. 18)
- (a) written consent of at least 75% of the members in the class; or
- (b) a special resolution passed at a separate general meeting of the members in the class sanctioning the variation.
- (4) A variation takes effect—
- (a) if the consent for the variation is full consent—at the time specified in subsection (4B); or
- (b) if the consent for the variation is not full consent—at the time specified in subsection (4C). (Replaced 35 of 2018 s. 18)
- (4A) For the purposes of subsection (4), full consent for a variation is—
- (a) written consent of all members in the class; or
- (b) a resolution passed unanimously by all members in the class at a separate general meeting of those members. (Added 35 of 2018 s. 18)
- (4B) The time specified for the purposes of subsection (4)(a) is—

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- (b) 如有人根據該條提出申請，要求否決該項更改 ——
- (i) 該項申請被撤回之時，或該項申請獲終局裁定之時；或
  - (ii) (如有多於一項申請) 在該等申請中最後的一項申請被撤回之時，或該項申請獲終局裁定之時。  
(由 2018 年第 35 號第 18 條增補)
- (4D) 如有關更改被否決，則第 (4)(b) 款不適用。(由 2018 年第 35 號第 18 條增補)
- (5) 對公司的章程細則中關於更改某類別成員的權利的條文的修訂，或將任何該等條文加插於該章程細則內，本身須視為該等權利的更改。
- (6) 本條不影響原訟法庭根據第 673、675 及 725 條具有的權力。

### 189. 將更改通知類別成員

- (1) 如無股本的公司的某類別成員的權利被更改，該公司須在該項更改作出的日期後的 14 日內，向該類別的每名成員發出關於該項更改的書面通知。
- (2) 如公司違反本條，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

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- (a) the date of the full consent; or
  - (b) if a later date is specified for the purpose in the full consent—the later date. *(Added 35 of 2018 s. 18)*
- (4C) The time specified for the purposes of subsection (4)(b) is—
- (a) if no application is made under section 190 for the variation to be disallowed—the end of the period within which applications may be made under that section; or
  - (b) if an application is made under that section for the variation to be disallowed—
    - (i) the time when the application is withdrawn or finally determined; or
    - (ii) (if there is more than one application) the time when the last of the applications is withdrawn or finally determined. *(Added 35 of 2018 s. 18)*
- (4D) Subsection (4)(b) does not apply if the variation is disallowed. *(Added 35 of 2018 s. 18)*
- (5) Any amendment of a provision in a company's articles for the variation of the rights of a class of members, or the insertion of any such provision into the articles, is itself to be regarded as a variation of those rights.
- (6) Nothing in this section affects the Court's powers under sections 673, 675 and 725.

### 189. Notifying class members of variation

- (1) If the rights of any class of members of a company that does not have a share capital are varied, the company must give written notice of the variation to each member in that class within 14 days after the date on which the variation is made.
- (2) If a company contravenes this section, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a



continuing offence, to a further fine of \$700 for each day during which the offence continues.

### 190. 原訟法庭否決或確認更改事宜

- (1) 如無股本的公司的某類別成員的權利被更改，佔該類別成員中最少 10% 的成員，可向原訟法庭提出申請，要求否決該項更改。
- (1A) 然而，如有關更改在以下書面同意或決議下作出，則有關成員不得根據第 (1) 款向原訟法庭提出申請，要求否決該項更改 ——
  - (a) 有關類別所有成員的書面同意；或
  - (b) 在一個分開舉行的該類別成員的成員大會上，由所有成員一致通過的決議。(由 2018 年第 35 號第 19 條增補)
- (2) 上述申請須在有關更改作出的日期後的 28 日內提出。
- (3) 有權提出申請的成員，可藉書面方式，委任他們當中的任何一人或多於一人，代表所有作出該項委任的成員提出申請。
- (4) 在聆訊申請時，下述的人有權陳詞 ——
  - (a) 有關申請人；
  - (b) 原訟法庭覺得在該申請中有利害關係的任何其他人。
- (5) 原訟法庭如信納有關更改會不公平地損害申請人所代表的成員，可藉命令否決該項更改。
- (6) 原訟法庭如並不信納有關更改會不公平地損害申請人所代表的成員，須藉命令確認該項更改。
- (7) 本條不影響 ——
  - (a) 任何成員根據第 724 條向原訟法庭提出呈請的權利；或
  - (b) 原訟法庭根據第 725 條具有的權力。

### 190. Disallowance or confirmation of variation by Court

- (1) If the rights of any class of members of a company that does not have a share capital are varied, members representing at least 10% of the members in the class may apply to the Court to have the variation disallowed.
- (1A) However, the members may not apply to the Court under subsection (1) to have the variation disallowed if the variation is made with—
  - (a) written consent of all members in the class; or
  - (b) a resolution passed unanimously by all members in the class at a separate general meeting of those members.  
(Added 35 of 2018 s. 19)
- (2) An application must be made within 28 days after the date on which the variation is made.
- (3) An application may be made on behalf of the members entitled to apply by any one or more of them appointed in writing by all of them.
- (4) The following persons are entitled to be heard on an application—
  - (a) the applicant;
  - (b) any other person who appears to the Court to be interested in the application.
- (5) The Court may, by order, disallow the variation if it is satisfied that the variation would unfairly prejudice the members represented by the applicant.
- (6) If the Court is not so satisfied, it must, by order, confirm the variation.

**191. 將原訟法庭命令交付處長**

- (1) 如原訟法庭根據第 190 條就某公司作出命令，該公司須在該命令作出後的 15 日內，將該命令的正式文本交付處長登記。
- (2) 如公司違反本條，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

**192. 將更改通知處長**

- (1) 如無股本的公司的某類別成員的權利被更改，該公司須在該項更改的生效日期後的一個月內，將以下文件交付處長登記——
  - (a) 批准該項更改的決議或其他文件的文本；及
  - (b) 符合指明格式的通知。
- (2) 如根據本條例的另一條文，有關公司須將有關決議或其他文件的文本交付處長，則第 (1)(a) 款不適用。
- (3) 如公司違反本條，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

- (7) Nothing in this section affects—
  - (a) the right of a member to petition the Court under section 724; or
  - (b) the Court's powers under section 725.

**191. Delivery of order of Court to Registrar**

- (1) If the Court makes an order under section 190 in relation to a company, the company must deliver an office copy of the order to the Registrar for registration within 15 days after it is made.
- (2) If a company contravenes this section, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

**192. Notifying Registrar of variation**

- (1) If the rights of any class of members of a company that does not have a share capital are varied, the company must deliver to the Registrar for registration, within one month after the date on which the variation takes effect—
  - (a) a copy of the resolution or other document that authorized the variation; and
  - (b) a notice in the specified form.
- (2) Subsection (1)(a) does not apply if the company is required to deliver a copy of the resolution or other document to the Registrar under another provision of this Ordinance.
- (3) If a company contravenes this section, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a

## 第 3 次分部 —— 一般事宜

## 193. 更改包括廢止

在本分部中及在公司的章程細則關於更改類別的權利的條文中 ( 除章程細則有關條文的文意另有所指外 )，提述更改該等權利，包括廢止該等權利。

## 第 8 分部 —— 補充及雜項條文

## 第 1 次分部 —— 關於股本規定的寬免

## 194. 釋義

(1) 在本分部中 ——

**公司** (company) 包括任何法人團體，但在對發行公司的提述中則除外；

**安排** (arrangement) 指任何協議、計劃或安排；

**非權益股份** (non-equity shares) 指公司股份，但權益股份除外；

**發行公司** (issuing company) 指發行股份的公司；

**轉讓** (transfer) 就股份而言，包括轉讓就該等股份而獲列入公司的成員登記冊的權利；

**權益股本** (equity share capital) 指公司的已發行股本，但不包括該股本中符合以下說明的部分：就分派股息或資本而言，均不帶有於分派中分享某一指明數額以外的權利；

**權益股份** (equity shares) 指組成公司的權益股本的股份。

(2) 在本分部中 ——

(a) 提述某公司購入股份，包括由該公司的代名人購入股份；

continuing offence, to a further fine of \$700 for each day during which the offence continues.

## Subdivision 3—General

## 193. Variation includes abrogation

In this Division and (unless the context otherwise requires) in any provision in a company's articles for the variation of class rights, a reference to a variation of those rights includes an abrogation of those rights.

## Division 8—Supplementary and Miscellaneous

## Subdivision 1—Relief from Share Capital Requirements

## 194. Interpretation

(1) In this Division—

**arrangement** (安排) means any agreement, scheme or arrangement; **company** (公司), except in reference to an issuing company, includes any body corporate;

**equity share capital** (權益股本) means a company's issued share capital excluding any part of that capital that, neither as respects dividends nor as respects capital, carries any right to participate beyond a specified amount in a distribution;

**equity shares** (權益股份) means shares comprised in a company's equity share capital;

**issuing company** (發行公司) means a company that issues shares;

**non-equity shares** (非權益股份) means shares in a company other than equity shares;

**transfer** (轉讓) of shares includes transfer of a right to be included in the company's register of members in respect of the shares.

- (b) 提述向某公司發行或轉讓股份，包括向該公司的代名人發行或轉讓股份；
- (c) 提述某公司轉讓股份，包括由該公司的代名人轉讓股份。

**195. 集團重組寬免**

- (1) 如有以下情況，則本條適用 ——
  - (a) 某發行公司是另一公司 (**控權公司**) 的全資附屬公司；而
  - (b) 該發行公司向下述公司發行股份 ——
    - (i) 該控權公司；或
    - (ii) 該控權公司的另一全資附屬公司，
 而發行的代價，是另一公司 (**讓與公司**) 的非現金資產轉讓予該發行公司 (讓與公司須屬由該控權公司及其所有全資附屬公司組成的公司集團內的成員)。
- (2) 在將上述發行公司發行其股份的代價的款額記錄作為該發行公司的股本時，任何被轉讓的資產的價值超出該等資產的淨底值的款額，可不予理會。因此，就該項轉讓所涉及的已發行股份而須記錄作為該發行公司的股本的代價的最低款額，是被轉讓資產的淨底值。
- (3) 被轉讓的資產的淨底值，是該等資產底值超出發行公司所承擔的讓與公司的任何債務底值的款額，而發行公司是以承擔該等債務作為被轉讓的資產的代價。
- (4) 就本條而言 ——

- (2) In this Division—
  - (a) a reference to the acquisition by a company of shares includes the acquisition of shares by a nominee of the company;
  - (b) a reference to the issue or transfer of shares to a company includes the issue or transfer of shares to a nominee of the company;
  - (c) a reference to the transfer of shares by a company includes the transfer of shares by a nominee of the company.

**195. Group reconstruction relief**

- (1) This section applies if an issuing company—
  - (a) is a wholly owned subsidiary of another company (**the holding company**); and
  - (b) issues shares—
    - (i) to the holding company; or
    - (ii) to another wholly owned subsidiary of the holding company,
 in consideration for the transfer to the issuing company of non-cash assets of a company (**the transferor company**) that is a member of the group of companies that comprises the holding company and all its wholly owned subsidiaries.
- (2) Any excess of the value of the assets transferred over their net base value may be disregarded when recording as share capital of the issuing company the amount of consideration for the issue by the issuing company of its shares. Consequently, the minimum amount of consideration required to be recorded as share capital of the issuing company in

- (a) 被轉讓的資產的底值，為下述兩個數額中的較小者——
- (i) 讓與公司為該等資產付出的成本；
  - (ii) 在緊接該轉讓前，讓與公司的會計紀錄所述的該等資產的款額；
- (b) 所承擔的債務的底值，是在緊接該轉讓前，讓與公司的會計紀錄所述的該等債務的款額。

**196. 合併寬免**

- (1) 如某發行公司已根據一項安排，取得另一公司最少 90% 的股份的權益，而該項安排規定該發行公司按以下條款發行權益股份：所發行的股份的代價，須藉以下方式提供——
- (a) 向該發行公司發行或轉讓該另一公司的權益股份；或
  - (b) 註銷任何並非由該發行公司持有的該另一公司的權益股份，
- 則本條適用。
- (2) 在將上述發行公司發行其股份的代價的款額記錄作為該發行公司股本時，任何根據有關安排而購入或註銷的權益股份的價值超出可歸因於該等股份的上述另一公司的已認購資本的款額，可不予理會。因此，須就根據該安

- respect of the shares issued for the transfer is the net base value of the assets transferred.
- (3) The net base value of the assets transferred is the amount by which the base value of the assets transferred exceeds the base value of any liabilities of the transferor company assumed by the issuing company as consideration for the assets transferred.
- (4) For the purposes of this section—
- (a) the base value of assets transferred is the lesser of—
    - (i) the cost of those assets to the transferor company;
    - (ii) the amount at which those assets are stated in the transferor company's accounting records immediately before the transfer;
  - (b) the base value of liabilities assumed is the amount at which they are stated in the transferor company's accounting records immediately before the transfer.

**196. Merger relief**

- (1) This section applies if an issuing company has secured at least a 90% equity holding in another company under an arrangement providing for the issue of equity shares in the issuing company on terms that the consideration for the shares issued is to be provided—
- (a) by the issue or transfer to the issuing company of equity shares in the other company; or
  - (b) by the cancellation of any equity shares in the other company not held by the issuing company.
- (2) Any excess of the value of the equity shares acquired or cancelled under the arrangement over the subscribed capital of the other company attributable to those shares may be disregarded when recording as share capital of the issuing



排發行的股份而記錄作為該發行公司的股本的代價的最低款額，是可歸因於已購入或註銷的權益股份的該另一公司的已認購資本。

- (3) 如有關安排亦規定發行公司按以下條款發行任何股份：該等股份的代價，須藉以下方式提供 ——
- (a) 向該發行公司發行或轉讓上述另一公司的非權益股份；或
  - (b) 註銷任何並非由該發行公司持有的該另一公司的非權益股份，

則在將該發行公司發行其股份的代價的款額記錄作為該發行公司股本時，任何根據該安排而購入或註銷的非權益股份的價值超出可歸因於該等股份的該另一公司的已認購資本的款額，可不予理會。

- (4) 如某個案屬第 195 條所指者，本條不適用於該個案。

### 197. 合併寬免：90% 的股份的權益的涵義

- (1) 在為施行第 196 條而斷定以下事宜時，本條具有效力：某公司 (**甲公司**) 是否已根據第 196(1) 條所述的一項安排，取得另一公司 (**乙公司**) 最少 90% 的股份的權益。
- (2) 如由於根據有關安排購入或註銷乙公司的權益股份，以致甲公司總共持有 90% 或以上的乙公司的權益股份 (不論甲公司所持有的乙公司的權益股份的全部或任何部分，是否根據該項安排而取得)，甲公司即屬已取得乙公司最少 90% 的股份的權益。

company the amount of consideration for the issue by the issuing company of its shares. Consequently, the minimum amount of consideration required to be recorded as share capital of the issuing company in respect of the shares issued under the arrangement is the subscribed capital of the other company attributable to the equity shares acquired or cancelled.

- (3) If the arrangement also provides for the issue of any shares in the issuing company on terms that the consideration for those shares is to be provided—
  - (a) by the issue or transfer to the issuing company of non-equity shares in the other company; or
  - (b) by the cancellation of any non-equity shares in the other company not held by the issuing company,
 any excess of the value of the non-equity shares acquired or cancelled under the arrangement over the subscribed capital of the other company attributable to those shares may be disregarded when recording as share capital of the issuing company the amount of consideration for the issue by the issuing company of its shares.
- (4) This section does not apply in a case falling within section 195.

### 197. Merger relief: meaning of 90% equity holding

- (1) This section has effect in determining, for the purposes of section 196, whether a company (**company A**) has secured at least a 90% equity holding in another company (**company B**) under an arrangement mentioned in section 196(1).
- (2) Company A has secured at least a 90% equity holding in company B if, in consequence of an acquisition or cancellation of equity shares in company B under that arrangement, company A holds in aggregate 90% or more of

- (3) 如乙公司的權益股份被分為不同類別的股份，除非分別就每一該等類別的股份而言，第(2)款的規定均已獲符合，否則甲公司不得視為已取得乙公司最少 90% 的股份的權益。
- (4) 就本條而言，下述的股份視為由甲公司持有 ——
- (a) 由屬甲公司的控權公司或附屬公司的公司持有的股份；
  - (b) 由甲公司的控權公司的附屬公司持有的股份；及
  - (c) 由甲公司的代名人持有的股份，或由 (a) 或 (b) 段提述的公司的代名人持有的股份。

**198. 寬免可在公司的財務狀況表內反映**

凡為已發行股份提供任何股份或其他代價，在斷定須包括在公司的財務狀況表中的該等股份或該代價的款額時，相當於因為本次分部而無需記錄作為該公司的股本的款額的某款額，亦可不予理會。

**199. 規例**

- (1) 財政司司長可訂立規例，對本次分部所給予的寬免，加以限制或以其他方式變通。
- (2) 根據本條訂立的規例須經立法會批准。

- the equity shares in company B (whether or not all or any of the equity shares in company B held by company A were acquired under that arrangement).
- (3) If the equity shares in company B are divided into different classes of shares, company A is not regarded as having secured at least a 90% equity holding in company B unless the requirements of subsection (2) are met in relation to each of those classes of shares taken separately.
- (4) For the purposes of this section, the following shares are regarded as held by company A—
- (a) shares held by a company that is company A's holding company or subsidiary;
  - (b) shares held by a subsidiary of company A's holding company; and
  - (c) shares held by nominees of company A or of a company referred to in paragraph (a) or (b).

**198. Relief may be reflected in company's statement of financial position**

An amount corresponding to the amount that, because of this Subdivision, is not required to be recorded as a company's share capital may also be disregarded in determining the amount at which any shares or other consideration provided for the shares issued is to be included in the company's statement of financial position.

**199. Regulations**

- (1) The Financial Secretary may make regulations for restricting or otherwise modifying the relief provided by this Subdivision.
- (2) Regulations made under this section are subject to the approval of the Legislative Council.

**第 2 次分部 —— 雜項****200. 關於為股份繳付不同款額的條文**

如公司的章程細則批准，該公司可 ——

- (a) 就股份的發行作出安排，讓股東按不同款額及按不同付款時間，繳付就其股份而催繳的股款；
- (b) 接受成員就其所持有的任何股份而繳付的尚未繳付股款的全部或部分，即使該公司未曾催繳該等股款的任何部分亦然；及
- (c) 在某些股份的已繳付股款額大於其他股份的情況下，按每股股份的已繳付股款額的比例繳付股息。

**201. 股本說明**

- (1) 如本部或第 5 部的條文規定交付處長登記的申報書、申報表或通知須載有股本說明，則本條適用。
- (2) 股本說明須述明 ——
  - (a) 公司的已發行股份的總數；
  - (b) 已按或視作已按公司的已發行股份的總數而繳付的款額，以及（如有的話）尚未按或視作尚未按該等股份的總數繳付的款額；及（由 2018 年第 35 號第 20 條修訂）
  - (c) 公司的已發行股本的總款額。（由 2018 年第 35 號第 20 條修訂）
  - (d) （由 2018 年第 35 號第 20 條廢除）
- (2A) 如已發行股本分為不同類別股份，則股本說明亦須就每一類別股份述明 ——

**Subdivision 2—Miscellaneous****200. Provision for different amounts to be paid on shares**

If authorized by its articles to do so, a company may—

- (a) make arrangements on the issue of shares for a difference between the shareholders in the amounts and times of payment of calls on their shares;
- (b) accept from any member the whole or part of the amount remaining unpaid on any shares held by the member, although no part of that amount has been called up; and
- (c) pay a dividend in proportion to the amount paid up on each share where a larger amount is paid up on some shares than on others.

**201. Statement of capital**

- (1) This section applies if a provision of this Part or Part 5 requires a statement of capital to be included in a return or notice delivered to the Registrar for registration.
- (2) A statement of capital must state—
  - (a) the total number of issued shares in the company;
  - (b) the amount paid up or regarded as paid up and the amount (if any) remaining unpaid or regarded as remaining unpaid on the total number of issued shares in the company; and (*Amended 35 of 2018 s. 20*)
  - (c) the total amount of the company's issued share capital. (*Amended 35 of 2018 s. 20*)
  - (d) (*Repealed 35 of 2018 s. 20*)

- (a) 第 (3) 款指明的詳情；
  - (b) 該類別股份中的已發行股份的總數；
  - (c) 已按或視作已按該類別股份中的已發行股份的總數而繳付的款額，以及 (如有的話) 尚未按或視作尚未按該等股份的總數而繳付的款額；及
  - (d) 該類別股份中的已發行股本的總款額。(由 2018 年第 35 號第 20 條增補)
- (3) 上述詳情為 ——
- (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。

**202. 已繳款股本的通知**

- (1) 述明公司的已發行股本的該公司的正式文件，亦須以至少同樣顯眼的方式，述明其已繳款股本。
- (2) 如公司在香港發出、傳閱或分發不符合第 (1) 款規定的正式文件，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款。
- (3) 在本條中 ——

- (2A) If the issued share capital is divided into different classes of shares, a statement of capital must also state, for each class of shares—
  - (a) the particulars specified in subsection (3);
  - (b) the total number of issued shares in the class;
  - (c) the amount paid up or regarded as paid up, and the amount (if any) remaining unpaid or regarded as remaining unpaid, on the total number of issued shares in the class; and
  - (d) the total amount of issued share capital of the class. *(Added 35 of 2018 s. 20)*
- (3) The particulars 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.

**202. Notice of paid up capital**

- (1) An official document of a company that states the company's issued capital must also state no less prominently the company's paid up capital.
- (2) If a company issues, circulates or distributes an official document in Hong Kong that does not comply with subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3.

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**正式文件** (official document) 就公司而言，指該公司的通知、  
通告、廣告或其他正式刊物。

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(3) In this section—

**official document** (正式文件) of a company, means a notice,  
circular, advertisement or other official publication of the  
company.

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